Form 990	
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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 require

2011	
Open to Public	
Open to Put Inspection	

OMB No. 1545-0047

AF	or th	e 2011	1 calendar year, or tax year beginni	ng , 2011	, and ending	J			, 20						
_			C Name of organization		_	DE	mployer id	entificati	on number						
Bc	heck if ap	plicable:	YEAR UP, INC.				04-3534	4407							
	Addre		Doing Business As												
	1 1	e change	Number and street (or P.O. box if mail is no	ot delivered to street address)	Room/suite	ET	elephone nu	umber							
	-	return	93 SUMMER STREET		5TH FL	16	17) 54	2-153	3						
-	-	inated	City or town, state or country, and ZIP + 4			(0)		2 100							
	Amen		BOSTON, MA 02110			6.0	Gross receipt	te \$	16 74	0,763.					
	return Applic		F Name and address of principal officer:	GERALD CHERTAVIAN			Is this a grou								
	pendi	ing	93 SUMMER STREET BOSTO				affiliates? Are all affiliat			<u> </u>					
		kempt st			5.07				e instructions)						
			tatus: X 501(c)(3) 501(c) (WWW.YEARUP.ORG) (insert no.) 4947(a)(1)	or 527										
							Group exemp								
	rt I	-		Association Other	L Year of for	mation: 4	2000 M	State of le	egal domicile	e: MA					
Γa			mmary												
	1	•	describe the organization's mission or m												
e			CLOSE THE OPPORTUNITY DI												
lan			SKILLS, EXPERIENCE AND												
Governance		THEIR POTENTIAL THROUGH PROFESSIONAL CAREERS AND HIGHER EDUCATION. 2 Check this box • I if the organization discontinued its operations or disposed of more than 25% of its net assets.													
ģ	2			• •	of more than 25%	6 of its n	et assets.								
	3		er of voting members of the governing bo					3		<u> 14.</u>					
Activities &	4		er of independent voting members of the					4		13.					
žİVİ	5		number of individuals employed in calend					5		353.					
ĕ	6		number of volunteers (estimate if necessa	** *************				6		1,010.					
	1		unrelated business revenue from Part VII							0					
	b	Net ur	nrelated business taxable income from Fo	orm 990-T, line 34	••••••••••••••••••••••••••••••••••••••		<u></u>	7b		0					
							or Year		Current `						
ne	8		butions and grants (Part VIII, line 1h)				013,65		28,14						
Revenue	9		am service revenue (Part VIII, line 2g)		12,	336,37		18,26							
Re	10		ment income (Part VIII, column (A), lines				11,87			9,290.					
	11	Other	revenue (Part VIII, column (A), lines 5, 6	d, 8c, 9c, 10c, and 11e)			-104,660.			0,609.					
	12		revenue - add lines 8 through 11 (must ed				257,24			4,194.					
	13					6,	568,33	32.	9,13	9,232.					
	14		its paid to or for members (Part IX, colum					0		0					
s	15		es, other compensation, employee benefi		15,	378,01		20,71							
ens	16 a	Profes	ssional fundraising fees (Part IX, column ((A), line 11e)			148,83	33.	2	3,450.					
Expenses			fundraising expenses (Part IX, column (D												
	17	Other	expenses (Part IX, column (A), lines 11a	-11d, 11f-24e)			056,85			3,332.					
	18		expenses. Add lines 13-17 (must equal P				152,02		39,84						
- 0	19	Reven	ue less expenses. Subtract line 18 from	line 12		,	105,21		6,59	4,899.					
Net Assets or Fund Balances						0 0	of Current Y		End of Y						
sset	20		assets (Part X, line 16)				355,72		49,42						
nd B	21		iabilities (Part X, line 26)				305,44			7 , 279.					
			ssets or fund balances. Subtract line 21 fr	om line 20		32,	050,28	1.	41,12	4,697.					
	rt II		gnature Block												
Und	der per	alties of	f perjury, I declare that I have examined this re plete. Declaration of preparer (other than office	eturn, including accompanying schedules	and statements, and statements, and statements	nd to the b	est of my k	nowledge	and belief, i	t is true,					
	COI, ai		The second of preparer (other than once	in a based on an information of which p		meage.									
• :															
Sig			Signature of officer				Date								
Her	e														
			Type or print name and title												
_	_	Print/1	Type preparer's name	Preparer's signature	Date		Check	if PTIN	1						
Paid		LAU	RA J. KENNEY		07/02/2		self-employe	ed	P00202	198					
-	barer	Firm's	name 🕨 GRANT THORNTON LI	LP		Firm	s EIN 🕨	36-60	55558						
Use	Only		address 🕨 125 HIGH ST., 21ST FLOOR			Phon			26-700)					
Mav	the IF		cuss this return with the preparer shown a			1.101		r	X Yes	No					
			Reduction Act Notice, see the separate i					<u> </u>		0 (2011)					

			sponse to any question in this Part 1		· · · · · · X
		e the organization's mission	:		
-	ATTACHME	ENT 1			
-		·····			
-					
			ficant program services during the		
l	f "Yes," descril	be these new services on S	chedule O.		
	· •	-	or make significant changes ir		
	f "Yes," descril	be these changes on Scheo	lule O.		
(expenses. Sec	ction 501(c)(3) and 501(c	rvice accomplishments for each c (4) organizations and section 49 expenses, and revenue, if any, for e	47(a)(1) trusts are required to	
a	Code: 61171	0) (Expenses \$34,	704,739. including grants of \$	9,139,232.) (Revenue \$	18,261,758.)
-	ATTACHM	ENT 2			
-					
-					_
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b	Code:) (Expenses \$	including grants of \$) (Revenue \$)
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<u>с</u> (Code:) (Expenses \$	including grants of \$) (Revenue \$)
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- - -	Other program	services (Describe in Schoo			
	Other program Expenses \$	services (Describe in Scheo including gra		nue\$	

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

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Part	V Checklist of Required Schedules (continued)			
			Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization			
	in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		Х
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States			
	on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Х	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the			
	organization's current and former officers, directors, trustees, key employees, and highest compensated			
	employees? If "Yes, "complete Schedule J	23	Х	
24 a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than			
	\$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b			
	through 24d and complete Schedule K. If "No," go to line 25	24a		х
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year			
U	to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction	240		
25 d	with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		х
Ŀ		20d		
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior			
	year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ?	0.5%		v
	If "Yes," complete Schedule L, Part I.	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or			v
	disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II.	26		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee,			
	substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled			
	entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L,			
	Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete			
	Schedule L, Part IV	28b		X
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof)			
	was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified			
	conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N,			
	Part I	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes,"			
	complete Schedule N, Part II	32		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations			
	sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III,			
	IV, and V, line 1	34		X
35 a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the			
	meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		Х
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable			
	related organization? If "Yes," complete Schedule R, Part V, line 2	36		Х
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization		,	
	and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R,			
		37		Х
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and			
	19? Note. All Form 990 filers are required to complete Schedule O.	38	Х	

Form 990 (2011)

JSA

	t V Statements Regarding Other IRS Filings and Tax Compliance Check if Schedule O contains a response to any question in this Part V			
		•••	Yes	Ť
1 -	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		163	†
	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable			
	Did the organization comply with backup withholding rules for reportable payments to vendors and	1		
C	reportable gaming (gambling) winnings to prize winners?	1c	х	
22	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax			+
2 a	Statements, filed for the calendar year ending with or within the year covered by this return . 2a 353			
h	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	х	
IJ				╉
2-	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> (see instructions)	3a		
	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3b		+
	If "Yes," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	30		+
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority			
	over, a financial account in a foreign country (such as a bank account, securities account, or other financial			
	account)?	4a		+
b	If "Yes," enter the name of the foreign country: ►		,	
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		4
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		_
	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		_
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the			
	organization solicit any contributions that were not tax deductible?	6a		_
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or			
	gifts were not tax deductible?	6b		
7	Organizations that may receive deductible contributions under section 170(c).			
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods			
	and services provided to the payor?	7a	Х	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	Х	
с	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was			
	required to file Form 8282?	7c		
d	If "Yes," indicate the number of Forms 8282 filed during the year			Τ
	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		
	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		1
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		1
-	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		1
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting			1
•	organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring			
	organization, have excess business holdings at any time during the year?	8		
9	Sponsoring organizations maintaining donor advised funds.			†
	Did the organization make any taxable distributions under section 4966?	9a		
	Did the organization make a distribution to a donor, donor advisor, or related person?	9b		†
0	Section 501(c)(7) organizations. Enter:			1
	Initiation fees and capital contributions included on Part VIII, line 12			
	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			
	· · · · · · · · · · · · · · · · · · ·			
1	Section 501(c)(12) organizations. Enter: Gross income from members or shareholders			
а		-		
D	Gross income from other sources (Do not net amounts due or paid to other sources			
_	against amounts due or received from them.)	40		
	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		1
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b	-	12	8
3	Section 501(c)(29) qualified nonprofit health insurance issuers.			4
	Is the organization licensed to issue qualified health plans in more than one state?	13a		+
а	Note. See the instructions for additional information the organization must report on Schedule O.		10	
	Enter the amount of reserves the organization is required to maintain by the states in which			
	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans			9
b		-		
b c	the organization is licensed to issue qualified health plans	14a		

04-3534407

Form 99	0 (2011) YEAR UP, INC. 04-3534	407		Page 6
Part	VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b b "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or change O. See instructions.			
	Check if Schedule O contains a response to any question in this Part VI	• • •	••	X
Secti	on A. Governing Body and Management			· · · · · · · ·
			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are 1a 14			
	material differences in voting rights among members of the governing body, or if the governing body			
	delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b 13			
	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		x
	Did the organization delegate control over management duties customarily performed by or under the direct			
	supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		Х
	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
	Did the organization become aware during the year of a significant diversion of the organization's assets?	5		Х
	Did the organization have members or stockholders?	6		Х
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint	-		x
	one or more members of the governing body?	7a		<u>^</u>
	Are any governance decisions of the organization reserved to (or subject to approval by) members,			V
	stockholders, or persons other than the governing body?	7b		X
	Did the organization contemporaneously document the meetings held or written actions undertaken during			
	the year by the following:			
	The governing body?	8a	X	-
b	Each committee with authority to act on behalf of the governing body?	8b	Х	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? <i>If "Yes," provide the names and addresses in Schedule O</i>	9		x
Secti	on B. Policies (This Section B requests information about policies not required by the Internal Revenue	Code	.)	
			Yes	No
10 a	Did the organization have local chapters, branches, or affiliates?	10a		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters,			
	affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Х	
	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Х	
	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give			
	rise to conflicts?	12b	Х	
	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes,"			
	describe in Schedule O how this was done	12c	Х	
13	Did the organization have a written whistleblower policy?	13	Х	
14	Did the organization have a written document retention and destruction policy?	14	Х	
	Did the process for determining compensation of the following persons include a review and approval by			
	independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
	The organization's CEO, Executive Director, or top management official	15a	Х	
	Other officers or key employees of the organization	15b	Х	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.)	7		
	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement			
	with a taxable entity during the year?	16a		Х
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its			
	participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the			
	organization's exempt status with respect to such arrangements?	16b		
-	on C. Disclosure	\ \		
	List the states with which a copy of this Form 990 is required to be filed ► CA, GA, IL, MD, MA, NY, RI, VA, WA			
	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c) available for public inspection. Indicate how you made these available. Check all that apply. X Own website Another's website X Upon request	(3)s or	ıly)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict o	f inter	est p	oolicy,
	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: NANDREA HAYWARD 93 SUMMER STREET BOSTON, MA 02110 617-542-1533			
JSA		Form	990	(2011)

Form 990 (2011)	YEAR UP, INC.	04-3534407	Page 7
Part VII	Compensation of Officers, Directors, Trustees, Key Employees, Highest Con 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 organization's	this table for all persons required to be listed. Report compensation for the calendatax year.	ar year ending with or w	ithin the
	ll of the organization's current officers, directors, trustees (whether individuals or or ion. Enter -0- in columns (D), (E), and (F) if no compensation was paid.	ganizations), regardless of	amount

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for	box,	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the
	related organizations in Schedule O)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(W-2/1099-MISC)		organization and related organizations
(1)_GERALD_CHERTAVIAN CEO_AND_BOARD_MEMBER	40.00	x		x				223,078.	0	11,839.
(2) PAUL SALEM BOARD/CHAIRMAN	1.00	X		x				0	0	0
(3) PETER HANDRINOS BOARD SECRETARY	1.00	X		x				C	0	0
(4) TIM DIBBLE BOARD TREASURER	1.00	x		x				0	0	0
JOHN_BRADLEY BOARD_MEMBER	1.00	Х						0	0	0
(6) SHANIQUE DAVIS BOARD MEMBER	1.00	X						0	0	0
(7)_LISA_JACKSON BOARD_MEMBER	1.00	Х						0	0	0
(8) MELODIE MAYBERRY-STEWART BOARD MEMBER	1.00	Х						0	0	0
(9) ROD MCCOWAN BOARD MEMBER	1.00	Х						0	0	0
(10) LISETTE NIEVES BOARD MEMBER	1.00	Х						0	0	0
GAIL_SNOWDEN BOARD_MEMBER	1.00	Х						0	0	0
(12) KERRY SULLIVAN BOARD MEMBER	1.00	Х						0	0	0
(13) ROBERT G. TEMPLIN, JR. BOARD MEMBER	1.00	х						0	0	0
(14) CRAIG UNDERWOOD BOARD MEMBER	1.00	Х						0	0	0

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Part VII Section A. Officers, Directors, Tr		ey Er	nplo	bye	es,	and	Hig	· · · · · · · · · · · · · · · · · · ·	ted Employees	continue	ed)	
(A) Name and title	(B) Average hours per week (describe	(C) Position (do not check more than o box, unless person is both officer and a director/truste					an e)	(D) Reportable compensation from the	(E) Reportable compensation from related organizations	Estim amou oth comper	(F) stimated nount of other pensation om the	f on
	hours for related organizations in Schedule O)	or director	institutional trustee	Officer	Key employee	Highest compensated employee	Former	organization (W-2/1099-MISC)	(W-2/1099-MISC)	orga	anizatio d related	on d
15) GREG WALTON			-									
BOARD MEMBER	1.00	Х						C) (0		(
16) SUSAN MEEHAN												
CHIEF OPERATING OFFICER	40.00			Х				167,743.	()	15,8	324.
17) WILLIAM M. LEHMAN	-											
NATIONAL SITE DIRECTOR	40.00				X			160,064.	()	19,5	533.
18) KWEKU FORSTALL											_	
EXECUTIVE DIRECTOR	40.00					X		178,560.	()	21,5	523.
19) SANDRA STARK NTL DIRECT DEVELOP/EXT AFFAIRS	40.00					X_		162,870.	()	12,5	572.
20) SHAWN J. BOHEN NTL DIRECTOR STRATEGIC GROWTH	40.00					Х		159,806.	(21,2	203.
21) NATHAN BROWN CHIEF INFORMATION OFFICER	40.00					x		149,363.	()	21,9	953
22) CASEY B. RECUPERO EXECUTIVE	40.00					X		137,334.	()	19,4	449.
	-											
	-						-					
	-											
1b Sub-total								223,078.	(D	11,8	_
c Total from continuation sheets to Part VII, Sec	-						►	1,115,740.			32,0	
 d Total (add lines 1b and 1c)	limited to tl	hose	listeo	_			► re	1,338,818.		0 1	43,8	396.
reportable compensation from the organization		8	3								Yes	No
3 Did the organization list any former offic employee on line 1a? If "Yes," complete Sched										3		x
4 For any individual listed on line 1a, is the organization and related organizations groups individual	eater than	\$15	0,00	0?	lf	"Yes	s," (complete Schedu	le J for such	*		
<i>individual</i>	accrue con	mpen	satio	n f	rom	any	un	related organizatio	on or individual	4	X	
for services rendered to the organization? <i>If "Y</i> Section B. Independent Contractors	es,"complet	e Sch	nedu	ie J	tor	such	per	<u>son</u>	<u></u>	5		X
 Complete this table for your five highest com compensation from the organization. Report of year. 												
(A) Name and business add	Iress							(B) Description of se	rvices	(C) Compens		
ATTACHMENT 3							-	,		1	-	

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 ► 1
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1E1055 2.000

\$

Form **990** (2011)

Form	990 (2	011) YEAR UP,	INC.			04-3534	1407 Page 9
Pa	rt VIII	Statement of Revenue					
				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a b c d e f	Federated campaigns 1a Membership dues 1b Fundraising events 1c Related organizations 1d Government grants (contributions) 1e All other contributions, gifts, grants, and similar amounts not included above 1f	908,543. 2,539,976. 24,695,236.				
Con	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f	Business Code	28,143,755.			
Program Service Revenue	2a b c	PROGRAM SERVICE FEE		18,261,758.	18,261,758.		
E	e						
ogra	f	All other program service revenue					
<u> </u>	g	Total. Add lines 2a-2f	<u></u>	18,261,758.	- 12. 		
	3 4 5	Investment income (including dividends, inter other similar amounts)	roceeds ►	119,290. 0 0			119,290.
	6a b c	Gross rents		0			
	7a	Gross amount from sales of assets other than inventory					H. A.
	b c d	Less: cost or other basis and sales expenses Gain or (loss) Net gain or (loss)	·	0			
Other Revenue	8a	Gross income from fundraising events (not including \$908,543. of contributions reported on line 1c). See Part IV, line 18	a <u>169,681</u> .				h. Na star K
the	b	Less: direct expenses					·
ō	с 9а	Net income or (loss) from fundraising events Gross income from gaming activities. See Part IV, line 19		-126,888.	:		-126,888.
	b		b	0			
	10a	Gross sales of inventory, less returns and allowances					
	b c	Less: cost of goods sold	b	0			
		Miscellaneous Revenue	Business Code				11
	11а b	MISCELLANEOUS INCOME		46,279.			46,279.
	с						
	d	All other revenue					
	е 12	Total. Add lines 11a-11d · · · · · · · · · · · · · · · · · · ·		46,279.	18,261,758.		

JSA 1E1051 1.000 Form 990 (2011)

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) but are not required to complete columns (B), (C), and (D).

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

2 (0 t 3 (0 4 E 5 (0 t 6 (0	Grants and other assistance to governments and		expenses	general expenses	Fundraising expenses
2 (t 3 (4 E 5 (6 (and the state designed to get the state				
t 3 (4 E 5 (6 (organizations in the United States. See Part IV, line 21 🔒	0			
3 (4 E 5 (6 (Grants and other assistance to individuals in				
4 E 5 (6 (the United States. See Part IV, line 22	9,139,232.	9,139,232.		
4 E 5 (6 (Grants and other assistance to governments,				
4 E 5 (6 (organizations, and individuals outside the				
5 (t 6 (United States. See Part IV, lines 15 and 16	0			
t 6 (Benefits paid to or for members	0			
6 (Compensation of current officers, directors,				
6 (trustees, and key employees	598,082.	239,319.	241,304.	117,459.
r	Compensation not included above, to disqualified				
	persons (as defined under section 4958(f)(1)) and				
F	persons described in section 4958(c)(3)(B)	0			
	Other salaries and wages	15,953,914.	12,912,680.	1,187,713.	1,853,521.
	Pension plan accruals and contributions (include section				·····
	401(k) and 403(b) employer contributions)	418,806.	425,521.	-6,068.	-646.
	Other employee benefits	2,388,872.	2,021,509.	126,279.	241,083.
	Payroll taxes	1,353,607.	1,080,860.	111,299.	161,448.
	Fees for services (non-employees):				
	Management	354,015.	338,153.	15,862.	
		115,539.	115,539.		
	Accounting	81,026.	37,598.	43,428.	
	Lobbying	95,944.	-2,056.	27,250.	70,750.
	Professional fundraising services. See Part IV, line 17	23,450.			23,450.
	Investment management fees				
	Other	1,066,447.	934,219.	65,079.	67,149.
-	Advertising and promotion	52,919.	46,490.	844.	5,585.
	Office expenses	799,069.	761,934.	5,712.	31,423.
	Information technology	124,875.	112,923.	4,471.	7,481.
	Royalties	0			· · · · ·
	Occupancy	2,990,665.	2,899,184.	91,232.	249.
		647,180.	541,773.	83,128.	22,279.
	Payments of travel or entertainment expenses				
	for any federal, state, or local public officials	0			
	Conferences, conventions, and meetings	366,411.	337,794.	23,528.	5,089.
	nterest	0			
	Payments to affiliates	0			
	Depreciation, depletion, and amortization	1,424,101.	1,100,628.	323,473.	
	nsurance	63,883.	50,180.	13,703.	
	Dther expenses. Itemize expenses not covered				
	above (List miscellaneous expenses in line 24e. If				
	ine 24e amount exceeds 10% of line 25, column				
	A) amount, list line 24e expenses on Schedule O.)				
a G	RADUATION/_CATERING	465,517.	429,733.	27,848.	7,936.
	IISCELLANEOUS	1,325,741.	1,181,527.	72,580.	71,634.
р. <u>т</u>				,2,300.	/1,034.
_ C					
d _					
	All other expenses	20 840 205	24 704 720		
26 J 0 fr ft	Fotal functional expenses. Add lines 1 through 24e Joint costs. Complete this line only if the organization reported in column (B) joint costs rom a combined educational campaign and undraising solicitation. Check here ▶ if ollowing SOP 98-2 (ASC 958-720)	39,849,295.	34,704,739.	2,458,665.	2,685,891.

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Form 990 (2011)

Part X Balance Sheet

1 4			(A)	(B)
			Beginning of year	End of year
	1	Cash - non-interest-bearing	729,726. 1	1,397,865.
	2	Savings and temporary cash investments	8,753,067. 2	7,657,826.
	3	Pledges and grants receivable, net	15,786,495. 3	18,745,078.
	4	Accounts receivable, net	1,945,710. 4	5,304,639.
	5	Receivables from current and former officers, directors, trustees, key		
		employees, and highest compensated employees. Complete Part II of		
	6	Schedule L Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing	O 5	
		employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)	0 6	0
ets	7	Notes and loans receivable, net	0 7	(
Assets	8	Inventories for sale or use	0 8	
1	9	Prepaid expenses and deferred charges	401,384. 9	440,830.
	10 a	Land, buildings, and equipment: cost or		
		other basis. Complete Part VI of Schedule D 10a 13,171,911.		
	b	Less: accumulated depreciation 10b 4,926,096.	6,372,710. 10c	8,245,815.
1	11	Investments - publicly traded securities	6,366,630. 11	7,629,923.
	12	Investments - other securities. See Part IV, line 11	0 12	
	13	Investments - program-related. See Part IV, line 11	0 13	0
	14	Intangible assets	0 14	0
	15	Other assets. See Part IV, line 11	0 15	
	16	Total assets. Add lines 1 through 15 (must equal line 34)	40,355,722. 16	49,421,976.
	17	Accounts payable and accrued expenses	3,296,332. 17	3,340,586.
	18	Grants payable	0 18	0
	19	Deferred revenue	0 19	
	20		0 20	
ŝ	21	Tax-exempt bond liabilities Escrow or custodial account liability. Complete Part IV of Schedule D	0 21	
tie	22	Payables to current and former officers, directors, trustees, key	Ž 1	
Liabilities	~~	employees, highest compensated employees, and disqualified persons.		
Lia		Complete Part II of Schedule L	0 22	C
	23		0 22	0
	23 24	Secured mortgages and notes payable to unrelated third parties	0 23	
	24 25	Other liabilities (including federal income tax, payables to related third		
	25	parties, and other liabilities not included on lines 17-24). Complete Part X		
			5,009,109. 25	4,956,693.
	26	of Schedule D	8,305,441. 26	8,297,279.
	20	Organizations that follow SFAS 117, check here \blacktriangleright X and complete lines 27 through 29, and lines 33 and 34.		0,231,213.
ce	27	-	11,949,587. 27	12 222 600
lan	28	·····		13,333,692. 27,791,005.
Ba	20 29	Temporarily restricted net assets Permanently restricted net assets	20,100,694. 28 0 29	
pur	29	Organizations that do not follow SFAS 117, check here		0
Net Assets or Fund Balances		complete lines 30 through 34.		
ţ	30	Capital stock or trust principal, or current funds	30	
se	31	Paid-in or capital surplus, or land, building, or equipment fund	31	
Ϋ́	32	Retained earnings, endowment, accumulated income, or other funds	32	
ē		Total net assets or fund balances	32,050,281. 33	41,124,697.
ZI	33	Total net assets or fund balances	32,000,201.00	

Form 990 (2011)

YEAR	UP,	INC.
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Form	n 990 (2011)				Pa	ge 12
Pa	Reconciliation of Net Assets Check if Schedule O contains a response to any question in this Part XI			• •	Х	
1	Total revenue (must equal Part VIII, column (A), line 12)	1	4	6,44	44,1	94.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3.	9,84	19,2	95.
3	Revenue less expenses. Subtract line 2 from line 1	3		6 <u>,5</u> 9	94,8	99.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4				81.
5	Other changes in net assets or fund balances (explain in Schedule O)	5		2,47	79,5	17.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33,					
	column (B))	6	4	1,12	24.6	97.
Pa	It XII Financial Statements and Reporting Check if Schedule O contains a response to any question in this Part XII				Yes	No
1	Accounting method used to prepare the Form 990: Cash X Accrual Other If the organization changed its method of accounting from a prior year or checked "Other," ex Schedule O.	plain	in			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			2a		Х
b	Were the organization's financial statements audited by an independent accountant?	• •	•••	2b	Х	
с	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for o	 overs	ight			
	of the audit, review, or compilation of its financial statements and selection of an independent accountar			2c	X	
	If the organization changed either its oversight process or selection process during the tax year, e					
	Schedule O.					
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the yes	ear w	ere			
	issued on a separate basis, consolidated basis, or both:					
	X Separate basis Consolidated basis Both consolidated and separate basis					
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set	forth				
_	the Single Audit Act and OMB Circular A-133?		•••	3a	Х	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not under	•		<u>а</u> [
	required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits			3b	Х	

Form 990 (2011)

SCHEDULE A	
(Form 990 or 990-EZ)	

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
2011
Open to Public
Inspection

Department of the Trea Internal Revenue Servi	
Name of the organi	zation

Name of the organization						Employ	yer ident	tification number
YEAR UP, INC.		04-3534407					-3534407	
Part I Reason for Public Charity State	us (All organizations mus	st com	plete	this pa	irt.) Se	e instru	uctions	
 The organization is not a private foundation bec A church, convention of churches, or A school described in section 170(b) A hospital or a cooperative hospital set A medical research organization of hospital's name, city, and state: An organization operated for the besection 170(b)(1)(A)(iv). (Complete A federal, state, or local government of described in section 170(b)(1)(A)(vi) A community trust described in sect An organization that normally receive described in section 170(b)(1)(A)(vi) A community trust described in sect An organization that normally receive receipts from activities related to it support from gross investment ind acquired by the organization after Ju An organization organized and operated and operated and operated and operated in the organization organized and operated for the box that description and operated in the organization form gross investment ind acquired by the organized and operated in the organization organized and operated in the organization organized and operated for the box that description organized and operated in the organization form gross (1) (2). If the organization received a writted organization, check this box. 	Part1 Reason for Public Charity Status (All organizations must complete this part.) See instructions. he 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)(ii). 2 X 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 M 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)(v). 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 of 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 '13 % of its support from contributions, membership fees, and gors: receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 !/3% of its support from gross investment income and unrelated business taxable income (less section 509(a)(4). <t< th=""><th>. <td< th=""></td<></th></t<>					 <td< th=""></td<>	
(ii) A family member of a person des	authend in (i) also us O							44
(iii) A 35% controlled entity of a pers			•••	••••	••••	••••	••••	11g(iii)
h Provide the following information about			•••					•••
(i) Name of supported (ii) EIN organization	i) Name of supported (ii) EIN (iii) Type of organization (iv) Is the (v) Did you notify (vi) Is the (vii) A				(vii) Amount of support			
(A)								
(B)								
(C)								
(D)								
(E)								
Total								

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

Schedule A (Form 990 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

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.)

Sec	tion A. Public Support						_
Cale	ndar year (or fiscal year beginning in) 🛛 🕨	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1	Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") • • • • • •						
2	Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3	The value of services or facilities furnished by a governmental unit to the organization without charge						
4	Total. Add lines 1 through 3						
5	The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6	Public support. Subtract line 5 from line 4.						
Sec	tion B. Total Support						
Cale	ndar year (or fiscal year beginning in) 🛛 🕨	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
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, whether or not the business is regularly carried on						
10	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11	Total support. Add lines 7 through 10			-	1 · · · ·		
12	Gross receipts from related activities, etc. (se	ee instructions)				12	
13	First five years. If the Form 990 is f organization, check this box and stop here		<u></u>				
Sec	tion C. Computation of Public Sup	port Percenta	ige				
14	Public support percentage for 2011 (line		•	, column (f))		14	%
15	Public support percentage from 2010 S					15	%
16a	33 1/3 % support test - 2011. If the c						
	this box and stop here . The organization			-			
b	33 1/3 % support test - 2010. If the o	-					
47-	check this box and stop here . The orga						
17a	10%-facts-and-circumstances test - 2 10% or more, and if the organization	-					
	Part IV how the organization meets 1					•	
	-			-	•	• •	
h	organization						
U	15 is 10% or more, and if the orga	-					
	Explain in Part IV how the organzation						-
	supported organization				-	-	
18	Private foundation. If the organization	did not check a	box on line 13, 1	l6a, 16b, 17a, oi	r 17b, check this	box and see	
	instructions	<u></u>	<u></u>	<u></u> <u></u>	· · · · · · · · ·	<u> </u>	<u></u> .►∟
					S	chedule A (Form 99	0 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011

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.)

Caler	ndar year (or fiscal year beginning in) 🕨	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1	Gifts, grants, contributions, and membership fees						
	received. (Do not include any "unusual grants.")						
2	Gross receipts from admissions, merchandise						
	sold or services performed, or facilities						
	furnished in any activity that is related to the						
	organization's tax-exempt purpose						
3	Gross receipts from activities that are not an						
	unrelated trade or business under section 513						_
4	Tax revenues levied for the						
	organization's benefit and either paid						
	to or expended on its behalf						
5	The value of services or facilities						
	furnished by a governmental unit to the						
	organization without charge						
6	Total. Add lines 1 through 5						
7 a	Amounts included on lines 1, 2, and 3						
	received from disqualified persons						
D	Amounts included on lines 2 and 3 received from other than disqualified						
	persons that exceed the greater of \$5,000						
	or 1% of the amount on line 13 for the year						
C	Add lines 7a and 7b						
8	Public support (Subtract line 7c from						
	line 6.)	_					
	tion B. Total Support	() 0007		() 000			
Caler	ndar year (or fiscal year beginning in) 🕨 🔤	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9	Amounts from line 6						
10 a	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b	Unrelated business taxable income (less						
	section 511 taxes) from businesses						
	acquired after June 30, 1975						
c	Add lines 10a and 10b						
11	Net income from unrelated business						
	activities not included in line 10b, whether or not the business is regularly						
12	Other income. Do not include gain or						
	loss from the sale of capital assets						
	(Explain in Part IV.)						
13	Total support. (Add lines 9, 10c, 11,						
	and 12.)						
14	First five years. If the Form 990 is for	the organizatio	on's first, second,	third, fourth, or	fifth tax year a	s a section 501	(c)(3)
	organization, check this box and stop here.						· · ·
Sec	tion C. Computation of Public Sup						
15	Public support percentage for 2011 (line 8, col			(f))		15	c
16	Public support percentage from 2010 Schedul		-			16	
	tion D. Computation of Investment						
17	Investment income percentage for 2011 (line					17	
18	Investment income percentage for 2011 (internet income percentage from 2010 S					18	
	33 1/3 % support tests - 2011. If the orga						
19 0	17 is not more than 331/3 %, check this						
			-				
L				mue 14 OF MOR 15	a ann me no is		13 70. dillu
b	33 1/3 % support tests - 2010. If the organ						
b 20	line 18 is not more than 331/3 %, check f Private foundation. If the organization d	this box and s	stop here. The or	ganization qualifi	es as a publicly	supported orgar	nization 🕨 🗌

Schedule A (Form 990 or 990-EZ) 2011

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).

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Schedule B

(Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service

Sched	ule of	Contr	ibutors

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

OMB No. 1545-0047

2011

er

Name of the organization	Employer	identification numb
YEAR UP, INC.		
	04-35	34407
Organization type (check one	e):	
Filers of:	Section:	
Form 990 or 990-EZ	X 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).

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

SCHI	EDU	ILE	С
(Form	990 (or 99	0-EZ

Political Campaign and Lobbying Activities

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

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

See separate instructions.

OMB No. 1545-0047

Open to Public

Inspection

Department of the Treasury	
Department of the freasury	
Internal Revenue Service	

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

Name	of organization	Employer identification number
YEA	R UP, INC.	04-3534407
Par	t 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 campa	ign activities in Part IV.
2	Political expenditures	
3	Volunteer hours	
_		
Par	t I-B Complete if the organization is exempt under section 501	· · · · · · · · · · · · · · · · · · ·
1	Enter the amount of any excise tax incurred by the organization under section	on 4955 ► \$0_
2	Enter the amount of any excise tax incurred by organization managers under	r section 4955 ► \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this y	/ear? Yes No
	Was a correction made?	Yes 🗔 No
-	If "Yes," describe in Part IV.	
Par	t 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	n 527 exempt function
	activities	▶\$
2	Enter the amount of the filing organization's funds contributed to other of	organizations for section
	527 exempt function activities	▶\$
3	Total exempt function expenditures. Add lines 1 and 2. Enter here a	nd on Form 1120-POL,
	line 17b	· · · · · · · · · · · · · ▶ \$
4	Did the filing organization file Form 1120-POL for this year?	
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 am	
	the amount of political contributions received that were promptly and d	, , ,
	as a separate segregated fund or a political action committee (PAC). If a	ditional 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-, promptly and directly

		filing organization's funds. If none, enter -0	contributions received and promptly and directly delivered to a separate political organization. If none, enter -0
(1)			
(2)			
(3)			
(4)			
(5)	 		
(6)			

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

Schedule C (Form 990 or 990-EZ) 2011

JSA 1E1264 1.000

Pa	art II-A Complete if the organizatio section 501(h)).	n is exempt under section 501(c)(3) and fi	led Form 5768 (electio	on under
Α	Check ► if the filing organization I	pelongs to an affiliated group (and list in Par	t IV each affiliated grou	up member's
-		penses, and share of excess lobbying exper	,	
В		checked box A and "limited control" provisio		
		ying Expenditures ans amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1 a	Total lobbying expenditures to influence p	ublic opinion (grass roots lobbying)	57,566.	
b	Total lobbying expenditures to influence a	legislative body (direct lobbying)	38,378.	
с	Total lobbying expenditures (add lines 1a	and 1b)	95,944.	
d			37,067,460.	
е	Total exempt purpose expenditures (add l	ines 1c and 1d)	37,163,404.	
f	Lobbying nontaxable amount. Enter the a	mount from the following table in both		
	columns.		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.		
g	Grassroots nontaxable amount (enter 25%	6 of line 1f)	250,000.	
h	Subtract line 1g from line 1a. If zero or les	s, enter -0-	0	0
i	Subtract line 1f from line 1c. If zero or less	s, enter -0-	0	0
j	If there is an amount other than zero on e	ther line 1h or line 1i, did the organization file For	m 4720	
	reporting section 4911 tax for this year?			Yes X 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.)

	Lobbying Exp	enditures During 4-Yea	r Averaging Period		
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
Lobbying nontaxable amount		1,000,000.	1,000,000.	1,000,000.	3,000,000.
D Lobbying ceiling amount (150% of line 2a, column (e))					4,500,000.
: Total lobbying expenditures		166,769.	154,668.	95,944.	417,381.
Grassroots nontaxable amount		250,000.	250,000.	250,000.	750,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,125,000.
Grassroots lobbying expenditures				57,566.	57,566.
Grassroots lobbying expenditures					57,566. Schedule C (For

JSA 1E1265 1.000

	YEAR UP, INC. Form 990 or 990-EZ) 2011	<u> </u>			4407		Page
Part II-B	Complete if the organization is exempt under section 501(c)(3) and has NOT (election under section 501(h)).	filed	Forn	15/68	1		
or oach	"Van" reasonable to lines to through the below provide in Bart IV a detailed description	(;	a)		(b))	
	"Yes" response to lines 1a through 1i below, provide in Part IV a detailed description bying activity.	Yes	No		Amo	unt	
legis refei	ng the year, did the filing organization attempt to influence foreign, national, state or local lation, including any attempt to influence public opinion on a legislative matter or rendum, through the use of:						
a Volu b Paid	nteers? staff or management (include compensation in expenses reported on lines 1c through 1i)?						
	ia advertisements?						
e Pub	ications, or published or broadcast statements?						
	nts to other organizations for lobbying purposes? ct contact with legislators, their staffs, government officials, or a legislative body?			 			
h Ralli	es, demonstrations, seminars, conventions, speeches, lectures, or any similar means?						
	er activities?						
a Did	I. Add lines 1c through 1i the activities in line 1 cause the organization to be not described in section 501(c)(3)?						
	es," enter the amount of any tax incurred under section 4912					_	
	es," enter the amount of any tax incurred by organization managers under section 4912						
Part III-		c)(5),	or se	ction			
						Yes	No
Wer	e substantially all (90% or more) dues received nondeductible by members?				1		
	the organization make only in-house lobbying expenditures of \$2,000 or less?				2		
	the organization agree to carry over lobbying and political expenditures from the prior year?				_		L
art III-i	Complete if the organization is exempt under section 501(c)(4), section 501(c 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" O answered "Yes."					is	
	s, assessments and similar amounts from members			1			
	ion 162(e) nondeductible lobbying and political expenditures (do not include amoι ical expenses for which the section 527(f) tax was paid).	unts	of				
a Curr	ent year			2a			
	yover from last year			2b			
c lota	egate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) due	•••	•••	2c 3			
lf no	tices were sent and the amount on line 2c exceeds the amount on line 3, what portion ss does the organization agree to carryover to the reasonable estimate of nondeductible lo	of th	пе	3			
	political expenditure next year?	-	-	4			
Taxa	ble amount of lobbying and political expenditures (see instructions)			5	-		
Part IV	Supplemental Information						
	this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line omplete this part for any additional information.		art II-A				
omplete							
omplete							
omplete							

JSA 1E1266 1.000

Schedule C (Form 990 or 990-EZ) 2011

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Schedule C (Form 990 or 990-EZ) 2011

Part IV Supplemental Information (continued)

SCHEDULE D	
(Form 990)	

Department of the Treasury

Supplemental Financial Statements

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

OMB No. 1545-0047
2011
Open to Public

	nal Revenue Service	Attach to Fo	orm 990. See	separate instructions.	Inspection
	e of the organization				Employer identification number
	AR UP, INC				04-3534407
Pa	rt I Organization organization a	s Maintaining Donor Advi s answered "Yes" to Form 99	sed Funds or O 0, Part IV, line 6	ther Similar Funds o 5.	or AccountsComplete if the
_			(a) Donor	advised funds	(b) Funds and other accounts
1	Total number at end of	year			
2		s to (during year)			
3		(during year)			
4		l of year			
5		nform all donors and donor a	dvisors in writing	that the assets held in	n donor advised
	•	tion's property, subject to the	÷		
6	-	form all grantees, donors, and	-	-	
	-	poses and not for the benefit			
		le private benefit?			• • • • • • • • • • • • • • • • • • • •
Pa	rt II Conservation	Easements. Complete if th	ne organization	answered "Yes" to F	orm 990, Part IV, line 7.
1	Purpose(s) of conserva	ation easements held by the org	janization (check a	all that apply).	
	Preservation of la	and for public use (e.g., recreati	ion or education)	Preservation	of an historically important land area
	Protection of natu		,		of a certified historic structure
	Preservation of o	pen space			
2		ugh 2d if the organization held	a qualified conser	vation contribution in the	e form of a conservation
	easement on the last d	ay of the tax year.			
					Held at the End of the Tax Year
а	Total number of conser	vation easements			2a
b	Total acreage restricted	d by conservation easements			2b
С	Number of conservatio	n easements on a certified histo	oric structure inclu	ded in (a)	2c
d	Number of conservatio	n easements included in (c) ac	quired after 8/17/0	6, and not on a	
	historic structure listed	in the National Register			2d
3	Number of conservatio	n easements modified, transfer	red, released, exti	inguished, or terminated	d by the organization during the
	tax year ▶				
4	Number of states when	e property subject to conservat	ion easement is lo	cated ►	
5	-	have a written policy regarding		oring, inspection, hand	ling of
	violations, and enforce	ment of the conservation easer	nents it holds?		Yes 🛄 No
6	Staff and volunteer hou	irs devoted to monitoring, inspe	ecting, and enforci	ng conservation easem	ents during the year
	▶				
7		curred in monitoring, inspecting	g, and enforcing co	onservation easements	during the year
	▶\$				
8		n easement reported on line 2(
_	(i) and section 170(h)(4	L)(B)(ii)?	•••••		· · · · · · · · · · · · Yes · · · No
9		ow the organization reports cor			•
		ude, if applicable, the text of th ng for conservation easements		nyanization's infanciars	statements that describes the
Pa		s Maintaining Collections		al Treasures, or Oth	er Similar Assets
	Complete if th	e organization answered "	Yes" to Form 99	0, Part IV, line 8.	
1a	works of art, historica	cted, as permitted under SF/ al treasures, or other similar , in Part XIV, the text of the foo	assets held for	public exhibition, edu	revenue statement and balance sheet ucation, or research in furtherance of scribes these items.
b	works of art, historica		assets held for		revenue statement and balance sheet ucation, or research in furtherance of
	•	-	-		
					· · · · · · · • \$
2	· · ·				assets for financial gain, provide the
	-	uired to be reported under SF			
а	Revenues included in F	Form 990, Part VIII, line 1			· · · · · · · · ▶ \$
b	Assets included in Forr	n 990, Part X			· · · · · · · > \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990. JSA 1E1268 1.000

Scheo	lule D (Form 990) 2011											² age 2
Par	t III Organizations Maintaini	ng Collections of	Art, Histo	orical Tre	easure	s, or	Othe	r Similar A	Assets(d	continue	d)	
3	Using the organization's acquisition collection items (check all that app		other recor	ds, check	(any o	f the	follow	ing that ar	e a sigr	iificant u	se o	f its
а	Public exhibition		d	Loa	n or exc	hang	je prog	rams				
b	Scholarly research		e	Oth	er							
С	Preservation for future ger	nerations										
4	Provide a description of the organ XIV.	nization's collections	and expla	ain how t	hey fur	ther	the or	ganization's	exempt	purpose	e in	Part
5	During the year, did the organization assets to be sold to raise funds rath								_	Yes		No
Par	t IV Escrow and Custodial A line 9, or reported an am				ization	ansv	wered	"Yes" to F	orm 99	0, Part I'	V,	
1a	Is the organization an agent, trustee	e custo dian or othe	r intermedia	ry for con	tribution	s or	other a	esets not				
īα	included on Form 990, Part X?			-					[Yes		No
b	If "Yes," explain the arrangement in					•••	• • • •		••• ∟		L	JNO
2				ing tabl	J. [An	nount			
с	Beginning balance					10						
d	Additions during the year											
e	Distributions during the year										_	
f	Ending balance						-			-		
2a	Did the organization include an amo									Yes		No
b	If "Yes," explain the arrangement in											1
_	t V Endowment Funds. Con		zation ans	wered "	Yes" to	For	m 990	. Part IV. li	ne 10.			
		(a) Current year	(b) Prio		(c) Two			(d) Three ye		(e) Four	years	back
1a	Beginning of year balance											
b	Contributions											
с	Net investment earnings, gains,											
	and losses											
d	Grants or scholarships											
е	Other expenditures for facilities											
	and programs											
f	Administrative expenses									· · ·		
g	End of year balance								_	_		
2	Provide the estimated percentage o	f the c urrent vear e	nd balance	(line 1a. c	olumn (a)) h	eld as:					
а	Board designated or quasi-endowm			\	(,,						
b	Permanent endowment	%	-									
с	Temporarily restricted endowment	▶ %										
	The percentages in lines 2a, 2b, and		00%.									
3a	Are there endowment funds not in th			ion that a	re held a	and a	dminis	tered for the	e			
	organization by:									١	/es	No
	(i) unrelated organizations									3a(i)		
	(ii) related organizations									3a(ii)		
b	If "Yes" to 3a(ii), are the related orga	anizati ons listed as i	required on	Schedule	R?					3b		
4	Describe in Part XIV the intended us	ses of t he organizati	ion's endow	ment fund	ls.					·		
Par	t VI Land, Buildings, and Eq	uipmentSee Forr	n 990, Par	t X, line	10.							
	Description of property		other basis tment)	(b) Cost o (of	r other bas ther)	sis	• •	umulated eciation	(0	l) Book valu	le	
1a	Land							_				
b	Buildings			5,0	92,93	39.	7	63,940.		4,32	8,9	99.
с	Leasehold improvements				07,19			73,354.				38.
d	Equipment				52,65			84,760.		2,96		
е	Other				, 19 , 12			04,042.		_		83.
Tota	I. Add lines 1a through 1e. (Column		990, Part)							8,24		

Schedule D (Form 990) 2011

04-3534407

YEAR	UP,	INC.
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(a) Description of security or category (b) Book value (c) Mathe of your market value (1) Francial derivatives	Schedule D (Fo	orm 990) 2011			Page 3
(including name of security) Cost or end-of-year market value (2) Costeyheld equity interests	Part VII	Investments - Other Securities. See Fo	orm 990, Part X, line	e 12.	
(2) Closely-held equily interasts		(a) Description of security or category (including name of security)	(b) Book value		
(3) Other					
(4)					
(B)					
(1)					
(10)					
(6)					
(F)					
(6)					
(1)					
(i) Total: (Colom (b) must equal Form 980, Part X, (c) (B) line 12.) (a) Description of Investment type (b) Bock value (c) Method of valuation: Cost or ond-of-year market value (1) (a) Description of Investment type (b) Bock value (c) Method of valuation: Cost or ond-of-year market value (1) (a) Description of Investment type (b) Bock value (c) Method of valuation: Cost or ond-of-year market value (1) (a) Description (c) Method of valuation: Cost or ond-of-year market value (c) Method of valuation: Cost or ond-of-year market value (1) (a) Description (c) Method of valuation: Cost or ond-of-year market value (c) Cost or ond-of-year market value (1) (c) Description (c) Description (c) Description (c) Description (1) (c) Description (c) Book value (c) Book value (c) Book value (1) (c) Description (c) Book value (c) Book value (c) Book value (1) (c) Description of Inabity (c) Book value (c) Book value (c) Book value (1) (c) Description of Inabity (c) Book value (c) Book value (c) Book value (c) Book value (1) (c) Book value (c) Book value (c) B					
Total: (column (b) must equal Fam 990, Part X, cot (B) line 12. Image: Second Column (b) must equal Fam 990, Part X, line 13. (a) Description of investment type (b) Book value (c) Method of valuation: Cost or end-of-year market value (1) (2) (a) (2) (b) Book value (c) Method of valuation: Cost or end-of-year market value (3) (c) (c) (4) (c) (c) (6) (c) (c) (7) (c) (c) (8) (c) (c) (10) (c) Method form 990, Part X, cot (B) line 13. (c) Book value (1) (c) Description (b) Book value (1) (c) Description (b) Book value (1) (c) (c) (a) (c) (c) (b) (c) (c) (c) (c) (c) (a) (c) (c) (b) (c) (c) (c) (c) (c) (c) (c) (c) (7) (c) (c) (8) (c) (c)					
Part VIII Investments - Program Related. See Form 990, Part X, line 13. (a) Description of investment type (b) Book value (c) Method of valuation: Cost or end-of-year market value (1) (a) (b) Book value (c) Method of valuation: Cost or end-of-year market value (2) (a) (b) Book value (c) Method of valuation: Cost or end-of-year market value (3) (c) (c) (c) (c) (4) (c) (c) (c) (c) (6) (c) (c) (c) (c) (7) (c) (c) (c) (c) (c) (7) (c) (c) (c) (c) (c) (c) (10) (c) (c) (c) (c) (c) (c) (c) (10) (c) (c) (c) (c) (c) (c) (c) (10) (c) (c) (c) (c) (c) (c) (c) (11) (c) (c) (c) <th(c)< th=""> (c) (c)</th(c)<>					
(a) Description of investment type (b) Book value (c) Method of valuation: Cost or end-of-year market value (1)			orm 000 Part V lin		
Cost or end-of-year market value (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) Tetal. (Column (b) must equal Form 990, Part X, icel (B) line 13) Part IX Other Assets. See Form 990, Part X, line 15. (10) (11) (a) Description (b) Book value (12) (3) (4) (5) (6) (7) (8) (9) (10) Total. (Column (b) must equal Form 990, Part X, line 25. Part X Other Liabilities. See Form 990, Part X, line 25. (10) (11) (2) CAPITAL LEASE OBLIGATION (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) CAPITAL LEASE OBLIGATION (4) (5) (6) (7) (8) (9) (10) (11)					
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Part X Other Liabilities. See Form 990, Part X, line 25. 1. (a) Description of liability (b) Book value (1) Federal income taxes					
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(1) Federal income taxes (2) CAPITAL LEASE OBLIGATION (3) (4) (5) (6) (7) (8) (9) (10) (11)	1.			e	
(2) CAPITAL LEASE OBLIGATION 4,956,693. (3) (4) (4) (5) (5) (6) (7) (7) (8) (9) (10) (11)	(1) Federa	al income taxes			
(3) (4) (5) (6) (7) (8) (9) (10) (11)			4,956,0	693.	
(4) (10) (11) (11)	(3)				
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(6) (7) (8) (9) (10) (11)					
(7) (7) (8) (7) (9) (7) (10) (11)	-				
(8) (9) (10) (11)					
(9) (10) (11) (11)					
(10) (11)					
	(11)				
		n (b) must equal Form 990, Part X, col. (B) line 25.)	▶ 4,956,6	593.	

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

YEAR	UP.	INC.

04-3534407

Schedu	e D (Form 990) 2011			Page 4
Part		ents	;	
1		1		46,444,194.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2		39,849,295.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3		6,594,899.
4		4		
5	Donated services and use of facilities	5	<u> </u>	2,479,517.
6	Investment expenses	6		
7	Prior period adjustments	7		
8	Other (Describe in Part XIV.)	8		
9		9		2,479,517.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10		9,074,416.
Part	XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Retu	Irn		
1	Total revenue, gains, and other support per audited financial statements	.L	1	49,986,049.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
а	Net unrealized gains on investments			
b	Donated services and use of facilities	; .		
С	Recoveries of prior year grants			
d	Other (Describe in Part XIV.) 296,569).		
е	Add lines 2a through 2d	:	2e	3,541,855.
3	Subtract line 2e from line 1	. [3	46,444,194.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
а	Investment expenses not included on Form 990, Part VIII, line 7b 4a			
b	Other (Describe in Part XIV.) 4b			
с	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	. Г	5	46,444,194.
Part	XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Re	etur	n	
1	Total expenses and losses per audited financial statements		1	40,911,633.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	Γ		
а	Donated services and use of facilities			
b	Prior year adjustments 2b			
с	Other losses 2c			
d	Other (Describe in Part XIV.) 2d 296,569).		
е	Add lines 2a through 2d		2e	1,062,338.
3	Subtract line 2e from line 1	:	3	39,849,295.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			i
а	Investment expenses not included on Form 990, Part VIII, line 7b 4a			
b	Other (Describe in Part XIV.)			
с	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	39,849,295.
Part	XIV Supplemental Information		-	
Compl Part V	ete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also comple lditional information.			
SEE	PAGE 5			

Schedule D (Form 990) 2011

JSA

Part XIV Supplemental Information (continued)

SPECIAL EVENT EXPENSES: \$296,569 PART XII LINE 2D & PART XIII LINE 2D

ASC 740

PART X LINE 2

ON APRIL 25, 2001, THE INTERNAL REVENUE SERVICE GRANTED THE ORGANIZATION AN EXEMPTION FROM FEDERAL TAXES UNDER SECTION 501(A) OF THE INTERNAL REVENUE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3). HOWEVER, CERTAIN ACTIVITIES OF EXEMPT ORGANIZATIONS, TO THE EXTENT PROFITABLE, MAY BE SUBJECT TO FEDERAL AND STATE TAXATION AS UNRELATED BUSINESS INCOME.

WITH RESPECT TO UNRELATED BUSINESS ACTIVITIES, THE ORGANIZATION RECOGNIZES INCOME TAXES UNDER THE ASSET AND LIABILITY METHOD. UNDER THIS METHOD, DEFERRED TAX ASSETS AND LIABILITIES ARE ESTABLISHED FOR TEMPORARY DIFFERENCES BETWEEN THE ACCOUNTING BASES AND THE TAX BASES OF THE ORGANIZATION'S ASSETS AND LIABILITIES AT ENACTED TAX RATES EXPECTED TO BE IN EFFECT WHEN THE AMOUNTS RELATED TO SUCH TEMPORARY DIFFERENCES ARE REALIZED OR SETTLED. DEFERRED TAX EXPENSE OR BENEFIT IS THE RESULT OF CHANGES IN DEFERRED TAX ASSETS AND LIABILITIES. A VALUATION ALLOWANCE IS RECORDED AGAINST DEFERRED TAX ASSETS FOR THE PORTION OF THE ASSET THAT MANAGEMENT BELIEVES IS MORE LIKELY THAN NOT TO NOT BE REALIZED.

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

Part XIV Supplemental Information (continued)

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.

THERE HAVE BEEN NO MATERIAL CHANGES IN UNRECOGNIZED BENEFITS SINCE ADOPTION. IT IS THE ORGANIZATION'S POLICY TO RECORD ESTIMATED INTEREST AND PENALTIES (IF ANY) AS PART OF GENERAL AND INSTITUTIONAL EXPENSE. MANAGEMENT BELIEVES THAT THE ORGANIZATION'S INCOME TAX RETURNS FOR YEARS ENDED DECEMBER 31, 2008 AND PRIOR ARE NO LONGER SUBJECT TO EXAMINATION BY TAX AUTHORITIES IN ITS MAJOR TAX JURISDICTIONS.

SCHE	DULE	ΞE		
(Form	990	or 9	90-l	ΞZ

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Schools

OMB No. 1545-0047

(Fo	rm 990 or 990-EZ)	Complete if the organization answered "Yes" to Form 990, Part IV, line 13, or	20	11	
	artment of the Treasury			Pub	lic
	nal Revenue Service	Employer identifica	pecti		
	AR UP, INC.	04-3534407	tion n	umber	
Pa					
				YES	NO
1		on have a racially nondiscriminatory policy toward students by statement in its charter,			
2		ning instrument, or in a resolution of its governing body?	1	X	
2	brochures, catalogues, and other written communications with the public dealing with student admissions,				
	programs, and schol	· _	2	x	
3		n publicized its racially nondiscriminatory policy through newspaper or broadcast media			
	during the period of	f solicitation for students, or during the registration period if it has no solicitation program,			
	in a way that mak	tes the policy known to all parts of the general community it serves? If "Yes," please			
	describe. If "No," ple	ase explain. If you need more space, use Part II	3	X	
	SEE SUPPLEMEN				
4	Does the organizatio	n maintain the following?			
а		he racial composition of the student body, faculty, and administrative staff?	4a	X	
b		ing that scholarships and other financial assistance are awarded on a racially			
_	nondiscriminatory ba	asis?	4b	X	
С		gues, brochures, announcements, and other written communications to the public dealing ions, programs, and scholarships?	4c	x	
d	Copies of all materia	I used by the organization or on its behalf to solicit contributions?	40 4d	X	
		" to any of the above, please explain. If you need more space, use Part II.			
_					
5	-	n discriminate by race in any way with respect to:	5-		х
а	Students rights of pri	vileges?	5a		
b	Admissions policies?		5b		Х
С	Employment of facult	y or administrative staff?	5c		Х
					.,
d	Scholarships or other	financial assistance?	5d		<u>X</u>
е	Educational policies?		5e		х
J					
f	Use of facilities?		5f		X
			-		V
g	Athletic programs?		5g		<u>X</u>
h	Other extracurricular	activities?	5h		Х
		s" to any of the above, please explain. If you need more space, use Part II.			

_ _ _

_ _

6a	Does the organization receive any financial aid or assistance from a governmental agency?	6a	х	
b	Has the organization's right to such aid ever been revoked or suspended?	6b		Х
	If you answered "Yes" to either line 6a or line 6b, explain on Part II.		-	
7	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	7	Х	
For P	b Has the organization's right to such aid ever been revoked or suspended?		90-EZ) ((2011)
JSA 1E127:	3 1.000			
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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

Schedule E (Form 990 or 990-EZ) (2011)

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 OGRANIZATION'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 NEW YORK, WASHINGTON DC, THE CITY OF PROVIDENCE, THE STATE OF RHODE ISLAND, AND NEW YORK CITY. THE \$2,539,976 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		Fund Complete if the organization organization	Iraisin tion answer on entered r	g (ed "Y nore	nformation Regarding or Gaming Activities (res" to Form 990, Part IV, lines 17, 18, or 19 than \$15,000 on Form 990-EZ, line 6a. 1990-EZ. See separate instructions.		OMB No. 1545-0047
Name	of the organization					Employer identificat	lion number
YEAH	R UP, INC.					04-353440	7
Part 1	Form 990	EZ filers are not required	to compl	ete	ition answered "Yes" to Form 99 this partf the following activities. Check all th		17
а	X Mail solicitation	ons	е	X	Solicitation of non-government gra	ants	
b	X Internet and	email solicitations	f	X	Solicitation of government grants		
С	X Phone solicit	ations	g	Х	Special fundraising events		
d	X In-person sol	icitations					
2 a					y individual (including officers, direc nection with professional fundraising		X 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	custody o	draiser have r control of putions?	(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.	CONSULTING					
ADVISORS LLC	GRANTS		Х	204,579.	23,450.	181,129.
2						
3						
4	<u></u>					
5						
6						
7						
8						
9						
10						
				204,579.	23,450.	181,129.
3 List all states in which the organizati registration or licensing.						
CA,GA,IL,MD,MA,NY,RI,VA,WA,						
Paperwork Reduction Act Notice, see the Instructions	for Form 990 or 990-F3	7			Schedule G /Form	n 990 or 990-EZ) 2011

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PAGE 35

Part II

Page 2

gross receipts greater than \$5,000. (a) Event #1 (b) Event #2 (c) Other Events (d) Total events NCR GEEK GALA (add col. (a) through col. (c)) SF GALA 4. (event type) (event type) (total number) Revenue 1,078,224. 1 Gross receipts 234,940. 204,579. 638,705. 2 Less: Charitable 215,464. 529,823. 163,256. 908,543. contributions 3 Gross income (line 1 minus 19,476. 41,323. 108,882. 169,681. 4 Cash prizes 5 Noncash prizes Direct Expenses 6 Rent/facility costs 7 Food and beverages 8 Entertainment Other direct expenses 84,546. 63,601. 148,422. 9 296,569. **10** Direct expense summary. Add lines 4 through 9 in column (d) 296,569.) ► Net income summary. Combine line 3, column (d), and line 10 -126,888 11 Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more Part III than \$15,000 on Form 990-EZ, line 6a. (d) Total gaming (add (b) Pull tabs/instant Revenue (a) Bingo (c) Other gaming bingo/progressive bingo col. (a) through col. (c)) 2 Cash prizes Direct Expenses 3 Noncash prizes 4 Rent/facility costs 5 Other direct expenses Yes % Yes % Yes % 6 Volunteer labor No No No 7 Direct expense summary. Add lines 2 through 5 in column (d) 8 Net gaming income summary. Combine line 1, column d, and line 7 Enter the state(s) in which the organization operates gaming activities: 9 -----a Is the organization licensed to operate gaming activities in each of these states? Yes **b** If "No," explain: ____ 10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes **b** If "Yes," explain: _____ Schedule G (Form 990 or 990-EZ) 2011

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

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JSA 1E1282 1.000 No

No

	YEAR UP, INC. 04	-353440	7	
Schedu	ule G (Form 990 or 990-EZ) 2011			Page 3
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:			
а	The organization's facility	a		%
b	An outside facility	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 gam	ning	_	
	revenue?		Yes	No
b	If "Yes," enter the amount of gaming revenue received by the organization 🔰	the		
	amount of gaming revenue retained by the third party \blacktriangleright			
С	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			
	Director/officer Employee Independent contractor			
17	Mandatory distributions:			
'' a	Is the organization required under state law to make charitable distributions from the gaming procee	ds to		
a	retain the state gaming license?		Yes	No
h	Enter the amount of distributions required under state law to be distributed to other exempt organize			
5	or spent in the organization's own exempt activities during the tax year \triangleright \$			
Part		line 2b		
	columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also		e this	
	part to provide any additional information (see instructions).			

SCHEDULE I (Form 990)	Go		OMB No. 1545-0047					
Department of the Treasury Internal Revenue Service	Comp		-	wered "Yes" to For tach to Form 990.	in 666, i urt i , ini	e 21 01 22.		Inspection
Name of the organization							Employer identific	ation number
YEAR UP, INC.							04-353440	7
	formation on Grants and			<u> </u>				
the selection criter	ation maintain records to subst ria used to award the grants o / the organization's procedure	r assistance?						X Yes No
to Form 99	d Other Assistance to Go 0, Part IV, line 21, for any be duplicated if additional	recipient the	at received mo	ore than \$5,000.	Check this box i	f no one recipient re	eceived more tha	n \$5,000.
1 (a) Name and	address of organization 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)								
(10)								
(11)								
(12)								
	r of section 501(c)(3) and gov r of other organizations listed				•••••	••••••	· · · · · · · · · · · · · ·	
	tion Act Notice, see the Instr			<u></u>	<u></u>	<u></u>	Sche	dule I (Form 990) (2011)

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	795.	278,087.			
2 COLLEGE TUITION AND RELATED FEES	602.	601,622.			
3 EDUCATIONAL STIPENDS	2,126.	8,259,503.			
4					
5					
6					
7					
art IV Supplemental Information. Comp	plete this part to provi	de the information	on required in F	Part I, line 2, and any c	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

Schedule I (Form 990) (2011)

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
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, 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 Compensation Information		MB No. 1	1545-00)47	
	m 990)	For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees	200	11	
		► Complete if the organization answered "Yes" to Form 990.	Open to Public		
•	nent of the Treasury Revenue Service	Part IV, line 23. ► Attach to Form 990. ►See separate instructions.	Insp ⁱ		
	of the organization	Employer identificatio			
YEA	R UP, INC.	04-353440	7		
Part	Questio	ns Regarding Compensation			
				Yes	No
1a		propriate box(es) if the organization provided any of the following to or for a person listed in Form Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	First-cla	ss or charter travel Housing allowance or residence for personal use			
	Travel fo	or companions Payments for business use of personal residence			
	Tax inde	emnification and gross-up payments Health or social club dues or initiation fees			
	Discretio	onary spending account Personal services (e.g., maid, chauffeur, chef)			
b	or reimburse	boxes on line 1a are checked, did the organization follow a written policy regarding payment ment or provision of all of the expenses described above? If "No," complete Part III to	1b		
2	Did the organ	nization require substantiation prior to reimbursing or allowing expenses incurred by all officers,			-
	-	tees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3		n, if any, of the following the filing organization used to establish the compensation of the			l
	-	CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a			
		zation to establish compensation of the CEO/Executive Director. Explain in Part III.			
	· · ·	written employment contract			
		dent compensation consultant X Compensation survey or study			
	Form 99	0 of other organizations		{	
4	organization of	ar, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing or a related organization:			
а		rerance payment or change-of-control payment?	4a		X
b		or receive payment from, a supplemental nonqualified retirement plan?	4b		X
С		or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to an	y 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	-	sted in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
•		contingent on the revenues of:		Į	
а	•	ion?	5a		X
b	Any related or	ganization?	5b		Х
		5a or 5b, describe in Part III.			
6	For persons li	sted in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any			
	•	contingent on the net earnings of:			
а	The organizat	ion?	6a		X
b		ganization?	6b		X
_		6a or 6b, describe in Part III.			
7		listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed	-		- v
0		described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	-	nounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject		[
		contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe	8		X
9		ne 8, did the organization also follow the rebuttable presumption procedure described in			
5		ection 53.4958-6(c)?	9		
					<u>.</u>

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

Schedule J (Form 990) 2011

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated EmployeesUse 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.

		(B) Breakdown	of W-2 and/or 1099-MISC of	ompensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(B)(i)-(D)	reported as deferred in prior Form 990
	(i)	223,078.	q		d	11,839.	234,917.	
1 GERALD CHERTAVIAN	(ii)	0	d		d			
	(i)	167,743.	d		0 8,521.	7,303.	183,567.	
2 SUSAN MEEHAN	(ii)	C	C		0			
	(i)	160,064.	d		0 7,694.	11,839.	179,597.	
3 WILLIAM M. LEHMAN	(ii)	0	C		0			
	(i)	178,560.	dd		08,964.	12,559.	200,083.	
4 KWEKU FORSTALL	(ii)	0	C		d			
	(i)	162,870.	dd		d7,244.	5,328.	175,442.	
5 SANDRA STARK	(ii)	0	C		d			
	(i)	159,806.	q		<u> </u>	13,147.	181,009.	
6 SHAWN J. BOHEN	(ii)	0	C		d			
	(i)	149,363.	q		07,594.	14,359.	171,316.	
7 NATHAN BROWN	(ii)	0	C		d			
	(i)	137,334.	q		d <u>6,902</u> .	12,547.	156,783.	
8 CASEY B. RECUPERO	(ii)	C	Q		0			
	(i)							
9	(ii)							
	(i)							
10	(ii)							
	(i)							
11	(ii)							
	(i)							
12	(ii)							
	(i)							
13	(ii)							
	(i)							
14	(ii)							
	(i)							
15	(ii)							
	(i)							
16	(ii)							

Schedule J (Form 990) 2011

JSA

1E1291 1.000

Schedule J (Form 990) 2011

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)

Noncash Contributions

► Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

Open To Public Inspection Employer identification number

OMB No. 1545-0047

2

Department of the Treasury Internal Revenue Service Name of the organization YEAR UP, INC.

04-3534407

Part I Types of Property

1 An - Works of an			(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	Method o noncash cont			ints
3 A1 - Fractional interests	1	Art - Works of art							
4 Books and publications	2	Art - Historical treasures							
5 Clothing and household goods	3	Art - Fractional interests							
goods	4	Books and publications							
6 Cars and other vehicles	5	Clothing and household							
7 Boats and planes,									
8 Intellectual property X 11. 367,950. FAIR VALUE 9 Securities - Publicly traded X 11. 367,950. FAIR VALUE 11 Securities - Pathership, LLC, or trust interests	6	Cars and other vehicles							
9 Securities -Publicly traded X 11. 367, 950. FAIR VALUE 10 Securities - Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held stock Image: Closely held s	7	Boats and planes							
10 Securities - Closely held stock	8								
11 Securities - Partnership, LLC, or trust interests	9		Х	11	367,950.	FAIR VALU	JE		
or trust interests	10								
12 Securities - Miscellaneous	11								
13 Qualified conservation contribution - Historic structures		or trust interests							
contribution - Historic structures	12	Securities - Miscellaneous							
structures view 14 Cualified conservation contribution - Other view 15 Real estate - Residential view 15 Real estate - Commercial view 16 Real estate - Commercial view 17 Real estate - Commercial view 18 Collectibles view 19 Food inventory view 20 Drugs and medical supplies view 21 Taxidermy view 22 Historical artifacts view 23 Scientific specimens view 24 Archeological artifacts view 25 Other ►(13	Qualified conservation							
14 Qualified conservation contribution - Other		contribution - Historic							
contribution - Other		structures							
15 Real estate - Residential	14	Qualified conservation							
16 Real estate - Commercial		contribution - Other							
17 Real estate - Other	15								
18 Collectibles	16	Real estate - Commercial						_	
19 Food inventory	17								
20 Drugs and medical supplies	18								
21 Taxidermy	19								
22 Historical artifacts	20	Drugs and medical supplies							
23 Scientific specimens	21	-							
24 Archeological artifacts	22							_	
25 Other ▶()	23								
26 Other ►()	24								
27 Other ►() 28 Other ►() 29 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 29 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? 30a X b If "Yes," describe the arrangement in Part II. 30a X 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? 31 X 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 31 X b If "Yes," describe in Part II. 32a X b If "Yes," describe in Part II. 32a X X b If "Yes," describe in Part II. 32a X X 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. X	25								
28 Other ▶() Image: style="text-align: center;">Vestign: style="text-align: style="text-align: center;">Vestign: style="text-ali	26								
 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	27								
 which the organization completed Form 8283, Part IV, Donee Acknowledgement	28								
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? 30a X b If "Yes," describe the arrangement in Part II. 30a X 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? 31 X 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 31 X b If "Yes," describe in Part II. 32a X b If "Yes," describe in Part II. 32a X b If "Yes," describe in Part II. 32a X b If "Yes," describe in Part II. 4 4 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. 4	29								
 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?		which the organization completed F	Form 8283,	Part IV, Donee Acknowledge	ement	29			
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?	<u> </u>			hu antikutian anu nuna		- 4 00 44 -4		Yes	No
used for exempt purposes for the entire holding period? 30a X b If "Yes," describe the arrangement in Part II. 30a X 31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? 31 X 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 31 X b If "Yes," describe in Part II. 32a X b 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. 4 4	30 a								
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? 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 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.									.,
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? 31 X 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 31 X b If "Yes," describe in Part II. 32 a X 32 a X				perioa ?			30a		X
contributions? 31 X 32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 32 a X b If "Yes," describe in Part II. 32 a X 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. a a									
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? 32a 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. 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.	31	-	-				31		Х
 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. 	32 a	Does the organization hire or use	e third parti	es or related organizations	s to solicit, process, or s	sell noncash			
 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. 		contributions?					32a		Х
describe in Part II.	b	If "Yes," describe in Part II.							
	33	C .	amount in	column (c) for a type of pro	perty for which column (a) is checked,			
			Inctruction- f			0 , L , J , J	 M /E		2014)

Schedule M (Form 990) (2011)

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE O (Form 990 or 990-EZ)

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

Inspection

Department of the Treasury Internal Revenue Service Name of the organization YEAR UP, INC.

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 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 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 (INCLUDING A REVIEW FROM LOCAL OR NATIONAL BOARD FOR SENIOR EXECUTIVES) PRIOR TO RECEIVING A SALARY ADJUSTMENT. THIS REVIEW OCCURS ANNUALLY. INPUTS TO THE 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 (DATA INCLUDING OVER 2000 NON PROFIT ORGANIZATIONS) ON AN ON-GOING BASIS. THIS REVIEW IS CONDUCTED TO ENSURE YEAR UP'S COMPENSATION IS COMPETITIVE, BUT 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 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

Schedule O (Form 990 or 990-EZ) 2011	Page 2
Name of the organization	Employer identification number
YEAR UP, INC.	04-3534407

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 3,245,286

USE OF DONATIONS OF SERVICES AND FACILITIES (765,769)

2,479,517

Page 2
Employer identification number
04-3534407
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, 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 2

FORM 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'S MISSION IS TO CLOSE THE OPPORTUNITY DIVIDE BY PROVIDING URBAN YOUNG ADULTS WITH THE SKILLS, EXPERIENCE AND SUPPORT WHICH WILL EMPOWER THEM TO REACH THEIR POTENTIAL THROUGH PROFESSIONAL CAREERS AND HIGHER EDUCATION. YEAR UP ACHIEVES THIS MISSION THROUGH A HIGH SUPPORT, HIGH EXPECTATION MODEL THAT COMBINES MARKETABLE JOB SKILLS, STIPENDS, INTERNSHIPS AND COLLEGE CREDITS. OUR HOLISTIC APPROACH FOCUSES ON STUDENTS' PROFESSIONAL AND PERSONAL DEVELOPMENT TO PLACE THESE YOUNG ADULTS ON A VIABLE PATH TO ECONOMIC SELF-SUFFICIENCY. 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

me of the organization EAR UP, INC.	Employer identification number 04-3534407
	ATTACHMENT 2 (CONT'D)
LIVEABLE-WAGE JOBS AND GO ON TO COLLEGE. IN OUR ELEVEN YEAR	
HISTORY, YEAR UP'S GROWTH TRAJECTORY HAS BEEN STEEP. WE HAVE	
INCREASED OUR ANNUAL OPERATING BUDGET FROM \$700,000 IN 2001 TO \$4:	1
AILLION IN 2011. FROM A CLASS OF 22 STUDENTS IN 2001 WE HAVE	
SERVED APPROXIMATELY 1,328 STUDENTS IN 2011. YEAR UP NOW OPERATES	
IN NINE CITIES: BOSTON, PROVIDENCE, NEW YORK CITY, WASHINGTON DC,	
SAN FRANCISCO, ATLANTA, CHICAGO, BALTIMORE, AND SEATTLE. 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	E
PARTNERS; COMPANIES THAT SUPPORT YEAR UP'S INTERNSHIP PROGRAM	
WHICH CURRENTLY ACCOUNTS FOR OVER 36% OF YEAR UP'S OPERATING	
REVENUE. YEAR UP'S MODEL WORKS. IN OUR ELEVEN YEARS, IT HAS SERVEI	D
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	R
JP IS PROVIDING REAL OPPORTUNITIES FOR URBAN YOUNG ADULTS TO	
DEMONSTRATE THEIR POTENTIAL AND, AT THE SAME TIME, PARTNERING WITH	H
CORPORATIONS TO PROVIDE THEM WITH A NEW SOURCE OF TALENT. NEWLY	
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.	

Schedule O (Form 990 or 990-EZ) 2011			Page
Name of the organization		Employer identi	ification number
YEAR UP, INC.		04-353	4407
		ATTACHMENT	3
990, PART VII- COMPENSATION OF THE FIVE HIGHEST PA	ID IND. CONTRACTO	DRS	
NAME AND ADDRESS	DESCRIPTION OF SI	ERVICES	COMPENSATION

ACCOUNTING MANAGEMENT SOLUTION 800 SOUTH STREET WALTHAM, MA 02453	S, INC.	ACCOUNTING SERVICES	142,832.
	OTAL COMPENSATION		142,832.