GRANT THORNTON LLP 226 CAUSEWAY STREET BOSTON, MA 02114

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

SIGNATURE...

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

FILING...

RETURN YOUR SIGNED FORM 8879-EO TO:

GRANT THORNTON LLP 226 CAUSEWAY STREET BOSTON MA 02114-2155

PAYMENT OF TAX... NO PAYMENT OF TAX IS REQUIRED.

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

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

Form **8879-EO**

IRS *e-file* Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning $01/01_{...}$, 2012, and ending $12/31_{...}$, 2012.

2012

Employer identification number

04 - 3534407

nternal Revenue Service	
Name of exempt organization	

Do no	t send to the	IRS. Kee	n for v	our records.	
		11.0.1.00	ע וסו ק	our records.	

Name of exempt organization

YEAR UP, INC

Department of the Treasury

GERALD CHERTAVIAN, CEO

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

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

1a	Form 990 check here Image: Second state of the second	1b	51494313.
2a	Form 990-EZ check here Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here	3b	
	Form 990-PF check here b Tax based on investment income (Form 990-PF, Part VI, line 5)		
	Form 8868 check here 🕨 🔲 b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

Part II Declaration and Signature Authorization of Officer

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

Officer's	PIN:	check	one	box	only
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JSA 2E1676 1.000

For Pa	perwork Reduction Act Notice, see back of form.		Fo	rm 8879-EO (2012)
	ERO Must Retain This Form - ۵ Do Not Submit This Form To the IRS Un			
ERO's sig	gnature	Date 🕨		
Informa	ation for Authorized IRS <i>e-file</i> Providers for Business Returns.		5/6/13	
indicate	v that the above numeric entry is my PIN, which is my signature on the ed above. I confirm that I am submitting this return in accordance with which for Authorized IPC a file Deviders for Devidence Detunce.	e 2012 electronically the requirements of	filed return for the of Pub. 4163, Moderni	rganization zed e-File (MeF)
			do not enter al	l zeros
	EFIN/PIN. Enter your six-digit electronic filing identification r (EFIN) followed by your five-digit self-selected PIN.	0	4 4 8 9 1	3 6 6 0 5
Part I	Certification and Authentication			
_	signature 🕨	Date	•	
	As an officer of the organization, I will enter my PIN as my signature If I have indicated within this return that a copy of the return is being the IRS Fed/State program, I will enter my PIN on the return's disclos	filed with a state ag	ency(ies) regulating of	
	on the organization's tax year 2012 electronically filed return. If I hav being filed with a state agency(ies) regulating charities as part of the ERO to enter my PIN on the return's disclosure consent screen.			
	ERO firm name	to enter my PIN	Enter five numbers, but do not enter all zeros	as my signature
X	lauthorize GRANT THORNTON LLP	to optor my DIN	28616	

Form	990
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Department of the Treasury

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Open to Public

6

72

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

...... . .

		ne 2012 calendar year, or tax year begi	nning , 2012	2, and endin				, 20	IIOII
		C Name of organization	<i>.</i>	,	-	Employer ide	entification		
B c	heck if a	YEAR UP, INC.				04-3534	4407		
	Addre	ess Doing Rusinoss As							
	1	e change Number and street (or P.O. box if mail is	not delivered to street address)	Room/suite	E	Telephone n	umber		
	-	I return 93 SUMMER STREET		5TH FL	((617) 54	2-1533	3	
	-	City, town or post office, state, and ZIP c	ode					-	
	Amer	BOSTON MA 02110				Gross receip	ts \$	51,909	.867.
		cation F Name and address of principal officer:	GERALD CHERTAVIAN			I(a) Is this a grou			·
	_ pend	93 SUMMER STREET BOST			н	affiliates? I(b) Are all affilia	tes included		
1	Tax-ex	xempt status: X 501(c)(3) 501(c) () (insert no.) 4947(a)(1)	or 52		If "No," attac			
		ite: ► WWW.YEARUP.ORG) (insert no.) +5+7(a)(1)	51 52		(c) Group exem		,	
		of organization: X Corporation Trust	Association Other	I Vear of		n: 2000 M			: MA
Pa		Summary			Tormation	1. 2000 1		garuomicile	. 1.111
Ιa	1	•							
		Briefly describe the organization's mission of TO CLOSE THE OPPORTUNITY D				 רכ שדידים			
ce		THE SKILLS, EXPERIENCE AND							
nar		THEIR POTENTIAL THROUGH PRO							
Governance	2	Check this box \blacktriangleright if the organization of							
	2						3		13
s S	4	Number of voting members of the governing Number of independent voting members of					4		12
Activities &	-						5		439
cti		Total number of individuals employed in cal					6		1,395.
4		Total number of volunteers (estimate if neces	.,				-		(
		Total unrelated business revenue from Part \					7a 7b		(
	U D	Net unrelated business taxable income from	Form 990-1, line 34			Prior Year	7b	Current	
		Contributions and grants (Part)/III line (b)				8,143,75	5	29,474	
anu	8	Contributions and grants (Part VIII, line 1h)				8,261,75		-	-
Revenue	9	Program service revenue (Part VIII, line 2g)						21,942	
Re	10	Investment income (Part VIII, column (A), lin				119,29			3,413.
	11	Other revenue (Part VIII, column (A), lines 5				-80,60			5,033.
	12	Total revenue - add lines 8 through 11 (mus						51,494	
	13	Grants and similar amounts paid (Part IX, col				9,139,23	0	10,206	,559.
	14	Benefits paid to or for members (Part IX, colu			2	0,713,28		24,779	201
Expenses	15	Salaries, other compensation, employee ben				23,45			L,750.
ben		Professional fundraising fees (Part IX, column				43,45	50.	J _	_,750.
ĔĂ		Total fundraising expenses (Part IX, column (5.		9,973,33	2	10 015	7 6 4 9
		Other expenses (Part IX, column (A), lines 17			2	9,849,29		10,817	
	18	Total expenses. Add lines 13-17 (must equa				6,594,89			9,162.
r se	19	Revenue less expenses. Subtract line 18 from			Beginni	ng of Current \		End of Ye	
Net Assets or Fund Balances	20	Total accests (Dart V, line 10)				9,421,97		54,904	
Asse Bala	20	Total assets (Part X, line 16)				8,297,27			3,877.
und/	21 22	Total liabilities (Part X, line 26) Net assets or fund balances. Subtract line 2				1,124,69		45,820	
	rt II	Signature Block	Thom line 20			1,124,03	· / •	4J,020	, , <u>,</u> <u>,</u>
_			ais return including accompanying sched	lules and statem	nents and	to the hest of	my know	ledge and h	aliof it is
true	e, corre	nalties of perjury, I declare that I have examined the ct, and complete. Declaration of preparer (other that	n officer) is based on all information of wh	ich preparer ha	s any know	wledge.	iny know		vener, it is
Sig	n	Signature of officer				Date			
He									
		Type or print name and title							
		Print/Type preparer's name	Preparer's signature	Date		Charle	if PTIN		
Paic	I					Check self-employ		200202	100
Pre	parer	LAURA J. KENNEY Firm's name GRANT THORNTON L	L D		-		36-605	2002021	290
Use	Only	Firm's name ► GRAN'T THORN'TON L Firm's address ► 226 CAUSEWAY STR		0155				23-7900	
Max	the	Sim's address ► 226 CAUSEWAY STR RS discuss this return with the preparer show						X Yes	
		rwork Reduction Act Notice, see the separa					[4	<u>∧</u> res Form 99	0 (2012)
JSA	10 1.00							1 0in 33	• (2012)

orm 990 (2012		P, INC.	04-35344	Pag
Part III s	tatement of Program Service	Accomplishments		raί
		response to any question in this Part III		X
Briefly de	scribe the organization's missior	ז:		
ATTAC	HMENT 1			
Did the o	rganization undertake any signi	ficant program services during the yea	r which were not listed on the	
prior Forr	n 990 or 990-EZ?			Yes X
lf "Yes," d	escribe these new services on S	Schedule O.		
		ı, or make significant changes in h		Yes X
lf "Yes," d	escribe these changes on Scheo	dule O.		
expenses	Section 501(c)(3) and 501(c)	rvice accomplishments for each of it: (4) organizations are required to report r each program service reported.		
a (Code: 6	11710) (Expenses \$38,	050,936. including grants of \$10,	206,559.) (Revenue \$21,942,	<u>374.</u>)
b (Code:) (Expenses \$	including grants of \$) (Revenue \$)
) (Expenses \$	including grants of \$	_) (Revenue \$)
) (Expenses \$	including grants of \$) (Revenue \$)
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) (Revenue \$)
d Other pro	gram services (Describe in Sche	edule O.))
d Other pro	gram services (Describe in Sche	edule O.))

Form 9	990 (2012)			Page 3
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,"			
	complete Schedule A	1	Х	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to			
	candidates for public office? If "Yes," complete Schedule C, Part I	3		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h)			
	election in effect during the tax year? If "Yes," complete Schedule C, Part II.	4	Х	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues,			
	assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C,			
	Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors			
	have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If			
	"Yes," complete Schedule D, Part I	6		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes,"			
	complete Schedule D, Part III	8		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a			
	custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or			
	debt negotiation services? If "Yes," complete Schedule D, Part IV	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted			
	endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI,			
	VII, VIII, IX, or X as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes,"		37	
	complete Schedule D, Part VI	11a	X	
b	Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more			
	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
С	Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more			37
	of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets			37
	reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X	X
	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	Δ	
t	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses		v	
40.	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X	
12 a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes,"	10-	Х	
L	complete Schedule D, Parts XI and XII	12a	А	
D	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if	126		x
12	the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b 13	Х	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking,	140		
U	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			
15	organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15		х
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance			
10	to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16		х
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services			
	on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	х	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on	<u> </u>		<u> </u>
10	Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	х	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a?	-		
	If "Yes," complete Schedule G, Part III	19		х
20 a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		<u> </u>

Form **990** (2012)

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Par	t IV 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			37
	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		37	
	on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the			
	organization's current and former officers, directors, trustees, key employees, and highest compensated	00	37	
	employees? If "Yes," complete Schedule J	23	X	
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			37
	through 24d and complete Schedule K. If "No," go to line 25	24a		Х
b		24b		
С				
_	to defease any tax-exempt bonds?	24c		
d		24d		
25 a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction			
_	with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		Х
b				
	year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ?			
	If "Yes," complete Schedule L, Part I	25b		Х
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or			
	disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II .	26		Х
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		Х
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete			
	Schedule L, Part IV	28b		Х
С				
	was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c		Х
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		Х
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		Х
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III,			
	or IV, and Part V, line 1	34		Х
35 a	· · · · · · · · · · · · · · · · · · ·	35a		Х
b				
	controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
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,			
	Part VI	37		Х
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and			
	19? Note. All Form 990 filers are required to complete Schedule O	38	Х	

Form	990 (2012)		F	Page 5
Par				
	Check if Schedule O contains a response to any question in this Part V			
			Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable 1a 87			
	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b 0			
С	Did the organization comply with backup withholding rules for reportable payments to vendors and			
	reportable gaming (gambling) winnings to prize winners?	1c	Х	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax			
	Statements, filed for the calendar year ending with or within the year covered by this return 2a 439			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Х	
	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?	3a		Х
	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
	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		Х
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.			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		Х
	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		Х
	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c		
	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the			
	organization solicit any contributions that were not tax deductible as charitable contributions?	6a		Х
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	
	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was			
	required to file Form 8282?	7c		Х
d	If "Yes," indicate the number of Forms 8282 filed during the year			
	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		Х
	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		Х
	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting			
	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.			
а	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		
10	Section 501(c)(7) organizations. Enter:			
а	Initiation fees and capital contributions included on Part VIII, line 12			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b			
11	Section 501(c)(12) organizations. Enter:			
а	Gross income from members or shareholders			
b	Gross income from other sources (Do not net amounts due or paid to other sources			
	against amounts due or received from them.)			
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.			
а	Is the organization licensed to issue qualified health plans in more than one state?	13a		
	Note. See the instructions for additional information the organization must report on Schedule O.			
b	Enter the amount of reserves the organization is required to maintain by the states in which			
	the organization is licensed to issue qualified health plans			
С	Enter the amount of reserves on hand			
		14a		Х
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		
JSA		Form	990	(2012)

04-3534407

Form 9	90 (2012) YEAR UP, INC. 04-3534	407		Page 6
Part				"No"
	response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See in			
	Check if Schedule O contains a response to any question in this Part VI		• •	Х
Sect	ion A. Governing Body and Management			
			Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year.			
	If there are material differences in voting rights among members of the governing body, or if the governing			
	body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b	Enter the number of voting members included in line 1a, above, who are independent 1b 12			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with	-		v
_	any other officer, director, trustee, or key employee?	2		X
3	Did the organization delegate control over management duties customarily performed by or under the direct	2		х
	supervision of officers, directors, or trustees, or key employees to a management company or other person?	3 4		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4 5		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	6		X
6 70	Did the organization have members or stockholders?			
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		x
h	Are any governance decisions of the organization reserved to (or subject to approval by) members,	. / u		
b	stockholders, or persons other than the governing body?	7b		х
8	Did the organization contemporaneously document the meetings held or written actions undertaken during			
0	the year by the following:			
а	The governing body?	8a	Х	
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? If "Yes," provide the names and addresses in Schedule O	9		Х
Secti	on B. Policies (This Section B requests information about policies not required by the Internal Revenue	Code	.)	
			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		Х
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		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? • •	11a	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.			
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Х	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give		37	
	rise to conflicts?	12b	Х	
С	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes,"	4.0	v	
	describe in Schedule O how this was done	12c	X X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	<u></u>	
15	Did the process for determining compensation of the following persons include a review and approval by			
-	independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? The organization's CEO, Executive Director, or top management official	15a	Х	
a b	Other officers or key employees of the organization	15a 15b	X	
D	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).	130		
162	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement			
iva	with a taxable entity during the year?	16a		Х
h	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		
Sect	ion C. Disclosure			
17	List the states with which a copy of this Form 990 is required to be filed CA, FL, GA, IL, MD, MA, NY, RI, VA	A,WA		
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 5		3)s o	nly)
	available for public inspection. Indicate how you made these available. Check all that apply.	. , ,	-	
	X Own website Another's website X Upon request Other (explain in Schedule O)			
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict o	f inter	est p	olicy,
	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	ne		
	organization: ► ANDREA HAYWARD 93 SUMMER STREET BOSTON, MA 02110 617-542-1533		00	
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Form 990 (2012)	YEAR UP, INC.	04-3534407	Page 7
	Compensation of Officers, Directors, Trustees, Key Employees, Highest Comp Independent Contractors	ensated Employees,	and
	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 calendar tax year.	year ending with or w	vithin the

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

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

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

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

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

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

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

				(0	C)					
(A)	(B)				ition			(D)	(E)	(F)
Name and Title	Average					e than o		Reportable	Reportable	Estimated
	hours per week (list any					is both or/trust		compensation from	compensation from related	amount of other
	hours for						ŕ	the	organizations	compensation
	related	Indi or d	Insti	Officer	Key	High	Former	organization	(W-2/1099-MISC)	from the
	organizations	Individual trustee or director	Institutional trustee	er	Key employee	lest	ner	(W-2/1099-MISC)		organization and related
	below dotted line)	al tru	onal		oloye	eom				organizations
	line)	ıste	trus		ě	pen				
		Û	tee			Highest compensated employee				
						<u> </u>				
(1) GERALD_CHERTAVIAN	40.00									
CEO AND BOARD MEMBER		Х		Х				249,999.	0	12,256.
(2) PAUL SALEM	1.00									
BOARD CHAIRMAN		Х		Х				0	0	0
(3) PETER HANDRINOS	1.00									
BOARD SECRETARY		Х		Х				0	0	0
(4) TIMOTHY DIBBLE	1.00									
BOARD TREASURER		Х		Х				0	0	0
(5) GREGORY WALTON	1.00									
BOARD MEMBER		Х						0	0	0
(6) SHANIQUE DAVIS	1.00									
BOARD MEMBER		Х						0	0	0
(7) LISA JACKSON	1.00									
BOARD MEMBER		Х						0	0	0
(8) ROBERT G. TEMPLIN, JR.	1.00									
BOARD MEMBER		Х						0	0	0
(9) MELODIE MAYBERRY-STEWART	1.00									
BOARD MEMBER		Х						0	0	0
(10) PEDRO NOGUERA	1.00									
BOARD MEMBER		Х						0	0	0
(11)KERRY_SULLIVAN	1.00									
BOARD MEMBER		Х						0	0	0
(12)GAIL SNOWDEN	1.00									
BOARD MEMBER		Х						0	0	0
(13) ROD_MCCOWAN	1.00									
BOARD MEMBER		Х						0	0	0
(14) SUSAN MEEHAN	40.00									
CHIEF OPERATING OFFICER				Х				176,770.	0	16,441.

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Form 990 (2012) Part VII Section A. Officers, Directors, Tru	ustees, Ke	y Em	nplo	yee	es.	and I	lia	hest Compensat	ed Employees (c	ontinued	Pa /)
(A) Name and title	(B) Average			(Pos	C) ition			(D) Reportable	(E) Reportable	(I Estir	F) nated
	hours per week (list any hours for related organizations below dotted line)	box,	unles	ss pe	rson	e than co is both or/trust Highest compensated	an	compensation from - the organization (W-2/1099-MISC)	compensation from related organizations (W-2/1099-MISC)	oti compe from organ and r	unt of her ensatior n the nization related izations
15) ANDREA HAYWARD	40.00										
SENIOR DIR OF FINANCE & ADMIN				Х				147,380.	0	2	0,00
16) WILLIAM M. LEHMAN	40.00										
NATIONAL SITE DIRECTOR					Х			164,200.	0	2	0,18
17) KWEKU FORSTALL	40.00										
EXECUTIVE DIRECTOR						Х		180,334.	0	2	3,07
.8) SANDRA STARK	40.00										
NTL DIRECT DEVELOP/EXT AFFAIRS						Х		166,006.	0	1	3,24
9) SHAWN J. BOWEN	40.00										
NTL DIRECTOR STRATEGIC GROWTH						Х		165,905.	0	2	1,36
0) NOEL ANDERSON	40.00										
SENIOR DIRECTOR OF PROGRAM						Х		148,517.	0		5,89
1) JULIA SANTIAGO	40.00										
SR DIRECTOR STRATEGIC HR						X		136,798.	0	1	4,84
		-									
		-									
1b Sub-total								426,769.	0		8,69
c Total from continuation sheets to Part VII, S	ection A							1,109,140.	0		8,61
 d Total (add lines 1b and 1c)							► ore	1,535,909. eceived more than	0 \$100,000 of	14	7,30
reportable compensation from the organization	n 🕨	24	1			· · · ·					
											res
3 Did the organization list any former offic employee on line 1a? If "Yes," complete Schedu										3	
4 For any individual listed on line 1a, is the organization and related organizations groups and the second	sum of rep eater than	oortab \$15	ole c 50,0	com 00?	per If	isatio "Yes	n a s,"	nd other compens complete Schedu	sation from the Ile J for such		
individual										4	X
5 Did any person listed on line 1a receive or for services rendered to the organization? If "Ye	accrue co	mpen	sati	on f	fron	n any	un	related organization	on or individual	E	
Section B. Independent Contractors	es, comple	18 301	ieut	ile J		SUCT	per	3011	<u></u>	5	
 Complete this table for your five highest com compensation from the organization. Report of year. 											

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		
2 Total number of independent contractors (including but not limited to those more than \$100,000 in compensation from the organization ► 6		

Form	990 (2	YEAR UP, INC.				04-35344	07 Page 9
Par	t VII	Statement of Revenue					
		Check if Schedule O contains a response t	o any quest	ion in this Part VIII			
				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a b c d f g h	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 Noncash contributions included in lines 1a-1f: \$		29,474,559.			
anı		Bus	siness Code				
Program Service Revenue	2a b c d e	PROGRAM SERVICE FEE 61	11710	21,942,374.	21,942,374.		
60	f	All other program service revenue					
4	g	Total. Add lines 2a-2f	<u></u>	21,942,374.			
Program Serv	3 4 5	Investment income (including dividends, interest, a other similar amounts). Income from investment of tax-exempt bond proceed Royalties	eds ►	120,778. 0 0			120,778.
	6a b c d 7a	Gross rents	► (ii) Other	0			
	b c	Less: cost or other basis and sales expenses Gain or (loss)					
Other Revenue	d 8a	events (not including \$	90,582.	152,635.			152,635.
Jer	b		415,554.				
đ	С	Net income or (loss) from fundraising events • • • • • • • • • • • • • • • • • • •	<u></u> ▶	-324,972.			-324,972.
		See Part IV, line 19					
	с 10а	Net income or (loss) from gaming activities	· · · · · · •	0			
	b c	Less: cost of goods sold b		0			
		Miscellaneous Revenue Bus	siness Code				
	11a b c	MISCELLANEOUS INCOME 90	00099	128,939.			128,939.
	d	All other revenue					
	е	Total. Add lines 11a-11d	•	128,939.			
	12	Total revenue. See instructions		51,494,313.	21,942,374.		77,380.

Part IX Statement of Functional Expenses Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A). Check if Schedule O contains a response to any question in this Part IX (B) Program service (A) Total expenses (C) (D) Do not include amounts reported on lines 6b, 7b, Management and Fundraising 8b, 9b, and 10b of Part VIII. expenses general expenses expenses 1 Grants and other assistance to governments and 0 organizations in the United States. See Part IV, line 21 Grants and other assistance to individuals in 2 10,206,559. 10,206,559. the United States. See Part IV, line 22 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 С 0 Benefits paid to or for members 4 5 Compensation of current officers, directors, 639,847. 252,152. 256,567 trustees, and key employees 131,128. Compensation not included above, to disgualified 6 persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Other salaries and wages 19,226,901. 14,419,514. 2,121,140. 2,686,247. 7 8 Pension plan accruals and contributions (include section 496,946. 468,326. 6,449 22,171. 401(k) and 403(b) employer contributions) 2,790,280 2,158,643 279,790 351,847. 9 Other employee benefits 216,221. 1,625,320. 1,240,024. 169,075. Payroll taxes 10 Fees for services (non-employees): 11 497,867. 378,512 119,355 a Management 5,641 2,984 8,625 b Legal 76,646 55,846 20,800 c Accounting 16,250 16,250 d Lobbying 51,750 51,750. e Professional fundraising services. See Part IV, line 17 f Investment management fees Other. (If line 11g amount exceeds 10% of line 25, column α 1,411,101. 1,063,688. 203,954 143,459. (A) amount, list line 11g expenses on Schedule O.) 77,335. Advertising and promotion 109,893. 32,030 528. 12 823,472. 779,261. 27,569 16,642. 13 Office expenses 129,712. 49,710. 1,634. 78,368. Information technology 14 0 15 Royalties 2,859,278. 21,273 16 2,838,005 Occupancy 58,291. 940,152. 744,241 137,620 17 Travel 18 Payments of travel or entertainment expenses for any federal, state, or local public officials 387,820. Conferences, conventions, and meetings 337,629 47,334 2,857. 19 20 292,281. 292,281. Interest 21 Payments to affiliates 1,193,614. 714,182. 479,432 22 Depreciation, depletion, and amortization 56,275. 29,912. 26,363. 23 Insurance 24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) a GRADUATION/ CATERING _____ 616,675. 422,488. 118,486 75,701. 1,397,887. 1,024,349 147,731 225,807. b MISCELLANEOUS 447,730. -447,730 cNATIONAL_ALLOCATION_____ d _____ e All other expenses _____ 45,855,151 3,819,932 3,984,283. 38,050,936 Total functional expenses. Add lines 1 through 24e 25 Joint costs. Complete this line only if the 26 organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here if

0

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following SOP 98-2 (ASC 958-720)

Form 990 (2012)

Page **11**

-	rt X	Balance Sheet					Page 11
га	пΛ	Check if Schedule O contains a response	to anv	question in this Par	t X		
					(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing			1,397,865.	1	3,991,103.
	2	Savings and temporary cash investments			7,657,826.	2	9,529,205.
	3	Pledges and grants receivable, net			19,748,216.	3	19,882,580.
	4	Accounts receivable, net			4,301,501.	4	5,035,765.
	5	Loans and other receivables from current and	former	officers, directors,			
		trustees, key employees, and highest co	ompen	sated employees.			
		Complete Part II of Schedule L			0	5	0
	6	Loans and other receivables from other disqualified pers 4958(f)(1)), persons described in section 4958(c)(3)(B) and sponsoring organizations of section 501(c)(9) volu organizations (see instructions). Complete Part II of Sche	, and countary e	ontributing employers mployees' beneficiary	0	6	0
ets	7	Notes and loans receivable, net			0	-	0
Assets	8	Inventories for sale or use			0	-	0
A	9	Prepaid expenses and deferred charges			440,830.	9	1,164,646.
	-	Land, buildings, and equipment: cost or					
	100		10a	14,246,462.			
	h	Less: accumulated depreciation			8,245,815.	10c	7,349,765.
	11	Investments - publicly traded securities			7,629,923.		7,911,853.
	12	Investments - other securities. See Part IV, line 11			0		0
	13	Investments - program-related. See Part IV, line 11			0		39,375.
	14	Intangible assets			0		000,000
	15	Other assets. See Part IV, line 11			0		0
	16	Total assets. Add lines 1 through 15 (must equal			49,421,976.		54,904,292.
_	17	Accounts payable and accrued expenses			3,340,586.	17	4,258,903.
	18	Grants payable			0		0
	19	Deferred revenue			0		0
	20	Tax-exempt bond liabilities			0		0
s	21	Escrow or custodial account liability. Complete Pa			0		0
Liabilities	22	Loans and other payables to current and for					
lid		trustees, key employees, highest compen					
Lia		disqualified persons. Complete Part II of Schedule			0	22	0
	23	Secured mortgages and notes payable to unrelate			0		0
	24	Unsecured notes and loans payable to unrelated			0		0
	25	Other liabilities (including federal income tax,					
		parties, and other liabilities not included on lines					
		of Schedule D		, ,	4,956,693.	25	4,824,974.
	26	Total liabilities. Add lines 17 through 25			8,297,279.	26	9,083,877.
es		Organizations that follow SFAS 117 (ASC 958), complete lines 27 through 29, and lines 33 and	check				
anc	27	Unrestricted net assets			13,333,692.	27	14,999,993.
Bal	28	Temporarily restricted net assets			27,791,005.	28	30,820,422.
Ιpt	29	Permanently restricted net assets			0	29	0
or Fund Balances		Organizations that do not follow SFAS 117 (ASC 958) complete lines 30 through 34.), check	here 🕨 🗌 and			
ts (30	Capital stock or trust principal, or current funds	_			30	
sse	31	Paid-in or capital surplus, or land, building, or equ	uipment	fund		31	
Net Assets	32	Retained earnings, endowment, accumulated inc				32	
Net	33	Total net assets or fund balances			41,124,697.	33	45,820,415.
_	34	Total liabilities and net assets/fund balances			49,421,976.	34	54,904,292.
				-			Form 990 (2012)

YEAR	UP,	INC.
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	90 (2012)				Pa	ge 12
Part						
	Check if Schedule O contains a response to any question in this Part XI					
1	Total revenue (must equal Part VIII, column (A), line 12)	1		51,4	94,3	313.
2	Total expenses (must equal Part IX, column (A), line 25)	2		45,8	55,1	L51.
3	Revenue less expenses. Subtract line 2 from line 1	3			39,1	
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4		41,1	24,6	597.
5	Net unrealized gains (losses) on investments	5				0
6	Donated services and use of facilities	6		-9	43,4	144.
7	Investment expenses	7				0
8	Prior period adjustments	8				0
9	Other changes in net assets or fund balances (explain in Schedule O)	9				0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line					
	<u>33,</u> column (B))	10		45,8	20,4	ł15.
Part						
	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," e	xplair	ו in			
	Schedule O.					
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?			2a		Х
	If "Yes," check a box below to indicate whether the financial statements for the year were cor	npiled	or			
	reviewed on a separate basis, consolidated basis, or both:					
	Separate basis Consolidated basis Both consolidated and separate basis					
b	Were the organization's financial statements audited by an independent accountant?			2b	Х	
	If "Yes," check a box below to indicate whether the financial statements for the year were aud					
	separate basis, consolidated basis, or both:	.00 0	Πü			
	X Separate basis Consolidated basis Both consolidated and separate basis					
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for over	siaht				
Ũ	of the audit, review, or compilation of its financial statements and selection of an independent accou	•	,	2c	х	
	If the organization changed either its oversight process or selection process during the tax year, e					
	Schedule O.	-vhiall	1 111			
20	As a result of a federal award, was the organization required to undergo an audit or audits as se	t forth	n in			
Ja		lioiti	1 111	3a	х	
Ŀ	the Single Audit Act and OMB Circular A-133?	• • • •	* * *			<u> </u>
D	If "Yes," did the organization undergo the required audit or audits? If the organization did not und required audit or audits, explain why in Schedule O and describe any steps taken to undergo such au		ine	3b	х	
	required addit of addits, explain why in Schedule C and describe any steps taken to undergo such at	uita		1 30		<u> </u>

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Public Charity Status and Public Support

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

e separate instructions.

Employer identification number Name of the organization YEAR UP, INC. 04 - 3534407Reason for Public Charity Status (All organizations must complete this part.) See instructions. Part I The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.) A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i). 1 Х 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: An organization operated for the benefit of a college or university owned or operated by a governmental unit described in 5 section 170(b)(1)(A)(iv). (Complete Part II.) A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). 6 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.) 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 9 An organization that normally receives: (1) more than 331/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 331/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). 10 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the 11 purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. b Type II c Type III-Functionally integrated **d** Type III-Non-functionally integrated Type I By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified е persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box Since August 17, 2006, has the organization accepted any gift or contribution from any of the g following persons? No Yes (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? 11g(i) (ii) A family member of a person described in (i) above? 11g(ii) (iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii) Provide the following information about the supported organization(s). h (i) Name of supported (ii) EIN (iii) Type of organization (iv) Is the (v) Did you notify (vi) Is the (vii) Amount of monetary organization in (described on lines 1-9 organization organization in the organization support col. (i) listed in above or IRC section in col. (i) of col. (i) organized your governing (see instructions)) your support? in the U.S.? document? Yes Yes No No Yes No (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) 2012



Attach to	Form	990	or	Form	990-EZ.	See
			•••			

►

Page **2**

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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		1		1		
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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						
12	Gross receipts from related activities, etc. (s	ee instructions) .				12	
13	First five years. If the Form 990 is for organization, check this box and stop here	· · · · · · · · ·					
Sec	tion C. Computation of Public Sup	port Percenta	ige			1 1	
14	Public support percentage for 2012 (li					14	%
15	Public support percentage from 2011						%
16a	331/3% support test - 2012. If the o	-					
	this box and stop here. The organization						
b	331/3% support test - 2011. If the c	•					
	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 t			•	•		upported
	organization						▶∟
b	10%-facts-and-circumstances test - 2 15 is 10% or more, and if the orga		0		•		
	Explain in Part IV how the organizati	on meets the '	facts-and-circur	mstances" test.	The organization	on qualifies as a	a publicly
	supported organization						
18	Private foundation. If the organization						
	instructions						▶∟

Schedule A (Form 990 or 990-EZ) 2012

Page 3

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.)

Sec	LION A. PUBLIC Support								
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e)2012	(f) T	Fotal
1	Gifts, grants, contributions, and membership fees								
	received. (Do not include any "unusual grants.")								
2	Gross receipts from admissions, merchandise								
	sold or services performed, or facilities								
	furnished in any activity that is related to the								
	organization's tax-exempt purpose								
3	Gross receipts from activities that are not an								
	unrelated trade or business under section 513								
4	Tax revenues levied for the								
	organization's benefit and either paid								
	to or expended on its behalf								
5	The value of services or facilities								
	furnished by a governmental unit to the								
	organization without charge								
6	Total. Add lines 1 through 5								
7a									
1 Office parts: contributions and memory invised parts. () 2 Obsit receipts from admissions, mechandline buttlende buttl									
Calendar year (or fiscal year beginning in) (e) 2008 (b) 2009 (c) 2011 (e) 2012 (f) Tote 1 Gits, sortikation, and methoding feed (f) Tote (f) Tote (f) Tote 2 Gits, contradication, and methoding feed (f) Tote (f) Tote 3 Gits, contradication, and whether the interval of the inter									
8	Public support (Subtract line 7c from	beginning in) (a) 2008 (b) 2009 (c) 2010 (d) 2011 (e) 2012 (f) Tot invessed gents							
	line 6.)								
ec	tion B. Total Support								
ale	ndar year (or fiscal year beginning in) 🕨	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e)2012	(f)]	Fotal
9	Amounts from line 6								
0 a	payments received on securities loans,								
_	-								
b	```								
С	Add lines 10a and 10b								
1	activities not included in line 10b, whether or not the business is regularly								
2	Other income. Do not include gain or					Image: section 501(c)(3) Image: s			
	(Explain in Part IV.)							(f) To	
3	ction B. Total Support endar year (or fiscal year beginning in) ▶ (a) 2008 (b) 2009 (c) 2010 (d) 2011 (e) 2012 (f) Total A mounts from line 6a a Gross income from sinitar sources a Gross income from similar sources b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 a Gross income from unrelated business statule income (less so the income from unrelated business is regularly carried on a Gross income from unrelated business is regularly carried on Net income from out include gain or loss from the sale of capital assets (Explain in Part IV.) a Gross income from 90 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here								
	and 12.)	eginning in) ▶ (a) 2008 (b) 2009 (c) 2010 (d) 2011 (e) 2012 (f) Total membership fees membership fees me							
4									
Colored year (or fiscal year beginning in) P (e) 2008 (b) 2009 (c) 2010 (d) 2011 (e) 2012 1 Gits, grant, contributions, and membership team in services performs admissions, merthandate said or services performations. (c) 2010 (d) 2011 (e) 2012 2 Gites treepis from admissions, merthandate said or services performations to exceeping purpose		(-)(-)							
ec	First five years. If the Form 990 is for	0							
	First five years. If the Form 990 is for organization, check this box and stop here.								
_	First five years. If the Form 990 is for organization, check this box and stop here tion C. Computation of Public Sup	port Percent	age	<u> </u>	<u></u>	<u></u>			► %
5	First five years. If the Form 990 is for organization, check this box and stop here tion C. Computation of Public Sup Public support percentage for 2012 (line 8)	p ort Percent , column (f) divid	age ed by line 13, colur	nn (f))	· · · · · · · · · · · · · · · · · · ·	15			
5 6	First five years. If the Form 990 is for organization, check this box and stop here. tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche	p ort Percent , column (f) divid dule A, Part III, li	age ed by line 13, colur ne 15	nn (f))	· · · · · · · · · · · · · · · · · · ·	15			%
5 6 ec	First five years. If the Form 990 is for organization, check this box and stop here tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche tion D. Computation of Investmer	port Percent , column (f) divid dule A, Part III, li nt Income Per	age ed by line 13, colur ne 15	nn (f))	·····	15 16			%
5 6 ec 7	First five years. If the Form 990 is for organization, check this box and stop here tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche tion D. Computation of Investmer Investment income percentage for 2012 (line	port Percent , column (f) divid dule A, Part III, li nt Income Per ne 10c, column	age ed by line 13, colur ne 15 centage (f) divided by line 1	nn (f)) 3, column (f))	·····	15 16 17			%
5 6 ec 7 8	First five years. If the Form 990 is for organization, check this box and stop here tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche tion D. Computation of Investment Investment income percentage for 2012 (line Investment income percentage from 2011 Sche	port Percent , column (f) divid adule A, Part III, li nt Income Per ne 10c, column Schedule A, Part	age ed by line 13, colur ne 15 centage (f) divided by line 1 III, line 17	nn (f)) 3, column (f))	·····	15 16 17 18	· · · · · · · ·		% % %
5 6 ec 7 8	First five years. If the Form 990 is for organization, check this box and stop here. tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche tion D. Computation of Investment Investment income percentage for 2012 (line 331/3% support tests - 2012. If the org	port Percent , column (f) divid dule A, Part III, li nt Income Per ne 10c, column Schedule A, Part ganization did n	age ed by line 13, colur ne 15 ccentage (f) divided by line 1 III, line 17 ot check the box	nn (f)) 3, column (f)) a on line 14, and	d line 15 is more	15 16 17 18 e than	331/3 %,	and line	% % %
5 6 7 8 9 a	First five years. If the Form 990 is for organization, check this box and stop here. tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche tion D. Computation of Investment Investment income percentage for 2012 (lin 10, 10, 10, 10, 10, 10, 10, 10, 10, 10,	port Percent column (f) divid dule A, Part III, li nt Income Per ne 10c, column Schedule A, Part ganization did n is box and sto	age ed by line 13, colur ne 15 ccentage (f) divided by line 1 III, line 17 ot check the box p here. The orga	nn (f)) 3, column (f)) 3 on line 14, and anization qualifier	d line 15 is mor s as a publicly	15 16 17 18 e than suppo	331/3 %, f	and line	% % %
5 6 7 8 9 a	First five years. If the Form 990 is for organization, check this box and stop here. tion C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche tion D. Computation of Investment Investment income percentage for 2012 (line 331/3% support tests - 2012. If the org 17 is not more than 331/3%, check th 331/3% support tests - 2011. If the organization of the support is the organization of the support tests - 2011. If the organization of the support tests - 2011. If the organization of the support tests - 2011. If the organization of the support tests - 2011. If the organization of the support tests - 2011. If the organization of the support tests - 2011. If the organization of the support tests - 2011. If the organization of the support tests - 2011.	port Percent column (f) divid dule A, Part III, li nt Income Per ne 10c, column Schedule A, Part ganization did n is box and sto unization did not	age ed by line 13, colur ne 15 centage (f) divided by line 1 III, line 17 ot check the box p here. The orga check a box on	nn (f)) 3, column (f)) 3 on line 14, and anization qualifier ine 14 or line 19	d line 15 is more s as a publicly 9a, and line 16 is	15 16 17 18 e than suppo	331/3 %, s rted organ than 331/	and line ization 3 %, and	% % %
15 <u>16</u> Sec 17 18 19 a	First five years. If the Form 990 is for organization, check this box and stop here. ition C. Computation of Public Sup Public support percentage for 2012 (line 8, Public support percentage from 2011 Sche ition D. Computation of Investmen Investment income percentage for 2012 (line 331/3% support tests - 2012. If the org 17 is not more than 331/3%, check th 331/3% support tests - 2011. If the orga line 18 is not more than 331/3%, check	port Percent column (f) divid dule A, Part III, li nt Income Per ne 10c, column Schedule A, Part ganization did n is box and sto unization did not this box and s	age ed by line 13, colur ne 15 Centage (f) divided by line 1 III, line 17 ot check the box p here. The orga check a box on top here. The orga	nn (f)) 3, column (f)) 5 on line 14, and anization qualifie line 14 or line 15 ganization qualifi	d line 15 is more s as a publicly Da, and line 16 is es as a publicly	15 16 17 18 e than suppo s more suppo	331/3 %, rted organ than 331/ rted organ	and line ization 3 %, and ization	% % % ▶ [

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

Schedule B

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

Schedule of Contributors

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

OMB No. 1545-0047

2012

Employer identification number

04-3534407

		-	
YEAR	UP,	INC.	

Organization type (check one):

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).

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

Part I	Contributors (see instructions). Use duplicate copies of Par	t I if additional space is need	ded.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u> _	KLARMAN FAMILY FOUNDAITON PO BOX 171627 BOSTON, MA 02117	\$3,000,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a)	(b)	(c)	(d)
No.	Name, address, and ZIP + 4	Total contributions	Type of contribution
2 _	NEW PROFIT_INC. 2 CANAL PARK	\$2,250,000.	Person X Payroll Noncash
	CAMBRIDGE, MA 02141		(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3 _	PAUL EDGERLEY 119 HYSLOP RD	\$1,000,000.	Person X Payroll Noncash
	BROOKLINE, MA_02445	φ	(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4 _	JOSH BEKENSTEIN 200 CLARENDON ST BOSTON, MA_02116	\$1,000,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5 _	PAUL SALEM FOUNDATION 50 KENNEDY PLAZA, 18TH FLOOR PROVIDENCE, RI 02903	\$1,000,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
6_	JENESIS_GROUP 130 E JOHN CARPENTER FRWY IRVING, TX_75062	\$1,000,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)

Employer identification number 04-3534407

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_ 7 _	BANK OF AMERICA CHARITABLE FOUNDATION	 \$ 905,000.	Person X Payroll
	BOSTON, MA 02110	\$ <u>905,000.</u>	Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
_ <u>8</u> _	VENTURE PHILANTHROPY PARTNERS		Person X Payroll
	1201 15TH ST NW STE 420 WASHINGTON, DC 20005	\$675,000.	Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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4:13:47 PM V 12-4.6F

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		Schodulo B (Form	990 990-EZ or 990-PE) (2012

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

(b)

Description of noncash property given

(b)

Description of noncash property given

(a) No.

from

Part I

(a) No.

from

Part I

_ _

(d)

Date received

(d)

Date received

Employer identification number

(c)

FMV (or estimate)

(see instructions)

(c)

FMV (or estimate)

(see instructions)

\$

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	orm 990, 990-EZ, or 990-PF) (2012)			Pa
ame of orga	anization YEAR UP, INC.			Employer identification number
th Fo	xclusively religious, charitable, etc., hat total more than \$1,000 for the ye or organizations completing Part III, er ontributions of \$1,000 or less for the	ar. Complete columns	; (a) through (e) ∕ely religious, cl	and the following line entry. haritable, etc.,
	se duplicate copies of Part III if addition			
(a) No. from Part I	(b) Purpose of gift	(c) Use of g	ift	(d) Description of how gift is held
-		(e) Transfer o		
	Transferee's name, address, and			ship of transferor to transferee
-				
(a) No. from	(b) Purpose of gift	(c) Use of g	ift	(d) Description of how gift is held
Part I				
-		(e) Transfer o		
	Transferee's name, address, and	d ZIP + 4	Relation	ship of transferor to transferee
a) No. from Part I	(b) Purpose of gift	(c) Use of g	ift	(d) Description of how gift is held
-		(e) Transfer o	i gift	
_	Transferee's name, address, and	d ZIP + 4	Relation	ship of transferor to transferee
a) No. from Part I	(b) Purpose of gift	(c) Use of g	ift	(d) Description of how gift is held
-		(e) Transfer o		
-	Transferee's name, address, and	d ZIP + 4	Relation	ship of transferor to transferee
				Schedule B (Form 990, 990-EZ, or 990-PF) (2

Political Campaign and Lobbying Activities

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

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

See separate instructions.

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.

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

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

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

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

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

Name	of organization	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	n 527 organization.	
1	Provide a description of the organization's direct and indirect political campaign activities in P	art IV.	
2	Political expenditures	▶ \$	0
3	Volunteer hours		
Par	I-B Complete if the organization is exempt under section 501(c)(3).		
1	Enter the amount of any excise tax incurred by the organization under section 4955	► \$	0
2	Enter the amount of any excise tax incurred by organization managers under section 4955 .	. ▶ \$	_
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	Yes	No
	Was a correction made?	Yes	No
	If "Yes," describe in Part IV.		
Par	tI-C Complete if the organization is exempt under section 501(c), except sect	on 501(c)(3).	
1	Enter the amount directly expended by the filing organization for section 527 exempt fund	tion	
	activities	▶ \$	
2	Enter the amount of the filing organization's funds contributed to other organizations for sec		
	527 exempt function activities	▶ \$	
3	Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-F	°OL,	
	line 17b	_ ▶ \$	
4	Did the filing organization file Form 1120-POL for this year?	Yes	No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 pol	itical organizations to which the	ə filing
	organization made payments. For each organization listed, enter the amount paid from the	filing organization's funds. Also) enter

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

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JSA 2E1264 1.000 Schedule C (Form 990 or 990-EZ) 2012



OMB No. 1545-0047

Sch	edule C (Form 990 or 990-EZ) 2012 YEAR U	P, INC.	04-35	534407 Page 2
Pa	art II-A Complete if the organizati section 501(h)).	on is exempt under section 501(c)(3) and	l filed Form 5768 (elec	tion under
Α	Check ► if the filing organization	belongs to an affiliated group (and list in Pa	art IV each affiliated gro	oup member's
	name, address, EIN, exp	enses, and share of excess lobbying expen	ditures).	
В	Check ► if the filing organization	checked box A and "limited control" provis	ions apply.	
	Limits on Lobe	bying Expenditures	(a) Filing	(b) Affiliated
	(The term "expenditures" m	eans amounts paid or incurred.)	organization's totals	group totals
1 :	a Total lobbying expenditures to influence	e public opinion (grass roots lobbying)		
I	b Total lobbying expenditures to influence	e a legislative body (direct lobbying)	16,250.	
		1a and 1b)	16,250.	
			41,854,618.	
		dd lines 1c and 1d)	41,870,868.	
1	Lobbying nontaxable amount. Enter	the amount 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.		
9	g Grassroots nontaxable amount (enter	25% of line 1f)	250,000.	
I	h Subtract line 1g from line 1a. If zero or	less, enter -0-	0	0
i	Subtract line 1f from line 1c. If zero or	less, enter -0-	0	0
j	If there is an amount other than zer	o on either line 1h or line 1i, did the organiz	zation file Form 4720	
	reporting section 4911 tax for this yea	r?		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 Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2 a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column (e))					6,000,000.
c Total lobbying expenditures	166,769.	154,668.	95,944.	16,250.	433,631.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures			57,566.		57,566.

Schedule C (Form 990 or 990-EZ) 2012

-	2
Page	- 5

Sche	dule C (Form 990 or 990-EZ) 2012					F	Page 3
Pa	rt II-B Complete if the organization is exempt under section 501(c)(3) and has NO (election under section 501(h)).	T file	d For	rm 5768			
For	each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed	(;	a)		(b)		
	cription of the lobbying activity.	Yes	No		Amou	nt	
1	During the year, did the filing organization attempt to influence foreign, national, state or local						
	legislation, including any attempt to influence public opinion on a legislative matter or						
а	referendum, through the use of: Volunteers?						
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	<u> </u>		-			
c				1			
d	Media advertisements? Mailings to members, legislators, or the public? Publications, or published or broadcast statements?						
е	Publications, or published or broadcast statements?						
f	Grants to other organizations for lobbying purposes?						
g	Direct contact with legislators, their staffs, government officials, or a legislative body?						
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?						
i	Other activities?						
j	Total. Add lines 1c through 1i						
2 a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?						
b	If "Yes," enter the amount of any tax incurred under section 4912						
С	If "Yes," enter the amount of any tax incurred by organization managers under section 4912						
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?						
Ра	rt III-A Complete if the organization is exempt under section 501(c)(4), section 501 501(c)(6).	(c)(5)	, or s	section			
						Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?			Γ	1		
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?				2		
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	<u></u>			3		
Ра	rt III-B Complete if the organization is exempt under section 501(c)(4), section 501						
	501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No,"	OR (b) Pa	ırt III-A, I	line 3	, is	
	answered "Yes."						
1	Dues, assessments and similar amounts from members			1			
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amou	unts	of				
	political expenses for which the section 527(f) tax was paid).						
a	Current year	• • •		2a			
b	Carryover from last year	• • •	• • •	2b 2c			
с 3	Total Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) due	•••		3			
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion	-		3			
-	excess does the organization agree to carryover to the reasonable estimate of nondeductible le						
		-	-	4			
5	and political expenditure next year? Taxable amount of lobbying and political expenditures (see instructions)			5			
Ра	rt IV Supplemental Information			<u> </u>			
	nplete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.				-		

Schedule C (Form 990 or 990-EZ) 2012

Page 4

SCHEDULE D (Form 990)

Supplemental Financial Statements

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

OMB No. 1545-0047
2012
ℤ⋓∎ℤ
Open to Public

		the Treasury ue Service		Form 990. ► See separa		Inspection
		rganization				Employer identification number
YEA	R UP,	INC.				04-3534407
Par			tions Maintaining Donor Advi	sed Funds or Other Si	milar Funds or	
		organizat	ion answered "Yes" to Form 9			·
				(a) Donor advised	funds	(b) Funds and other accounts
1	Total r	number at e	nd of year			
2	Aggre	gate contrib	utions to (during year)			
3	Aggre	gate grants	from (during year)			
4	Aggre	gate value a	at end of year			
5	Did the	e organizati	on inform all donors and donor a	advisors in writing that th	e assets held in	donor advised
	funds a	are the orga	inization's property, subject to the	organization's exclusive	legal control?	Yes 📖 No
6			on inform all grantees, donors, ar			
	only fo	or charitable	purposes and not for the benefit	t of the donor or donor ad	lvisor, or for any	other purpose
		ring imperm	nissible private benefit?	<u> </u>	<u></u>	Yes 🗔 No
Par			tion Easements. Complete if			orm 990, Part IV, line 7.
1	Purpos	se(s) of con	servation easements held by the	organization (check all tha	t apply).	
	F	Preservation	of land for public use (e.g., recre	eation or education)	Preservation o	f an historically important land area
	F F	Protection of	f natural habitat		Preservation o	f a certified historic structure
			of open space			
2			through 2d if the organization he	eld a qualified conservation	n contribution in	the form of a conservation
	easem	nent on the	ast day of the tax year.		ſ	
					-	Held at the End of the Tax Year
а			onservation easements			2a
b		-	tricted by conservation easements			
С			vation easements on a certified		• /	2c
d			vation easements included in (c)			
			isted in the National Register			2d
3			vation easements modified, tran	sferred, released, extingu	ished, or termina	ated by the organization during the
	-					
4			where property subject to conse			
5		-	ation have a written policy regard			-
			forcement of the conservation ea			
6			er hours devoted to monitoring, in	specting, and enforcing c	onservation ease	ements during the year
_						
7		nt of expens	es incurred in monitoring, inspec	ting, and enforcing conse	rvation easemen	its during the year
-	▶\$					
8			rvation easement reported on line			
•	(I) and		D(h)(4)(B)(ii)?			
9		•	be how the organization reports dinclude, if applicable, the text of			•
			counting for conservation easeme	•		מי סומובווובוווס ווומו טבסטושבט ווופ
Par	rt III		tions Maintaining Collections		sures or Other	Similar Assets
T al	C III		if the organization answered			olimia Assets.
4.0	lf the					evenue statement and belance abo
1a	works	of art, hist	orical treasures, or other simila	ar assets held for public	exhibition, educ	evenue statement and balance shee cation, or research in furtherance of cribes these items.
b						evenue statement and balance shee
			orical treasures, or other simila vide the following amounts relati		exhibition, educ	cation, or research in furtherance of
	•		•	•		▶\$
			id in Form 990, Part VIII, line 1			
2						■ >assets for financial gain, provide th
2		•				C
а		-	s required to be reported under S d in Form 990, Part VIII, line 1 .		-	
b			Form 990, Part X			
			Act Notice, see the Instructions for			Schedule D (Form 990) 201
JSA	-					

Sche	dule D (Form 990) 2012									F	Page 2
Par	t III Organizations Maintaining Co	llections of	f Art, His	torical	Treasur	es, or (Other Simi	lar Asse	ets (co	ntinı	ied)
3	Using the organization's acquisition, acce collection items (check all that apply):	ession, and c	other recor	ds, checl	k any of	the follo	wing that a	ire a sign	ificant (use c	of its
-	Public exhibition		a [ar avahar		~~~~				
a b	Scholarly research		d e		JI excitat	nge progr	ans				
c	Preservation for future generations		e								
4	Provide a description of the organization'	s collections	and expla	ain how t	hev furt	her the c	organization'	s exempt	nurnos	se in	Part
-	XIII.				iney rara		rgamzation	o oxompt	puipoc	0 111	i uit
5	During the year, did the organization solicit	t or receive d	Ionations o	f art, histo	orical tre	asures. o	r other simil	ar			
-	assets to be sold to raise funds rather than								Yes		No
Par	t IV Escrow and Custodial Arrange line 9, or reported an amount of				ganizatio	on answ	ered "Yes"	to Form	n 990,	Part	IV,
1a	Is the organization an agent, trustee, custo	dian or othe	r intermedi	arv for co	ontributio	ns or oth	er assets no	ıt			
	included on Form 990, Part X?			-				_	Yes		No
b	If "Yes," explain the arrangement in Part XI	II and compl	ete the foll	owing tab	ole:					L	
					Γ		A	mount			
С	Beginning balance				• • • • [1c					
d	Additions during the year				• • • • [1d					
е	Distributions during the year					1e					
f	Ending balance					1f					
	Did the organization include an amount on								Yes		No
	If "Yes," explain the arrangement in Part XI										
Par	t V Endowment Funds. Complete	v			1		- T · · · · · · · · · · · · · · · · · ·	1		Veero	haak
1a	Beginning of year balance	urrent year	(b) Prio	or year		years back	(d) Three y	ears back	(e) Four	years	Dack
ia h	Contributions										
c c	Net investment earnings, gains,										
Ŭ	and losses										
d	Grants or scholarships										
	Other expenditures for facilities										
	and programs										
f	Administrative expenses										
g	End of year balance										
2	Provide the estimated percentage of the cu	urrent year e	nd balance	e (line 1g,	column (a)) held a	as:	ı			
а	Board designated or quasi-endowment >		%								
b	Permanent endowment	,	-								
С	Temporarily restricted endowment ▶	%									
	The percentages in lines 2a, 2b, and 2c sh	-									
3a	Are there endowment funds not in the pos	session of th	ne organiza	ation that	are held	and adm	ninistered for	the	г		
	organization by:									Yes	No
	(i) unrelated organizations								3a(i)		
h	(ii) related organizations								3a(ii)		
0	If "Yes" to 3a(ii), are the related organizatio		-						3b		
4 Pat	t VI Land, Buildings, and Equipmen										
Fai	Description of property	(a) Cost or	,	,	or other basi		ccumulated) Book va		
	Description of property	(invest			ther)		preciation	(u) DOOK VA	lue	
1a	Land										
b	Buildings			5,0	92,939	э.	933,705.		4,1	59,2	234.
С	Leasehold improvements				536,890		915,207.				589.
d	Equipment				379,68		657,661.		2,22		
	Other				536,942		390,124.				318.
Tota	I. Add lines 1a through 1e. (Column (d) mu	st equal Forn	n 990, Part	X, columr	n (B), line	10(c).)	🕨		7,34	49,7	/65.

Schedule D (Form 990) 2012

Schedule D (Fe	orm 990) 2012			Page 3
Part VII	Investments - Other Securities. See F	orm 990, Part X, lin	e 12.	
	 (a) Description of security or category (including name of security) 	(b) Book value	(c) Method of valua Cost or end-of-year mark	
(1) Financia	I derivatives			
(2) Closely-	held equity interests			
(A)				
(B)				
(C)				
(D)				
(E)				
(F)				
(G)				
<u>(H)</u>				
(I)				
	(b) must equal Form 990, Part X, col. (B) line 12.)			
Part VIII	Investments - Program Related. See F	orm 990, Part X, lin	ne 13.	
	(a) Description of investment type	(b) Book value	(c) Method of valuat Cost or end-of-year mark	
(1) (2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
	(b) must equal Form 990, Part X, col. (B) line 13.)			
Part IX	Other Assets. See Form 990, Part X, li	ne 15		
		Description		(b) Book value
(1)	(3)	Description		
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
Total. (Colu	ımn (b) must equal Form 990, Part X, col. (B) l	ine 15.)		
Part X	Other Liabilities. See Form 990, Part X	, line 25.		
1.	(a) Description of liability	(b) Book valu	le	
(1) Federa	al income taxes			
(2) CAPIT	TAL LEASE OBLIGATION	4,824,	974.	
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				
(11)				
Total. (Colum	n (b) must equal Form 990, Part X, col. (B) line 25.)	▶ 4,824,	974.	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII JSA 2E1270 1.000

	e D (Form 990) 2012		Page 4
Part		n	
1	Total revenue, gains, and other support per audited financial statements	1	53,015,843.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
а	Net unrealized gains on investments 2a		
b	Donated services and use of facilities 2b 1,105,976.	1	
С	Recoveries of prior year grants 2c	1	
d	Other (Describe in Part XIII.) 2d 415,554.	1	
е	Add lines 2a through 2d	2e	1,521,530.
3	Subtract line 2e from line 1	3	51,494,313.
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 XIII.)		
	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (<i>This must equal Form 990, Part I, line 12.</i>)	5	51,494,313.
Part		-	- , - ,
1	Total expenses and losses per audited financial statements	1	48,320,125.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
а	Donated services and use of facilities		
b	Prior year adjustments	1	
С	Other losses		
d	Other (Describe in Det VIII)		
е	Add lines 2a through 2d	2e	2,464,974.
3	Subtract line 2e from line 1	3	45,855,151.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		<u> </u>
а	Investment expenses not included on Form 990, Part VIII, line 7b 4a		
b	Other (Describe in Part XIII.)		
	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	45,855,151.
Part			
	ete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part I	V, line	s 1b and 2b;
	line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to pro	vide a	ny additional
nform	ation.		
SE	E PAGE 5		
			·

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

PART XII LINE 2D & PART XIII LINE 2D SPECIAL EVENT EXPENSES: \$415,554

ASC 740

PART X LINE 2

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

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

SCHED	DULE	E	
(Form	990	or	990-EZ)

Department of the Treasury Internal Revenue Service

Name of the organization

YEAR UP, INC.

Part I

Schools

OMB No. 1545-0047

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

► Attach to Form 990 or Form 990-EZ.



04-3534407

			YES	NO
1	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter,			
	bylaws, other governing instrument, or in a resolution of its governing body?	1	X	
2	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its			
	brochures, catalogues, and other written communications with the public dealing with student admissions,			
	programs, and scholarships?	2	Х	
3	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media			
	during the period of solicitation for students, or during the registration period if it has no solicitation program,			
	in a way that makes the policy known to all parts of the general community it serves? If "Yes," please			
	describe. If "No," please explain. If you need more space, use Part II.	3	x	
		5		
	SEE SUPPLEMENTAL PAGE			
4	Does the organization maintain the following?			
-	Records indicating the racial composition of the student body, faculty, and administrative staff?	40	x	
a ⊾		4a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially		v	
_	nondiscriminatory basis?	4b	X	
С	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing		37	
-	with student admissions, programs, and scholarships?	4c	X	
d	Copies of all material used by the organization or on its behalf to solicit contributions?	4d	X	
	If you answered "No" to any of the above, please explain. If you need more space, use Part II.			
	Does the organization discriminate by race in any way with respect to:			
а	Students' rights or privileges?	5a		Х
b	Admissions policies?	5b		X
С	Employment of faculty or administrative staff?	5c		Х
d	Scholarships or other financial assistance?	5d		Х
е	Educational policies?	5e		Х
	Use of facilities?			Х
f		5f		
f		51		
		51 5g		Х
	Athletic programs?			X
g	Athletic programs?			
g	Athletic programs?	5g		
g	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g		
g	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g		
g	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g		
g	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g		
g	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g 5h	X	
g h 6a	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g 5h 6a	x	x
g	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g 5h	x	X
g h 6a b	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g 5h 6a	x	
g h 6a	Athletic programs? Other extracurricular activities? If you answered "Yes" to any of the above, please explain. If you need more space, use Part II.	5g 5h 6a 6b	x	Х

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

PART I LINE 3

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

PART I LINE 6A

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

PAGE 33

SCH	EDU	LE G
-----	-----	------

(Form	990	or	990-	EZ)
-------	-----	----	------	-----

Department of the Treasur
Internal Revenue Service
Name of the organization

Ра

c X

d

Supplemental Information Regarding Fundraising or Gaming Activities

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

	OMB No. 1545-0047
	2012
	Open to Public
	Inspection
ati	ion number

X Yes

No

Emp	loyer	iden	tifica	tion	nun

04-3534407

-4 T	Fundraising Activities. Complete if the organization answered "Yes" to Form 9	90, Part IV, line 17.
rt I	Form 990-EZ filers are not required to complete this part.	

4	Indicate whether the organization	raised funds through	any of the following		Chock all that apply
	Indicate whether the organization	raiseu runus initugit	any of the following	j activities.	Check all that apply.

е

a X Mail solicitations

X Solicitation of non-government grants

b X Internet and email solicitations

Phone solicitations

X In-person solicitations

- f X Solicitation of government grants
- **g** $\begin{bmatrix} X \end{bmatrix}$ Special fundraising events
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

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 outions?	(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.						
ADVISORS LLC	CONSULTING		Х	104,703.	51,750.	52,953.
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total	1	1		104,703.	51,750.	52,953.

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

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

Page **2**

Schedule G (Form 990 or 990-EZ) 2012 Part II Fundraising Even

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

² ² Less: Contributions 165,425 172,782 161, ³ Gross income (line 1 minus line 2) 41,872 15,618 33, ⁴ Cash prizes 41,872 15,618 33, ⁴ Cash prizes 41,872 15,618 33, ⁶ Rent/facility costs ⁷ Food and beverages ⁸ Entertainment ⁹ Other direct expenses summary. Add lines 4 through 9 in column (d) 124,761 98,251 192, ¹⁰ Direct expense summary. Combine line 3, column (d), and line 10 Contert suppon thread the organization answered "Yes" to Form 990, Part IV, line 19, cot than \$15,000 on Form 990-EZ, line 6a. ¹⁰ Bingo (a) Bingo <	
Open of the system Image: constraint of the system Image: constend Image: constraint of the system	(a) rotar events
9990 1 Gross receipts 207,297. 188,400. 194, 2 Less: Contributions 165,425. 172,782. 161, 3 Gross income (line 1 minus line 2). 41,872. 15,618. 33, 4 Cash prizes 41,872. 15,618. 33, 5 Noncash prizes	4. (add col. (a) through col. (c))
2 Less: Contributions 165,425. 172,782. 161, 3 Gross income (line 1 minus line 2))
2 Less: Contributions 165,425. 172,782. 161, 3 Gross income (line 1 minus line 2)	,114. 589,811.
3 Gross income (line 1 minus line 2)	,022. 499,229.
4 Cash prizes	
5 Noncash prizes.	,092. 90,582.
6 Rent/facility costs	
8 Entertainment 124,761. 98,251. 192, 9 Other direct expenses 124,761. 98,251. 192, 10 Direct expense summary. Add lines 4 through 9 in column (d) 1 1 11 Net income summary. Combine line 3, column (d), and line 10 1 Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or than \$15,000 on Form 990-EZ, line 6a. 90 (a) Bingo (b) Pull tabs/instant bingo/progressive bingo (c) Other gan	
8 Entertainment 124,761. 98,251. 192, 9 Other direct expenses 124,761. 98,251. 192, 10 Direct expense summary. Add lines 4 through 9 in column (d) 1 1 11 Net income summary. Combine line 3, column (d), and line 10 1 Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or than \$15,000 on Form 990-EZ, line 6a. 90 (a) Bingo (b) Pull tabs/instant bingo/progressive bingo (c) Other gan	
9 Other direct expenses 124,761. 98,251. 192, 10 Direct expense summary. Add lines 4 through 9 in column (d) 1 1 1 11 Net income summary. Combine line 3, column (d), and line 10 1 1 Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or than \$15,000 on Form 990-EZ, line 6a. (a) Bingo (b) Pull tabs/instant bingo/progressive bingo (c) Other gam	
10 Direct expense summary. Add lines 4 through 9 in column (d) 11 Net income summary. Combine line 3, column (d), and line 10 Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or than \$15,000 on Form 990-EZ, line 6a. (a) Bingo (b) Pull tabs/instant bingo/progressive bingo (c) Other gan	
11 Net income summary. Combine line 3, column (d), and line 10 Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, control than \$15,000 on Form 990-EZ, line 6a. Image: the state of the stat	,542. 415,554.
11 Net income summary. Combine line 3, column (d), and line 10 Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, control than \$15,000 on Form 990-EZ, line 6a. (a) Bingo (b) Pull tabs/instant bingo/progressive bingo (c) Other gan	▶ (415,554.)
Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or than \$15,000 on Form 990-EZ, line 6a. (a) Bingo (b) Pull tabs/instant bingo/progressive bingo (c) Other gam	
(a) Birigo bingo/progressive bingo	r reported more
	ning (d) Total gaming (add col. (a) through col. (c))
1 Gross revenue	
۲ ۲ Cash prizes	
2 Cash prizes	
4 Rent/facility costs	
5 Other direct expenses	
6 Volunteer labor Yes % % Yes % Yes % % Yes % % Yes %	%
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	
9 Enter the state(s) in which the organization operates gaming activities:	
 a Is the organization licensed to operate gaming activities in each of these states? b If "No," explain: 	Yes No
 10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? b If "Yes," explain: 	

Schedule G (Form 990 or 990-EZ) 2012

Sahad	ule G (Form 990 or 990-EZ) 2012	01 555	1107	Dogo 3
11	Deac the organization operate gaming activities with popmembers?		Vee	Page 3
	Does the organization operate gaming activities with nonmembers? Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entit		Yes	No
12				
	formed to administer charitable gaming?	• • • • •	Yes	No
13	Indicate the percentage of gaming activity operated in:			
а	The organization's facility			%
b	An outside facility			%
14	Enter the name and address of the person who prepares the organization's gaming/special events book records:	s and		
	Name ►			
	Address ►			
15 a	Does the organization have a contract with a third party from whom the organization receives			
			Yes	No
b	If "Yes," enter the amount of gaming revenue received by the organization > \$	and the		
	amount of gaming revenue retained by the third party ► \$			
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			
17	Mandatory distributions:			
а	Is the organization required under state law to make charitable distributions from the gaming pro-			
	retain the state gaming license?		Yes	No
b	Enter the amount of distributions required under state law to be distributed to other exempt orga	anizations		
	or spent in the organization's own exempt activities during the tax year S			
Par	Supplemental Information. Complete this part to provide the explanation required by F columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable part to provide any additional information (see instructions).			nis

Schedule G (Form 990 or 990-EZ) 2012

SCHEE	DULE I
(Form	990)

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

OMB No. 1545-0047 20**12** Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Name of the organization YEAR UP, INC.

JSA

04-3534407

Employer identification number

Part I General Information on Grants and Assistance

1	Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and	_	
	the selection criteria used to award the grants or assistance?	′es	No
~			

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1	(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non- cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
_(1)								
_(2)								
_(3)								
_(4)								
_(5)								
_(6)								
_(7)								
_(8)								
_(9)								
(10)								
(11)								
(12)								
<u>3</u> Er	ter total number of section 501(c)(3) and go ter total number of other organizations liste perwork Reduction Act Notice, see the Ins	d in the line '	I table				<u></u>	le I (Form 990) (2012)

Schedule I (Form 990) (2012)

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 Part III can be duplicated if additional space is needed. (a) Type of grant or assistance (b) Number of (c) Amount of (d) Amount of (e) Method of valuation (book, (f) Description of non-cash assistance recipients , cash grant non-cash assistance FMV, appraisal, other) 1 STUDENT TRANSPORTATION 898 314,270 2 COLLEGE TUITION AND RELATED FEES 722 722,520 **3** EDUCATIONAL STIPENDS 2,592 9,169,769 4 5 6 7 Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional Part IV 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) (2012)

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

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

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

PAYS THE TUITION FEES RELATED TO THOSE COLLEGE CREDITS. THOSE FEES ARE

PAID DIRECTLY TO THE PARTICIPATING EDUCATIONAL INSTITUTION AND ARE

MONITORED VIA INTERNAL CONTROL PROCESSES.

SCHEDULE J		Comper	sation Information	0	MB No.	1545-0	047
	m 990)	For certain Officers, Dire	ectors, Trustees, Key Employees, and Highest		<u> ୬</u> ଲ 1 ୨		
	-		mpensated Employees anization answered "Yes" to Form 990,		Z⊎		
	ment of the Treasury	Attach to Form	Part IV, line 23. 990. ► See separate instructions.		pen to		
	Revenue Service of the organization			Employer identification			n
	R UP, INC.			04-353440		•	
Part		ns Regarding Compensation			-		
						Yes	No
1a			ovided any of the following to or for a pers				
	990, Part VII,	Section A, line 1a. Complete Part III to	o provide any relevant information regardin	g these items.			
		ss or charter travel	Housing allowance or residence for	personal use			
		or companions	Payments for business use of perso				
		emnification and gross-up payments	Health or social club dues or initiation				
	Discretio	onary spending account	Personal services (e.g., maid, chauff	eur, chef)			
b	or reimburse	ment or provision of all of the ex	ne organization follow a written policy re openses described above? If "No," com	plete Part III to			
2	explain	aization require substantiation prior to	roimburging or allowing evolution incur	ad by all officers	1b		
2	2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?		2				
	unectors, trus		regarding the items checked in line ras		-		
3			nization used to establish the compensation at apply. Do not check any boxes for methor				
	•		e CEO/Executive Director, but explain in P	•			
		isation committee	Written employment contract				
		dent compensation consultant	X Compensation survey or study				
		00 of other organizations	X Approval by the board or compensation	ation committee			
		C C					
4	organization of	or a related organization:	Part VII, Section A, line 1a, with respect to	o the filing			
а			ayment?		4a		Х
b	Participate in	or receive payment from, a suppleme	ental nonqualified retirement plan?		4b		Х
С	Participate in	, or receive payment from, an equity-ba	ased compensation arrangement?		4c		Х
	If "Yes" to an	y of lines 4a-c, list the persons and p	rovide the applicable amounts for each it	tem in Part III.			
	Only costion		must complete lines 5.0				
5	-	501(c)(3) and 501(c)(4) organizations	line 1a, did the organization pay or accrue	201/			
5	-	n contingent on the revenues of:	The ra, did the organization pay of accide a	any			
а		6			5a		х
b	Any related o	rganization?			5b		X
2	If "Yes" to line	e 5a or 5b, describe in Part III.					
6			line 1a, did the organization pay or accrue	any			
	•	n contingent on the net earnings of:					
а	The organizat	ion?			6a		Х
b	Any related o	rganization?			6b		Х
		e 6a or 6b, describe in Part III.					
7			n A, line 1a, did the organization prov				
_			escribe in Part III		7		X
8	-	-	, paid or accrued pursuant to a contract				
		-	Regulations section 53.4958-4(a)(3)?		_		v
0			low the rebuttable procumption process		8		X
9			low the rebuttable presumption proced		9		
For P		ction Act Notice, see the Instructions for Fe			ule J (Fo	orm <u>aa</u>	0) 2012

Schedule J (Form 990) 2012

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

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

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

		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name and Title		(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
GERALD CHERTAVIAN	(i)	249,999.	Q	(0 0	12,256.	262,255.	
1 CEO AND BOARD MEMBER	(ii)	0	Q	(0 0	0	С	(
SUSAN MEEHAN	(i)	176,770.	0	(8,973.	7,468.	193,211.	
2 CHIEF OPERATING OFFICER	(ii)	0	00		00	0	C	
WILLIAM M. LEHMAN	(i)	164,200.	d	(7,924.	12,256.	184,380.	
3 NATIONAL SITE DIRECTOR	(ii)	0	Q		0 0	0	C	
KWEKU FORSTALL	(i)	180,334.	d	(9,103.	13,976.	203,413.	
4 EXECUTIVE DIRECTOR	(ii)	0	Q		0 0	0	C	
SANDRA STARK	(i)	166,006.	d	(7,693.	5,548.	179,247.	(
5 NTL DIRECT DEVELOP/EXT AFFAIRS	(ii)	0	Q		0 0	0	C	(
SHAWN J. BOWEN	(i)	165,905.	Q	(8,334.	13,030.	187,269.	(
6 NTL DIRECTOR STRATEGIC GROWTH	(ii)	0	0		0 0	0	C	(
ANDREA HAYWARD	(i)	147,380.	Q	(5,121.	14,886.	167,387.	(
7 SENIOR DIR OF FINANCE & ADMIN	(ii)	0	0		0 0	0	C	(
NOEL ANDERSON	(i)	148,517.	Q	(0Q	5,895.	154,412.	(
8 SENIOR DIRECTOR OF PROGRAM	(ii)	0	0		0 0	0	C	(
JULIA SANTIAGO	(i)	136,798.	Q	(0Q	14,845.	151,643.	(
9 SR DIRECTOR STRATEGIC HR	(ii)	0	0		0 0	0	C	(
	(i)							
10	(ii)							
	(i)							
11	(ii)							
	(i)							
12	(ii)							
	(i)							
13	(ii)							
	(i)							L
14	(ii)							
	(i)							
15	(ii)							
	(i)							
16	(ii)							

Schedule J (Form 990) 2012

JSA 2E1291 1.000

Schedule J (Form 990) 2012

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

Department of the Treasury Internal Revenue Service Nam

	ame of the organization (EAR UP, INC.					Employer identification number 04-3534407				
	Types of Property				0	4-333440				
T at		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contributi amounts reported Form 990, Part VIII, li	on	Method o noncash con				
1	Art - Works of art									
2	Art - Historical treasures									
3	Art - Fractional interests									
4 5	Books and publications Clothing and household goods									
6	Cars and other vehicles									
7	Boats and planes									
8	Intellectual property									
9	Securities - Publicly traded	X	15.	301,0	16	FAIR VALU	IE			
9 10	Securities - Closely held stock			50170						
11	Securities - Partnership, LLC,									
••	or trust interests									
12	Securities - Miscellaneous									
13	Qualified conservation									
	contribution - Historic									
	structures									
14	Qualified conservation									
	contribution - Other									
15	Real estate - Residential									
16	Real estate - Commercial									
17	Real estate - Other									
18	Collectibles									
19	Food inventory									
20	Drugs and medical supplies									
21	Taxidermy									
22	Historical artifacts									
23	Scientific specimens									
24	Archeological artifacts									
25	Other ►(COMPUTERS)	Х	35.	62,6	12.	FMV				
26	Other ►(SOFTWARE)	Х		125,7	16.	FMV				
27	Other ►()									
28	Other ►()									
29	Number of Forms 8283 received	by the orga	anization during the tax ye	ar for contributions	for					
	which the organization completed F	Form 8283,	Part IV, Donee Acknowledg	gement	L	29				
								Yes	No	
30 a	During the year, did the organizat									
	it must hold for at least three yea									
_	used for exempt purposes for the en		period?	• • • • • • • • • • • • •			30a		X	
	If "Yes," describe the arrangement i									
31	Does the organization have a	• ·			•					
00-	contributions?			a ta askaŭ sera			31		X	
32 a	Does the organization hire or use		•							
	contributions?						32a	Х		

b If "Yes," 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, 33 describe in Part II.

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

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OMB No. 1545-0047

2012

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

PART I, LINE 32A

THE ORGANIZATION USES FIDELITY INVESTMENTS TO SELL DONATED STOCK.

SCHEDULE O (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service Name of the organization

YEAR UP, INC.

Supplemental Information to Form 990 or 990-EZ

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



Employer identification number 04-3534407

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 11A

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

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 12C

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

WILL BE TAKEN BY THE DISINTERESTED DIRECTORS OR MEMBERS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 15

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

THIS REVIEW OCCURS ANNUALLY.

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

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

DECISIONS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION C LINE 19

AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF

INTEREST POLICY DOCUMENTS ARE AVAILABLE UPON REQUEST.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, LINE 1B

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

RECONCILIATION OF NET ASSETS

PART XI, LINE 5

NONCASH DONATIONS OF SERVICES AND FACILITIES1,105,976USE OF DONATIONS OF SERVICES AND FACILITIES(2,049,420)

(943,444)

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

ATTACHMENT 1

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,

Schedule O (Form 990 or 990-EZ) 2012 P					
Name of the organization	Employer identification number				
YEAR UP, INC.	04-3534407				
<u>A</u>	TTACHMENT 1 (CONT'D)				

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

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

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

Schedule O (Form 990 or 990-EZ) 2012					
Name of the organization	Employer identification number				
YEAR UP, INC.	04-3534407				

ATTACHMENT 2 (CONT'D)

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

ATTACHMENT	3	
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990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

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

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