

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

A For the 2011 calendar year, or tax year beginning , 2011, and ending , 20

| | | | |
|---|--|---|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization YEAR UP, INC. | D Employer identification number 04-3534407 | |
| | Doing Business As | | |
| | Number and street (or P.O. box if mail is not delivered to street address) 93 SUMMER STREET | Room/suite 5TH FL | E Telephone number (617) 542-1533 |
| | City or town, state or country, and ZIP + 4 BOSTON, MA 02110 | | G Gross receipts \$ 46,740,763. |
| F Name and address of principal officer: GERALD CHERTAVIAN 93 SUMMER STREET BOSTON, MA 02110 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) | |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | |
| J Website: ▶ WWW.YEARUP.ORG | | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ | | L Year of formation: 2000 M State of legal domicile: MA | |

Part I Summary

| | | | | |
|------------------------------------|---|---|---------------------------|--------------|
| Activities & Governance | 1 | Briefly describe the organization's mission or most significant activities: 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. | | |
| | 2 | Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 14. |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 13. |
| | 5 | Total number of individuals employed in calendar year 2011 (Part V, line 2a) | 5 | 353. |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 1,010. |
| | 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 |
| | b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0 | |
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 | Program service revenue (Part VIII, line 2g) | 23,013,653. | 28,143,755. |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 12,336,375. | 18,261,758. |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 11,873. | 119,290. |
| | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | -104,660. | -80,609. |
| | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 35,257,241. | 46,444,194. |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 6,568,332. | 9,139,232. |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 0 | 0 |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 15,378,012. | 20,713,281. |
| | 16b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,685,891. | 148,833. | 23,450. |
| Expenses | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 9,056,851. | 9,973,332. |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 31,152,028. | 39,849,295. |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | 4,105,213. | 6,594,899. |
| | | | Beginning of Current Year | End of Year |
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | 40,355,722. | 49,421,976. |
| | 21 | Total liabilities (Part X, line 26) | 8,305,441. | 8,297,279. |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 32,050,281. | 41,124,697. |

Part II Signature Block

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

| | | | | | |
|-------------------------------|---|-------------------------|------------|---|-----------|
| Sign Here | ▶ Signature of officer | Date | | | |
| | ▶ Type or print name and title | | | | |
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | LAURA J. KENNEY | | 07/02/2012 | | P00202198 |
| | Firm's name ▶ GRANT THORNTON LLP | Firm's EIN ▶ 36-6055558 | | | |
| | Firm's address ▶ 125 HIGH ST., 21ST FLOOR BOSTON, MA 02114-2704 | Phone no. 617-226-7000 | | | |

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2011)

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
ATTACHMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: 611710) (Expenses \$ 34,704,739. including grants of \$ 9,139,232.) (Revenue \$ 18,261,758.)
ATTACHMENT 2

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

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

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

4e Total program service expenses ▶ 34,704,739.

Part IV Checklist of Required Schedules

Table with 3 columns: Question number, Yes, No. Rows 1-20b detailing various organizational requirements and reporting obligations.

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding Form 1096, Form W-2G, backup withholding, Form W-3, unrelated business income, foreign accounts, prohibited tax shelter transactions, annual gross receipts, deductible contributions, and Section 501(c) organizations.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members... 1b Enter the number of voting members included... 2 Did any officer, director, trustee, or key employee have a family relationship... 3 Did the organization delegate control over management duties... 4 Did the organization make any significant changes to its governing documents... 5 Did the organization become aware during the year of a significant diversion of the organization's assets... 6 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... 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body... 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body? b Each committee with authority to act on behalf of the governing body? 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.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? 10b 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? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11b 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 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done 13 Did the organization have a written whistleblower policy? 14 Did the organization have a written document retention and destruction policy? 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? 15a The organization's CEO, Executive Director, or top management official 15b Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions.) 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? 16b 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?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed CA, GA, IL, MD, MA, NY, RI, VA, WA,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. [X] Own website [] Another's website [X] Upon request
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ANDREA HAYWARD 93 SUMMER STREET BOSTON, MA 02110 617-542-1533

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

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

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

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

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

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

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

| (A) Name and Title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) GERALD CHERTAVIAN CEO AND BOARD MEMBER | 40.00 | X | X | | | | | 223,078. | 0 | 11,839. |
| (2) PAUL SALEM BOARD/CHAIRMAN | 1.00 | X | X | | | | | 0 | 0 | 0 |
| (3) PETER HANDRINOS BOARD SECRETARY | 1.00 | X | X | | | | | 0 | 0 | 0 |
| (4) TIM DIBBLE BOARD TREASURER | 1.00 | X | X | | | | | 0 | 0 | 0 |
| (5) JOHN BRADLEY BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (6) SHANIQUE DAVIS BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (7) LISA JACKSON BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (8) MELODIE MAYBERRY-STEWART BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (9) ROD MCCOWAN BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (10) LISETTE NIEVES BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (11) GAIL SNOWDEN BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (12) KERRY SULLIVAN BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (13) ROBERT G. TEMPLIN, JR. BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| (14) CRAIG UNDERWOOD BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |

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

| (A) Name and title | (B) Average hours per week (describe hours for related organizations in Schedule O) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| 15) GREG WALTON BOARD MEMBER | 1.00 | X | | | | | | 0 | 0 | 0 |
| 16) SUSAN MEEHAN CHIEF OPERATING OFFICER | 40.00 | | | X | | | | 167,743. | 0 | 15,824. |
| 17) WILLIAM M. LEHMAN NATIONAL SITE DIRECTOR | 40.00 | | | | X | | | 160,064. | 0 | 19,533. |
| 18) KWEKU FORSTALL EXECUTIVE DIRECTOR | 40.00 | | | | | X | | 178,560. | 0 | 21,523. |
| 19) SANDRA STARK NTL DIRECT DEVELOP/EXT AFFAIRS | 40.00 | | | | | X | | 162,870. | 0 | 12,572. |
| 20) SHAWN J. BOHEN NTL DIRECTOR STRATEGIC GROWTH | 40.00 | | | | | X | | 159,806. | 0 | 21,203. |
| 21) NATHAN BROWN CHIEF INFORMATION OFFICER | 40.00 | | | | | X | | 149,363. | 0 | 21,953. |
| 22) CASEY B. RECUPERO EXECUTIVE | 40.00 | | | | | X | | 137,334. | 0 | 19,449. |
| 1b Sub-total | | | | | | | | 223,078. | 0 | 11,839. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 1,115,740. | 0 | 132,057. |
| d Total (add lines 1b and 1c) | | | | | | | | 1,338,818. | 0 | 143,896. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **8**

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|--|--|---------------------------|----------------------|--|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns | 1a | | | | |
| | b Membership dues | 1b | | | | |
| | c Fundraising events | 1c 908,543. | | | | |
| | d Related organizations | 1d | | | | |
| | e Government grants (contributions) | 1e 2,539,976. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 24,695,236. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | 367,950. | | | | |
| | h Total. Add lines 1a-1f | | 28,143,755. | | | |
| Program Service Revenue | Business Code | | | | | |
| | 2a PROGRAM SERVICE FEE | 611710 | 18,261,758. | 18,261,758. | | |
| | b _____ | | | | | |
| | c _____ | | | | | |
| | d _____ | | | | | |
| | e _____ | | | | | |
| | f All other program service revenue | | | | | |
| g Total. Add lines 2a-2f | | 18,261,758. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 119,290. | | | 119,290. |
| | 4 Income from investment of tax-exempt bond proceeds | | 0 | | | |
| | 5 Royalties | | 0 | | | |
| | | (i) Real (ii) Personal | | | | |
| | 6a Gross rents | | | | | |
| | b Less: rental expenses | | | | | |
| | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | 0 | | | |
| | | (i) Securities (ii) Other | | | | |
| | 7a Gross amount from sales of assets other than inventory | | | | | |
| | b Less: cost or other basis and sales expenses | | | | | |
| | c Gain or (loss) | | | | | |
| | d Net gain or (loss) | | 0 | | | |
| | 8a Gross income from fundraising events (not including \$ 908,543. of contributions reported on line 1c). See Part IV, line 18 | a 169,681. | | | | |
| | b Less: direct expenses | b 296,569. | | | | |
| c Net income or (loss) from fundraising events | | -126,888. | | | -126,888. | |
| 9a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| b Less: direct expenses | b | | | | | |
| c Net income or (loss) from gaming activities | | 0 | | | | |
| 10a Gross sales of inventory, less returns and allowances | a | | | | | |
| b Less: cost of goods sold | b | | | | | |
| c Net income or (loss) from sales of inventory | | 0 | | | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11a MISCELLANEOUS INCOME | | | 46,279. | | 46,279. | |
| b _____ | | | | | | |
| c _____ | | | | | | |
| d All other revenue | | | | | | |
| e Total. Add lines 11a-11d | | | 46,279. | | | |
| 12 Total revenue. See instructions | | | 46,444,194. | 18,261,758. | 38,681. | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | 0 | | | |
| 2 | Grants and other assistance to individuals in the United States. See Part IV, line 22 | 9,139,232. | 9,139,232. | | |
| 3 | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16. | 0 | | | |
| 4 | Benefits paid to or for members | 0 | | | |
| 5 | Compensation of current officers, directors, trustees, and key employees | 598,082. | 239,319. | 241,304. | 117,459. |
| 6 | Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | 0 | | | |
| 7 | Other salaries and wages | 15,953,914. | 12,912,680. | 1,187,713. | 1,853,521. |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 418,806. | 425,521. | -6,068. | -646. |
| 9 | Other employee benefits | 2,388,872. | 2,021,509. | 126,279. | 241,083. |
| 10 | Payroll taxes | 1,353,607. | 1,080,860. | 111,299. | 161,448. |
| 11 | Fees for services (non-employees): | | | | |
| a | Management | 354,015. | 338,153. | 15,862. | |
| b | Legal | 115,539. | 115,539. | | |
| c | Accounting | 81,026. | 37,598. | 43,428. | |
| d | Lobbying | 95,944. | -2,056. | 27,250. | 70,750. |
| e | Professional fundraising services. See Part IV, line 17 | 23,450. | | | 23,450. |
| f | Investment management fees | 0 | | | |
| g | Other | 1,066,447. | 934,219. | 65,079. | 67,149. |
| 12 | Advertising and promotion | 52,919. | 46,490. | 844. | 5,585. |
| 13 | Office expenses | 799,069. | 761,934. | 5,712. | 31,423. |
| 14 | Information technology | 124,875. | 112,923. | 4,471. | 7,481. |
| 15 | Royalties | 0 | | | |
| 16 | Occupancy | 2,990,665. | 2,899,184. | 91,232. | 249. |
| 17 | Travel | 647,180. | 541,773. | 83,128. | 22,279. |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials | 0 | | | |
| 19 | Conferences, conventions, and meetings | 366,411. | 337,794. | 23,528. | 5,089. |
| 20 | Interest | 0 | | | |
| 21 | Payments to affiliates | 0 | | | |
| 22 | Depreciation, depletion, and amortization | 1,424,101. | 1,100,628. | 323,473. | |
| 23 | Insurance | 63,883. | 50,180. | 13,703. | |
| 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 ----- | 465,517. | 429,733. | 27,848. | 7,936. |
| b | MISCELLANEOUS ----- | 1,325,741. | 1,181,527. | 72,580. | 71,634. |
| c | ----- | | | | |
| d | ----- | | | | |
| e | All other expenses ----- | | | | |
| 25 | Total functional expenses. Add lines 1 through 24e | 39,849,295. | 34,704,739. | 2,458,665. | 2,685,891. |
| 26 | Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) | 0 | | | |

Part X Balance Sheet

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

Part XI Reconciliation of Net Assets

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 | 46,444,194. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 39,849,295. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 6,594,899. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 32,050,281. |
| 5 | Other changes in net assets or fund balances (explain in Schedule O) | 5 | 2,479,517. |
| 6 | Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)). | 6 | 41,124,697. |

Part XII Financial Statements and Reporting

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

| | Yes | No |
|---|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | | X |
| b Were the organization's financial statements audited by an independent accountant? | X | |
| c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | X | |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | X | |

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

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

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

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

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

| | | |
|--|----------|----|
| | Yes | No |
| (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) | |
- h Provide the following information about the supported organization(s).

| (i) Name of supported organization | (ii) EIN | (iii) Type of organization (described on lines 1-9 above or IRC section (see instructions)) | (iv) Is the organization in col. (i) listed in your governing document? | | (v) Did you notify the organization in col. (i) of your support? | | (vi) Is the organization in col. (i) organized in the U.S.? | | (vii) Amount of support |
|------------------------------------|----------|---|---|----|--|----|---|----|-------------------------|
| | | | Yes | No | Yes | 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) 2011

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

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1 through 3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc. (see instructions); 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Percentage, and %. Rows include: 14 Public support percentage for 2011; 15 Public support percentage from 2010 Schedule A, Part II, line 14; 16a 33 1/3 % support test - 2011; b 33 1/3 % support test - 2010; 17a 10%-facts-and-circumstances test - 2011; b 10%-facts-and-circumstances test - 2010; 18 Private foundation.

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

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

Section A. Public Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business under section 513; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total. Add lines 1 through 5; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2007, (b) 2008, (c) 2009, (d) 2010, (e) 2011, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

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

Section C. Computation of Public Support Percentage

Table with 2 columns: Description, Percentage. Row 15: Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) 15 %; Row 16: Public support percentage from 2010 Schedule A, Part III, line 15 16 %

Section D. Computation of Investment Income Percentage

Table with 2 columns: Description, Percentage. Row 17: Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) 17 %; Row 18: Investment income percentage from 2010 Schedule A, Part III, line 17 18 %

19a 33 1/3 % support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization; b 33 1/3 % support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and stop here. The organization qualifies as a publicly supported organization; 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

5

Schedule of Contributors

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

2011

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2011

Open to Public Inspection

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.**

Department of the Treasury
Internal Revenue Service

▶ **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.

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 YEAR UP, INC. | Employer identification number 04-3534407 |
|---------------------------------------|--|

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

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

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

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

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

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

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

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

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

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|--|---|---|---|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1 a | Total lobbying expenditures to influence public opinion (grass roots lobbying) | 57,566. | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | 38,378. | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | 95,944. | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | 37,067,460. | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | 37,163,404. | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns. | 1,000,000. | | | | | | | | | | | | | |
| <table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 35%;">If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g | Grassroots nontaxable amount (enter 25% of line 1f) | 250,000. | | | | | | | | | | | | | |
| 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 zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | | | | | | | | | | |

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

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

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

Table with 3 main columns: (a) Yes/No, (b) Amount. Rows include: 1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation...; 2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?

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

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

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

Table with 3 columns: Question, Yes, No. Rows include: 1 Dues, assessments and similar amounts from members; 2 Section 162(e) nondeductible lobbying and political expenditures; 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues; 4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?; 5 Taxable amount of lobbying and political expenditures (see instructions)

Part IV Supplemental Information

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

Series of horizontal dashed lines for providing supplemental information.

Part IV Supplemental Information *(continued)*

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Name of the organization

YEAR UP, INC.

Supplemental Financial Statements

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

OMB No. 1545-0047

2011

Open to Public Inspection

Employer identification number

04-3534407

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

Table with 3 columns: Line number, Description, (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes...

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

Table with 2 columns: Description, Held at the End of the Tax Year. Rows 2a, 2b, 2c, 2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet...

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

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

Schedule D (Form 990) 2011

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

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

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

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XI V.

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

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

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

- a Board designated or quasi-endowment %
b Permanent endowment %
c Temporarily restricted endowment %
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

Table with 3 columns: Description, Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations, 3b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

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

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

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

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

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

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

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

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

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

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

| 1. (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) CAPITAL LEASE OBLIGATION | 4,956,693. |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| (10) | |
| (11) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 4,956,693. |

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

Table with 10 rows and 3 columns: Description, Line Number, Amount. Includes Total revenue, Total expenses, Excess or (deficit) for the year, Net unrealized gains, Donated services, Investment expenses, Prior period adjustments, Other, Total adjustments, and Excess or (deficit) for the year per audited financial statements.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

Table with 5 main rows and 3 columns: Description, Line Number, Amount. Includes Total revenue, gains, and other support per audited financial statements, and amounts included on line 1 but not on Form 990, Part VIII, line 12, broken down into sub-rows a-e.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

Table with 5 main rows and 3 columns: Description, Line Number, Amount. Includes Total expenses and losses per audited financial statements, and amounts included on line 1 but not on Form 990, Part IX, line 25, broken down into sub-rows a-e.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SEE PAGE 5

Part XIV Supplemental Information (continued)

SPECIAL EVENT EXPENSES: \$296,569

PART XII LINE 2D & PART XIII LINE 2D

ASC 740

PART X LINE 2

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

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

THE ORGANIZATION RECOGNIZES THE FINANCIAL STATEMENT BENEFIT OF A TAX POSITION ONLY AFTER DETERMINING THAT THE RELEVANT TAX AUTHORITY WOULD MORE LIKELY THAN NOT SUSTAIN THE POSITION FOLLOWING AN AUDIT. FOR TAX POSITIONS MEETING THE MORE-LIKELY-THAN-NOT THRESHOLD, THE AMOUNT

Part XIV Supplemental Information (continued)

RECOGNIZED IN THE FINANCIAL STATEMENTS IS THE LARGEST BENEFIT THAT HAS A GREATER THAN 50 PERCENT LIKELIHOOD OF BEING REALIZED UPON ULTIMATE SETTLEMENT WITH THE RELEVANT TAX AUTHORITY.

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

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

Schools

OMB No. 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization
YEAR UP, INC.

Employer identification number
04-3534407

Part I

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

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 NEW YORK, WASHINGTON DC, THE CITY OF PROVIDENCE, THE STATE OF RHODE ISLAND, AND NEW YORK CITY. THE \$2,539,976 IN GRANTS WAS FOR DEVELOPMENT TO SUPPORT THE ABOVE MENTIONED STATES.

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

| | (a) Event #1 | | | (b) Event #2 | | (c) Other Events | (d) Total events (add col. (a) through col. (c)) | |
|-----------------|--------------|---|------|--------------|----------|------------------|---|-------------|
| | NCR | GEEK | GALA | SF | GALA | 4. | | |
| | (event type) | | | (event type) | | (total number) | | |
| Revenue | 1 | Gross receipts | | | 234,940. | 204,579. | 638,705. | 1,078,224. |
| | 2 | Less: Charitable contributions | | | 215,464. | 163,256. | 529,823. | 908,543. |
| | 3 | Gross income (line 1 minus line 2) | | | 19,476. | 41,323. | 108,882. | 169,681. |
| Direct Expenses | 4 | Cash prizes | | | | | | |
| | 5 | Noncash prizes | | | | | | |
| | 6 | Rent/facility costs | | | | | | |
| | 7 | Food and beverages | | | | | | |
| | 8 | Entertainment | | | | | | |
| | 9 | Other direct expenses | | | 84,546. | 63,601. | 148,422. | 296,569. |
| | 10 | Direct expense summary. Add lines 4 through 9 in column (d) ▶ | | | | | | (296,569.) |
| | 11 | Net income summary. Combine line 3, column (d), and line 10 ▶ | | | | | | -126,888. |

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

| | (a) Bingo | | (b) Pull tabs/instant bingo/progressive bingo | | (c) Other gaming | | (d) Total gaming (add col. (a) through col. (c)) | |
|-----------------|-----------|---|---|----|------------------|----|--|-----|
| | Yes | No | Yes | No | Yes | No | | |
| Revenue | 1 | | Gross revenue | | | | | |
| Direct Expenses | 2 | | Cash prizes | | | | | |
| | 3 | | Noncash prizes | | | | | |
| | 4 | | Rent/facility costs | | | | | |
| | 5 | | Other direct expenses | | | | | |
| | 6 | | Volunteer labor | | | | | |
| 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? Yes No

b If "No," explain: _____

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

b If "Yes," explain: _____

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

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

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

- Director/officer
- Employee
- Independent contractor

17 Mandatory distributions:

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

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

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

Part I General Information on Grants and Assistance

- 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? Yes 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. Check this box if no one recipient 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) | ----- | | | | | | | |

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

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

Schedule I (Form 990) (2011)

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

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|------------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| 1 STUDENT TRANSPORTATION | 795. | 278,087. | | | |
| 2 COLLEGE TUITION AND RELATED FEES | 602. | 601,622. | | | |
| 3 EDUCATIONAL STIPENDS | 2,126. | 8,259,503. | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |

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

SCHEDULE I

PART 1 LINE 2

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

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

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

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

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

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

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

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

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

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

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

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

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

Schedule J (Form 990) 2011

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

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

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

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---------------------|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| 1 GERALD CHERTAVIAN | (i) | 223,078. | 0 | 0 | | 11,839. | 234,917. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 2 SUSAN MEEHAN | (i) | 167,743. | 0 | 0 | 8,521. | 7,303. | 183,567. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 3 WILLIAM M. LEHMAN | (i) | 160,064. | 0 | 0 | 7,694. | 11,839. | 179,597. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 4 KWEKU FORSTALL | (i) | 178,560. | 0 | 0 | 8,964. | 12,559. | 200,083. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 5 SANDRA STARK | (i) | 162,870. | 0 | 0 | 7,244. | 5,328. | 175,442. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 6 SHAWN J. BOHEN | (i) | 159,806. | 0 | 0 | 8,056. | 13,147. | 181,009. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 7 NATHAN BROWN | (i) | 149,363. | 0 | 0 | 7,594. | 14,359. | 171,316. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 8 CASEY B. RECUPERO | (i) | 137,334. | 0 | 0 | 6,902. | 12,547. | 156,783. | |
| | (ii) | 0 | 0 | 0 | | | | |
| 9 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 10 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 11 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 12 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 13 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 14 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 15 | (i) | | | | | | | |
| | (ii) | | | | | | | |
| 16 | (i) | | | | | | | |
| | (ii) | | | | | | | |

Part III Supplemental Information

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|-------------------------------|--|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 11. | 367,950. | FAIR VALUE |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (_____) | | | | |
| 26 Other ▶ (_____) | | | | |
| 27 Other ▶ (_____) | | | | |
| 28 Other ▶ (_____) | | | | |

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

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

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

Schedule M (Form 990) (2011)

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization

YEAR UP, INC.

Employer identification number

04-3534407

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 11A

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

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 12C

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

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

WILL BE TAKEN BY THE DISINTERESTED DIRECTORS OR MEMBERS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION B LINE 15

EACH YEAR UP STAFF MEMBER, INCLUDING THE CEO, RECEIVES A 360 DEGREE REVIEW (INCLUDING A REVIEW FROM LOCAL OR NATIONAL BOARD FOR SENIOR EXECUTIVES) PRIOR TO RECEIVING A SALARY ADJUSTMENT. THIS REVIEW OCCURS ANNUALLY. INPUTS TO THE SALARY INCREASE ARE INFORMED BY A NUMBER OF FACTORS, INCLUDING BUT NOT LIMITED TO, COMPETENCY PROFICIENCY, PERFORMANCE, EXPERIENCE, GEOGRAPHY, ORGANIZATIONAL GROWTH, AND OVERALL ECONOMY. THE GOVERNING BOARD REVIEWS PERFORMANCE EVALUATIONS, SALARIES, AND RECOMMENDATIONS FOR INCREASES FOR ALL YEAR UP EXECUTIVES ANNUALLY TO ENSURE OUR COMPENSATION SYSTEM IS FAIR AND EQUITABLE AND IN LINE WITH MARKET ANALYSIS. YEAR UP SALARIES AND SALARY BANDS ARE REVIEWED AGAINST MARKET DATA (DATA INCLUDING OVER 2000 NON PROFIT ORGANIZATIONS) ON AN ON-GOING BASIS. THIS REVIEW IS CONDUCTED TO ENSURE YEAR UP'S COMPENSATION IS COMPETITIVE, BUT IN LINE WITH OUR MARKET NICHE. THE HUMAN CAPITAL COMMITTEE OF THE BOARD CONDUCTS THE CEO REVIEW. INCLUDED IN THE COMMITTEE FILE IS A WRITTEN PERFORMANCE REVIEW GIVEN TO THE CEO, A COMPETITIVE BENCHMARK STUDY ON EXECUTIVE LEVEL COMPENSATION, AS WELL AS DOCUMENTATION IN THE MEETING MINUTES REGARDING A REVIEW OF ALL EXECUTIVE COMPENSATION DECISIONS.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI SECTION C LINE 19

AUDITED FINANCIAL STATEMENTS, GOVERNING DOCUMENTS AND CONFLICT OF

Name of the organization

Employer identification number

YEAR UP, INC.

04-3534407

INTEREST POLICY DOCUMENTS ARE AVAILABLE UPON REQUEST.

GOVERNANCE, MANAGEMENT AND DISCLOSURE

PART VI, LINE 1B

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

RECONCILIATION OF NET ASSETS

PART XI, LINE 5

| | |
|--|-----------|
| NONCASH DONATIONS OF SERVICES AND FACILITIES | 3,245,286 |
| USE OF DONATIONS OF SERVICES AND FACILITIES | (765,769) |
| | ----- |
| | 2,479,517 |

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

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

YEAR UP'S MISSION IS TO CLOSE THE OPPORTUNITY DIVIDE BY PROVIDING URBAN YOUNG ADULTS WITH THE SKILLS, EXPERIENCE AND SUPPORT THAT WILL EMPOWER THEM TO REACH THEIR POTENTIAL THROUGH PROFESSIONAL CAREERS AND HIGHER EDUCATION. WE ACHIEVE THIS MISSION THROUGH A HIGH SUPPORT, HIGH EXPECTATIONS MODEL THAT COMBINES MARKETABLE JOB SKILLS, STIPENDS, INTERNSHIPS, COLLEGE CREDIT, A BEHAVIOR MANAGEMENT SYSTEM AND SEVERAL LEVELS OF SUPPORT TO PLACE THESE YOUNG ADULTS ON A VIABLE PATH TO ECONOMIC SELF-SUFFICIENCY.

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

YEAR UP, INC. IS AN INNOVATIVE WORKFORCE DEVELOPMENT PROGRAM WHICH SERVES DISCONNECTED YOUNG ADULTS FROM MAJOR URBAN AREAS. YEAR UP'S MISSION IS TO CLOSE THE OPPORTUNITY DIVIDE BY PROVIDING URBAN YOUNG ADULTS WITH THE SKILLS, EXPERIENCE AND SUPPORT WHICH WILL EMPOWER THEM TO REACH THEIR POTENTIAL THROUGH PROFESSIONAL CAREERS AND HIGHER EDUCATION. YEAR UP ACHIEVES THIS MISSION THROUGH A HIGH SUPPORT, HIGH EXPECTATION MODEL THAT COMBINES MARKETABLE JOB SKILLS, STIPENDS, INTERNSHIPS AND COLLEGE CREDITS. OUR HOLISTIC APPROACH FOCUSES ON STUDENTS' PROFESSIONAL AND PERSONAL DEVELOPMENT TO PLACE THESE YOUNG ADULTS ON A VIABLE PATH TO ECONOMIC SELF-SUFFICIENCY. YEAR UP IS BASED ON A SIMPLE PREMISE: IF YOUNG ADULTS FROM URBAN COMMUNITIES ARE CHALLENGED AND SUPPORTED TO LEARN REAL JOB SKILLS AND GAIN HANDS-ON WORK EXPERIENCE IN A CORPORATE ENVIRONMENT, THEY'RE MORE LIKELY TO GET

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

ATTACHMENT 2 (CONT'D)

LIVEABLE-WAGE JOBS AND GO ON TO COLLEGE. IN OUR ELEVEN YEAR HISTORY, YEAR UP'S GROWTH TRAJECTORY HAS BEEN STEEP. WE HAVE INCREASED OUR ANNUAL OPERATING BUDGET FROM \$700,000 IN 2001 TO \$41 MILLION IN 2011. FROM A CLASS OF 22 STUDENTS IN 2001 WE HAVE SERVED APPROXIMATELY 1,328 STUDENTS IN 2011. YEAR UP NOW OPERATES IN NINE CITIES: BOSTON, PROVIDENCE, NEW YORK CITY, WASHINGTON DC, SAN FRANCISCO, ATLANTA, CHICAGO, BALTIMORE, AND SEATTLE. YEAR UP HAS UNIQUE PARTNERSHIPS WITH INSTITUTIONS OF HIGHER EDUCATION TO PROVIDE OUR STUDENTS WITH UP TO 23 COLLEGE CREDITS UPON GRADUATION. WE HAVE DEVELOPED A NETWORK OF MORE THAN 200 CORPORATE PARTNERS; COMPANIES THAT SUPPORT YEAR UP'S INTERNSHIP PROGRAM WHICH CURRENTLY ACCOUNTS FOR OVER 36% OF YEAR UP'S OPERATING REVENUE. YEAR UP'S MODEL WORKS. IN OUR ELEVEN YEARS, IT HAS 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. NEWLY RELEASED RESEARCH INDEPENDENTLY CONDUCTED BY ECONOMIC MOBILITY CORPORATION INDICATES THAT STUDENTS WHO COMPLETE THE YEAR UP PROGRAM HAVE ACCESS TO HIGHER QUALITY JOBS AND EARNED UP TO 30 PERCENT MORE THAN THOSE WHO DID NOT.

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

ATTACHMENT 3

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

| <u>NAME AND ADDRESS</u> | <u>DESCRIPTION OF SERVICES</u> | <u>COMPENSATION</u> |
|--|--------------------------------|---------------------|
| ACCOUNTING MANAGEMENT SOLUTIONS, INC. 800 SOUTH STREET WALTHAM, MA 02453 | ACCOUNTING SERVICES | 142,832. |
| TOTAL COMPENSATION | | <u>142,832.</u> |