

jm	Number and street (or P O box if mail is not delivered to street address) Room/suite	(202) 419-1540
ed	1400 16TH STREET NW	G Gross receipts \$ 14,314,403
return	City or town, state or country, and ZIP + 4	
n pending	WASHINGTON, DC 20036	
F Name and address of principal officer MICHAEL COHEN 1400 16TH STREET NW WASHINGTON, DC 20036		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 checked="" type="checkbox"/> No If "No," attach a list (see instructions)		
H(c) Group exemption number ▶		
npt 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		
e: ▶ WWW.ACHIEVE.ORG		
rganization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation 1996 M State of legal domicile DC

Summary		
Briefly describe the organization's mission or most significant activities ACHIEVE, INC (ACHIEVE) IS AN EDUCATION REFORM ORGANIZATION DEDICATED TO SUPPORTING STANDARDS-BASED EDUCATION REFORM EFFORTS ACROSS THE STATES ACHIEVE HELPS STATES RAISE ACADEMIC STANDARDS AND GRADUATION REQUIREMENTS, IMPROVE ASSESSMENTS AND STRENGTHEN ACCOUNTABILITY		
Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
Number of voting members of the governing body (Part VI, line 1a)	3	7
Number of independent voting members of the governing body (Part VI, line 1b)	4	7
Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	58
Total number of volunteers (estimate if necessary)	6	
Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
Net unrelated business taxable income from Form 990-T, line 34	7b	
	Prior Year	Current Year
Contributions and grants (Part VIII, line 1h)	5,473,720	9,561,749
Program service revenue (Part VIII, line 2g)	2,981,075	4,734,958
Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-6,276	3,836
Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	7,147	13,860
Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,455,666	14,314,403
Grants and similar amounts paid (Part IX, column (A), lines 1–3)		0
Benefits paid to or for members (Part IX, column (A), line 4)		0
Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	5,044,068	6,702,927
Professional fundraising fees (Part IX, column (A), line 11e)		0
Total fundraising expenses (Part IX, column (D), line 25) ▶241,415		
Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	4,327,140	7,085,491
Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	9,371,208	13,788,418
Revenue less expenses Subtract line 18 from line 12	-915,542	525,985
	Beginning of Current Year	End of Year
Total assets (Part X, line 16)	6,948,304	8,666,754
Total liabilities (Part X, line 26)	6,517,627	7,710,092
Net assets or fund balances Subtract line 21 from line 20	430,677	956,662

Signature Block	
ilties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any .	
***** Signature of officer	2013-05-13 Date

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒**1** Briefly describe the organization's mission

ACHIEVE, INC (ACHIEVE) IS AN EDUCATION REFORM ORGANIZATION DEDICATED TO SUPPORTING STANDARDS-BASED EDUCATION REFORM EFFORTS ACROSS THE STATES. ACHIEVE HELPS STATES RAISE ACADEMIC STANDARDS AND GRADUATION REQUIREMENTS, IMPROVE ASSESSMENTS AND STRENGTHEN ACCOUNTABILITY

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)	(Expenses \$)	4,390,561	including grants of \$	(Revenue \$)	4,527,615
	Partnership for Assessment of Readiness for College and Careers (PARCC)	Achieve is serving as the project management partner for PARCC, a consortium of states that was awarded a Race to the Top assessment competition grant. PARCC states have committed to building a K-12 assessment system that builds a pathway to college and career readiness for all students, creates high-quality assessments that measure the full range of the Common Core State Standards, supports educators in the classroom, makes better use of technology in assessments, and advances accountability at all levels. The first exams will be given in years 2014 and 2015				



























4b	(Code)	(Expenses \$)	3,316,891	including grants of \$	(Revenue \$)	221,203
	Content Research & Development (R&D)	Achieve regularly conducts R&D to help advance the work of states as well as the education reform community at large. Achieve's research includes studies of high school graduation requirements, implementation strategies for the Common Core State Standards, state accountability models, and analyses of expectations from countries around the world. In addition to the publication of reports, Achieve has developed tools that help states change policies and practices. Next-Generation Science Standards. In partnership with the National Academies of Science's National Research Council (NRC), National Science Teachers Association (NSTA) and the American Association for the Advancement of Science (AAAS), Achieve is managing a state-led process to develop next-generation science standards, based on the NRC's recently-released Conceptual Framework for Science Education				

4c	(Code)	(Expenses \$)	2,079,605	including grants of \$	(Revenue \$)
	Strategic Communications & Outreach	Achieve has developed a range of advocacy resources that aim to address common concerns with college and career readiness. Achieve has developed The Future Ready Project, a web-based resource center to help advocates develop, launch and refine their own college- and career-ready communications and outreach plans, critical for sustaining the agenda			

4d Other program services (Describe in Schedule O)

(Expenses \$ 1,843,052 including grants of \$) (Revenue \$)

4e Total program service expenses \$ 11,630,109

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

Go to line 20a. Did the organization attach its audited financial statement to this return? **Note.** All Form 990-EFs must be filed with the organization's audited financial statement.

Checklist of Required Schedules (continued)

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

1. All Form 990 filers are required to complete Schedule O

the organization comply with backup withholding rules for reportable payments to vendors and reportable ing (gambling) winnings to prize winners?	1c	Yes	
or the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax ements</i> filed for the calendar year ending with or within the year covered by this rn	2a		58
least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes	
1. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
the organization have unrelated business gross income of \$1,000 or more during the ?	3a		No
es," has it filed a Form 990-T for this year? <i>If "No," provide an explanation in Schedule O</i>	3b		No
ny time during the calendar year, did the organization have an interest in, or a signature or other authority ; a financial account in a foreign country (such as a bank account or securities ount)?	4a		No
es," enter the name of the foreign country ▶ _____ instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		No
any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		No
es" to line 5a or 5b, did the organization file Form 8886-T?	5c		No
s the organization have annual gross receipts that are normally greater than \$100,000, and did the nization solicit any contributions that were not tax deductible?	6a		No
es," did the organization include with every solicitation an express statement that such contributions or gifts : not tax deductible?	6b		No
Contributions that may receive deductible contributions under section 170(c).			
the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and ices provided to the payor?	7a		No
es," did the organization notify the donor of the value of the goods or services provided?	7b		No
the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to form 8282?	7c		No
es," indicate the number of Forms 8282 filed during the year	7d		0
the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit ract?	7e		No
the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		No
e organization received a contribution of qualified intellectual property, did the organization file Form 8899 as ired?	7g		No
e organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a 1098-C?	7h		No
Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess ness holdings at any time during the year?	8		No
Sponsoring organizations maintaining donor advised funds.			
the organization make any taxable distributions under section 4966?	9a		No
the organization make a distribution to a donor, donor advisor, or related person?	9b		No
Section 501(c)(7) organizations. Enter			
ation fees and capital contributions included on Part VIII, line 12	10a		
is receipts, included on Form 990, Part VIII, line 12, for public use of club ities	10b		
Section 501(c)(12) organizations. Enter			
is income from members or shareholders	11a		
is income from other sources (Do not net amounts due or paid to other ces against amounts due or received from them)	11b		
Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		No
es," enter the amount of tax-exempt interest received or accrued during the	12b		
Section 501(c)(29) qualified nonprofit health insurance issuers.			

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

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

	Yes	No
10a		No
10b		No
11a	Yes	
12a	Yes	
12b	Yes	
12c	Yes	
13	Yes	
14	Yes	
15a	Yes	
15b	Yes	
16a		No
16b		No

Part C. Disclosure

the States with which a copy of this Form 990 is required to be filed ☒ DC

Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) only) available for public inspection. Indicate how you made these available. Check all that apply.

☒ Own website ☒ Another's website ☒ Upon request

Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of

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 ☐

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

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

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

For the organization's **current** key employees, if any. See instructions for definition of "key employee."

For 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.

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

For 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 organizations compensated any current or former 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			
ERSTNER JR :ITUS	1 00	X						0	0	0
OR DAVE HEINEMAN BER	1 00	X						0	0	0
WADSWORTH BER	1 00	X						0	0	0
OR JAY NIXON BER	1 00	X						0	0	0
OR DEVAL PATRICK BER	1 00	X						0	0	0
OR BILL HASLAM BER	1 00	X						0	0	0
GRIER BER	1 00	X						0	0	0
ARRETT	1 00	X						0	0	0
AYRE	1 00			X				0	0	0
EL COHEN	40 00			X				263,800	0	45,796
IN PRUITT T, R&D	40 00				X			166,624	0	38,044
FISER MENT, FINANCE & OPS	40 00				X			172,077	0	34,574
SLOVER	40 00				X			176,536	0	40,127
A BOYD IC INITIATIVES	40 00				X			185,248	0	37,327
AS SOVDE :	40 00					X		155,987	0	30,450
V JONES RATION	40 00					X		178,865	0	1,440
Y NELHAUS MENT	40 00					X		155,576	0	9,688

	per week (describe hours for related organizations in Schedule O)	unless person is both an officer and a director/trustee)						from the organization (W-2/1099-MISC)	from related organizations (W-2/1099-MISC)	compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
N WEEEDON MENT	40 00					X		139,500	0	22,696
LATTERY SCIENCE	40 00					X		144,060	0	15,582
EW GANDAL JP	40 00						X	110,385	0	21,581
-Total										
al from continuation sheets to Part VII, Section A										
al (add lines 1b and 1c)								1,848,658		297,305

il number of individuals (including but not limited to those listed above) who received more than 0,000 of reportable compensation from the organization▶17

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

n B. Independent Contractors

omplete this table for your five highest compensated independent contractors that received more than 0,000 of compensation from the organization Report compensation for the calendar year ending with ithin the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
AL HILL H 03755	CONSULTANT	178,219
TIME CONTROLLER LLC EET NW SUITE 440 N, DC 20006	ACCOUNTING	172,502
T MYER DR VA 22209	WEBSITE DEVELOPMENT	163,250
ITION STRATEGIES LLC		

b	Membership dues	1b				
c	Fundraising events	1c				
d	Related organizations	1d				
e	Government grants (contributions)	1e				
f	All other contributions, gifts, grants, and similar amounts not included above	1f	9,561,749			
g	Noncash contributions included in lines 1a-1f \$ _____					
h	Total. Add lines 1a-1f		9,561,749			

	Business Code				
a	FEE FOR SERVICE CONTRACTS		4,734,958	4,734,958	
b					
c					
d					
e					
f	All other program service revenue				
g	Total. Add lines 2a-2f		4,734,958		

	Investment income (including dividends, interest and other similar amounts)		3,836		3,836
	Income from investment of tax-exempt bond proceeds		0		
	Royalties		0		

	(i) Real	(ii) Personal			
a	Gross rents				
b	Less rental expenses				
c	Rental income or (loss)				
d	Net rental income or (loss)		0		

	(i) Securities	(ii) Other			
a	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		

a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a			
b	Less direct expenses	b			
c	Net income or (loss) from fundraising events		0		
a	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		
0a	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				
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Section 501(c)(3) and 501(c)(4) organizations must complete all columns
er organizations must complete column (A) but are not required to complete columns (B), (C), and (D)
if Schedule O contains a response to any question in this Part IX

Include amounts reported on lines 6b, 7, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
Grants and other assistance to individuals in the United States See Part IV, line 22	0			
Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
Refunds paid to or for members	0			
Compensation of current officers, directors, trustees, and employees	1,123,120	839,791	283,329	
Compensation not included above, to disqualified persons defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
Officer salaries and wages	4,330,370	3,688,085	482,089	160,196
Pension plan contributions (include section 401(k) and section 408(a) employer contributions)	360,885	250,287	88,219	22,379
Officer employee benefits	522,881	417,424	85,042	20,415
Payroll taxes	365,671	301,917	53,128	10,626
Salaries for services (non-employees)				
Management	0			
Legal	105,118	105,118		
Accounting	234,231		234,231	
Printing	0			
Professional fundraising See Part IV, line 17	0			
Investment management fees	0			
Officer	3,293,172	3,120,582	172,590	
Advertising and promotion	0			
Office expenses	364,650	247,952	115,333	1,365
Information technology	133,609	120,679	12,930	
Rentalties	0			
Occupancy	613,637	404,759	194,292	14,586
Travel	1,186,763	1,140,416	46,347	
Expenses of travel or entertainment expenses for any federal, state, or local public officials	0			
Conferences, conventions, and meetings	527,581	523,735	3,846	
Interest	1,563		1,563	
Contributions to affiliates	0			
Depreciation, depletion, and amortization	205,181	161,214	39,082	4,885
Insurance	26,050		23,322	2,728
Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
PROCESSING FEES	16,134		16,134	
DEBT EXPENSE	40,814	40,814		
RECRUITMENT	89,930	73,277	16,653	
REPAIRS & MAINTENANCE	238,085	191,264	42,586	4,235
Other expenses	8,973	2,795	6,178	
Total functional expenses. Add lines 1 through 24f	13,788,418	11,630,109	1,916,894	241,415
Net costs. Check here <input checked="" type="checkbox"/> if following instructions on page 98-2 (ASC 958-720) Complete this line only if the				

Balance Sheet

		(A) Beginning of year		(B) End of year
Cash—non-interest-bearing		14,188	1	2,923,157
Savings and temporary cash investments		3,661,593	2	0
Pledges and grants receivable, net		253,938	3	1,113,669
Accounts receivable, net		1,698,706	4	3,271,447
Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	0
Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L			6	0
Notes and loans receivable, net			7	0
Inventories for sale or use			8	0
Prepaid expenses and deferred charges		161,453	9	135,876
Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	1,521,193		
Less accumulated depreciation	10b	349,667		
		1,107,347	10c	1,171,526
Investments—publicly traded securities			11	0
Investments—other securities See Part IV, line 11			12	0
Investments—program-related See Part IV, line 11			13	0
Intangible assets			14	0
Other assets See Part IV, line 11		51,079	15	51,079
Total assets. Add lines 1 through 15 (must equal line 34)		6,948,304	16	8,666,754
Accounts payable and accrued expenses		916,431	17	1,582,347
Grants payable			18	
Deferred revenue		4,604,006	19	4,143,978
Tax-exempt bond liabilities			20	
Escrow or custodial account liability Complete Part IV of Schedule D			21	
Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
Secured mortgages and notes payable to unrelated third parties			23	
Unsecured notes and loans payable to unrelated third parties			24	
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		997,190	25	1,983,767
Total liabilities. Add lines 17 through 25		6,517,627	26	7,710,092
Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
Unrestricted net assets		430,677	27	319,608
Temporarily restricted net assets			28	637,054
Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
Capital stock or trust principal, or current funds			30	
Paid-in or capital surplus, or land, building or equipment fund			31	
Retained earnings, endowment, accumulated income, or other funds			32	
Total net assets or fund balances		430,677	33	956,662
Total liabilities and net assets/fund balances		6,948,304	34	8,666,754

PART A
For 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2011

Open to Public Inspection

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.

U.S. Treasury
Department

Organization

Employer identification number

52-2006429

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

Organization is not a private foundation because it is (For lines 1 through 11, check only one box)

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

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)

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

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)

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**

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

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)

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

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

(i) a person who directly or indirectly controls, either alone or together with persons described in (ii)

and (iii) below, the governing body of the the supported organization?

(ii) a family member of a person described in (i) above?

(iii) a 35% controlled entity of a person described in (i) or (ii) above?

Provide the following information about the supported organization(s)

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

Type 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	

Part I Support Schedule for Organizations Described in IRC 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.)

Part A. Public Support

year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
grants, contributions, and membership fees received (Do not include any "unusual grants.")	6,248,715	7,359,888	7,694,059	8,454,795	14,296,707	44,054,164
revenues levied for the organization's benefit and either for or expended on its facilities						0
value of services or facilities furnished by a governmental unit to the organization without charge						0
Line 4 Add lines 1 through 3	6,248,715	7,359,888	7,694,059	8,454,795	14,296,707	44,054,164
portion of total contributions each person (other than a governmental unit or publicly traded organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						24,729,394
c Support. Subtract line 5 from line 4						19,324,770

Part B. Total Support

year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
amounts from line 4	6,248,715	7,359,888	7,694,059	8,454,795	14,296,707	44,054,164
investment income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	112,967	44,438	25,322	17,238	3,836	203,801
income from unrelated business activities, whether or not the business is regularly carried on						0
other income (Explain in Part IV. Do not include gain or loss from the sale of capital assets.)	5,505	18,812	1,500	7,147	13,860	46,824
Line 6 Total support. (Add lines 7 through 10)						44,304,789
other receipts from related activities, etc. (See instructions.)					12	7,028,491

Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ☐**Part C. Computation of Public Support Percentage**

c Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	43.620 %
c Support Percentage for 2010 Schedule A, Part II, line 14	15	35.320 %

3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ☒**3% support test—2010.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ☒**Facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization. ☒**Facts-and-circumstances test—2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization. ☒**Private Foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions. ☒

n A. Public Support

year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1. Grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2. Receipts from admissions, merchandise sold or services performed, or facilities furnished in connection with the organization's tax-exempt purpose						
3. Receipts from activities that are not an unrelated trade or business under section 513						
4. Revenues levied for the organization's benefit and either retained by or expended on its behalf						
5. Value of services or facilities furnished by a governmental unit to the organization without charge						
6. Total. Add lines 1 through 5						
7. Amounts included on lines 1, 2, and 3 received from disqualified persons						
8. Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the base amount on line 13 for the year						
9. Public Support (Subtract line 7c from line 6)						

n B. Total Support

year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1. Amounts from line 6						
2. Income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
3. Related business taxable income (less section 511 taxes) from businesses acquired after 1975						
4. Income from lines 10a and 10b						
5. Income from unrelated business activities not included on line 10b, whether or not the activity is regularly carried on or income. Do not include capital gain or loss from the sale of capital assets (Explain in Part III.)						
6. Total support (Add lines 9, 10c, and 12)						

Five Years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ☐

n C. Computation of Public Support Percentage

Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
Public support percentage from 2010 Schedule A, Part III, line 15	16	

n D. Computation of Investment Income Percentage

Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
Investment income percentage from 2010 Schedule A, Part III, line 17	18	

3 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 ☐

Part IV

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

Facts And Circumstances Test

Explanation

Supplemental Financial Statements

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

2011

Open to Public Inspection

the organization

VC

Employer identification number

52-2006429

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

	(a) Donor advised funds	(b) Funds and other accounts
l number at end of year		
egate contributions to (during year)		
egate grants from (during year)		
egate value at end of year		

the organization inform all donors and donor advisors in writing that the assets held in donor advised s are the organization's property, subject to the organization's exclusive legal control?

☐ Yes ☐ No

the organization inform all grantees, donors, and donor advisors in writing that grant funds may be l only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose erring impermissible private benefit

☐ Yes ☐ No

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

lose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

Protection of natural habitat

☐ Preservation of a certified historic structure

Preservation of open space

plete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation ment on the last day of the tax year

il number of conservation easements

il acreage restricted by conservation easements

iber of conservation easements on a certified historic structure included in (a)

iber of conservation easements included in (c) acquired after 8/17/06

iber of conservation easements modified, transferred, released, extinguished, or terminated by the organization during :axable year ► _____

iber of states where property subject to conservation easement is located ► _____

s the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and rcement of the conservation easements it holds?

☐ Yes ☐ No

f and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ► _____

unt of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year

s each conservation easement reported on line 2(d) above satisfy the requirements of section (h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☐ Yes ☐ No

art XIV, describe how the organization reports conservation easements in its revenue and expense statement, and nce sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes organization's accounting for conservation easements

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

e organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, ide, in Part XIV, the text of the footnote to its financial statements that describes these items

e organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, orical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, ide the following amounts relating to these items

Revenues included in Form 990, Part VIII, line 1

► \$ _____

Assets included in Form 990, Part X

► \$ _____

e organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the wing amounts required to be reported under SFAS 116 relating to these items

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

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

- Public exhibition ☐ **d** ☐ Loan or exchange programs
- Scholarly research ☐ **e** ☐ Other
- Preservation for future generations

vide a description of the organization's collections and explain how they further the organization's exempt purpose in
XIV

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

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.

re organization an agent, trustee, custodian or other intermediary for contributions or other assets not
ided on Form 990, Part X? ☐ **Yes** ☐ **No**

es," explain the arrangement in Part XIV and complete the following table

inning balance

itions during the year

ributions during the year

ing balance

	Amount
1c	
1d	
1e	
1f	

the organization include an amount on Form 990, Part X, line 21? ☐ **Yes** ☐ **No**

es," explain the arrangement in Part XIV

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

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
inning of year balance					
tributions					
vestment earnings or losses					
nts or scholarships					
er expenditures for facilities programs					
ministrative expenses					
of year balance					

vide the estimated percentage of the year end balance held as

rd designated or quasi-endowment ▶

nanent endowment ▶

n endowment ▶

there endowment funds not in the possession of the organization that are held and administered for the
nization by

	Yes	No
related organizations	3a(i)	
related organizations	3a(ii)	
es" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

cribe in Part XIV the intended uses of the organization's endowment funds

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
.				
ngs				
hold improvements		750,557	112,876	637,681
ment		445,767	173,652	272,115
.		324,869	63,139	261,730
l lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				1,171,526

umn (b) should equal Form 990, Part X, col (B) line 12) ▶

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

umn (b) should equal Form 990, Part X, col (B) line 13) ▶

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

(a) Description	(b) Book value

umn (b) should equal Form 990, Part X, col.(B) line 15.) ▶

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

(a) Description of Liability	(b) Amount
Income Taxes	
CREDIT	1,000,000
D RENT	983,767

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

total revenue (Form 990, Part VIII, column (A), line 12)	1	14,314,403
total expenses (Form 990, Part IX, column (A), line 25)	2	13,788,418
excess or (deficit) for the year Subtract line 2 from line 1	3	525,985
unrealized gains (losses) on investments	4	
depreciated services and use of facilities	5	
investment expenses	6	
prior period adjustments	7	
other (Describe in Part XIV)	8	
total adjustments (net) Add lines 4 - 8	9	
excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	525,985

Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

total revenue, gains, and other support per audited financial statements	1	14,446,403
amounts included on line 1 but not on Form 990, Part VIII, line 12		
at unrealized gains on investments	2a	
depreciated services and use of facilities	2b	132,000
recoveries of prior year grants	2c	
other (Describe in Part XIV)	2d	
add lines 2a through 2d	2e	132,000
subtract line 2e from line 1	3	14,314,403
amounts included on Form 990, Part VIII, line 12, but not on line 1		
investment expenses not included on Form 990, Part VIII, line 7b	4a	
other (Describe in Part XIV)	4b	
add lines 4a and 4b	4c	
total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	14,314,403

Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

total expenses and losses per audited financial statements	1	13,920,418
amounts included on line 1 but not on Form 990, Part IX, line 25		
depreciated services and use of facilities	2a	132,000
prior year adjustments	2b	
other losses	2c	
other (Describe in Part XIV)	2d	
add lines 2a through 2d	2e	132,000
subtract line 2e from line 1	3	13,788,418
amounts included on Form 990, Part IX, line 25, but not on line 1 :		
investment expenses not included on Form 990, Part VIII, line 7b	4a	
other (Describe in Part XIV)	4b	
add lines 4a and 4b	4c	
total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	13,788,418

V Supplemental Information

Use 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, line 4, Part X, 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.

Identifier	Return Reference	Explanation
	Part X FIN48 Footnote	Achieve had no liability for uncertain tax positions. Achieve's federal exempt organization returns are subject to examination by the IRS, generally for a period of three years after the returns are filed.

ile J

))

ne Treasury
e Service**Compensation Information**

OMB No 1545-0047

2011**Open to Public
Inspection****For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees****► Complete if the organization answered "Yes" to Form 990,
Part IV, question 23.****► Attach to Form 990. ► See separate instructions.**the organization
VC

Employer identification number

52-2006429

Questions Regarding Compensation

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.

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

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

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?

Check all that apply to indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

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

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:

Receive a severance payment or change-of-control payment?

Participate in, or receive payment from, a supplemental nonqualified retirement plan?

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.

For 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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

the organization?

or a related organization?

If "Yes," to line 5a or 5b, describe in Part III.

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

the organization?

or a related organization?

If "Yes," to line 6a or 6b, describe in Part III.

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.

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

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

No

4b

No

4c

No

5a

No

5b

No

6a

No

6b

No

7

No

8

No

9

No

Part VII Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

Individuals 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.

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, columns (D) and (E) 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 in Form 990 or Form 990-E
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
SON SON	(i)	139,500		14,500	8,196	162,196	
	(ii)						
HEN PRUITT	(i)	166,624		16,972	21,072	204,668	
	(ii)						
DRA BOYD	(i)	185,248		18,211	19,116	222,575	
	(ii)						
DY FISER	(i)	172,077		17,306	17,268	206,651	
	(ii)						
HAEL COHEN	(i)	263,800		26,680	19,116	309,596	
	(ii)						
THEW	(i)	110,385		11,039	10,542	131,966	
	(ii)						
RA SLOVER	(i)	176,536		19,043	21,084	216,663	
	(ii)						
REY NELHAUS	(i)	155,576		8,248	1,440	165,264	
	(ii)						
I SLATTERY	(i)	144,060		14,406	1,176	159,642	
	(ii)						
UGLAS SOVDE	(i)	155,987		9,594	20,856	186,437	
	(ii)						
ISON JONES	(i)	178,865			1,440	180,305	
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

III Supplemental Information

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

Identifier	Return Reference	Explanation
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OMB No 1545-0047

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 to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

2011

Open to Public Inspection

Name of the organization ACHIEVE INC	Employer identification number 52-2006429
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Identifier	Return Reference	Explanation
Form 990, Part VI, Line 19	Form 990, Part VI, Line 19 Other Organization Documents Publicly Available	THE FORM 990 IS AVAILABLE AT THE ORGANIZATION'S OFFICES DURING NORMAL BUSINESS HOURS OR A COPY WILL BE PROVIDED UPON REQUEST THE FORM 990 IS ALSO ACCESSIBLE THROUGH GUIDESTAR ORG GOVERNING DOCUMENTS, THE CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE SUBJECT TO THE FEDERAL PUBLIC DISCLOSURE RULES, AND THEREFORE, THESE DOCUMENTS WILL BE MADE PUBLICLY AVAILABLE BY ON-SITE REVIEW OR ELECTRONIC MEDIA

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 15b	Form 990, Part VI, Line 15b Compensation Review and Approval Process for Officers and Key Employees	PRESIDENT REVIEWS PERSONNEL PERFORMANCE AND DETERMINES APPROPRIATE STAFF COMPENSATION

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 12c	Form 990, Part VI, Line 12c Explanation of Monitoring and Enforcement of Conflicts	<p>THE CONFLICT OF INTEREST DISCLOSURE FORM IS REQUIRED TO BE COMPLETED ANNUALLY, SOONER IF A SIGNIFICANT CHANGE OCCURS. GUIDELINES ARE PROVIDED REGARDING CIRCUMSTANCES THAT MAY RESULT IN A CONFLICT OF INTEREST. ALL INDIVIDUALS ARE REQUIRED TO REPORT ANY CONFLICTS OF INTEREST ON THE CONFLICT OF INTEREST FORM, WHICH MUST INCLUDE A BRIEF STATEMENT OF THE NATURE AND EXTENT OF THE CONFLICT OF INTEREST. ALL INDIVIDUALS ARE RESPONSIBLE FOR REPORTING CONFLICTS OF INTEREST TO THE VP OF MANAGEMENT, FINANCE, & OPERATIONS WHO WILL DETERMINE IF AN ACTUAL CONFLICT EXISTS. IF A CONFLICT OF INTEREST IS IDENTIFIED AND THERE IS NO REASONABLE WAY TO MANAGE THE CONFLICT OF INTEREST, THE INDIVIDUAL MAY BE PROHIBITED FROM PARTICIPATING IN CONFLICTING ORGANIZATION AFFAIRS. IF THE ORGANIZATION BECOMES AWARE OF ANY CONFLICT OF INTEREST THAT WAS NOT DISCLOSED, A DISCUSSION WILL BE HELD WITH THE INDIVIDUAL, WRITTEN DISCLOSURE PROVIDED BY THE POLICY WILL BE COMPLETED, AND THE CONFLICT WILL BE MANAGED.</p>

Identifier	Return Reference	Explanation
Form 990, Part VI, Line 11	Form 990, Part VI, Line 11 Form 990 Review Process	<p>PRIOR TO THE FILING OF THE FORM 990, INCLUDING ALL SUPPLEMENTAL FORMS AND SCHEDULES, THE CHIEF FINANCIAL OFFICER WILL RECONCILE AMOUNTS PER THE AUDITED FINANCIAL STATEMENTS TO THE FORM 990. THE CHIEF FINANCIAL OFFICER AND THE TREASURER WILL REVIEW THE FORM IN ITS ENTIRETY. THE CHIEF FINANCIAL OFFICER WILL REVIEW THE FORM WITH THE PRESIDENT, INCLUDING SIGNIFICANT HIGHLIGHTS. THE FORM 990 IS MADE AVAILABLE TO THE AUDIT COMMITTEE MEMBERS OR THEIR DELEGATES, PRIOR TO FILING THE FORM 990 WITH THE IRS. ONCE THE FORM IS REVIEWED, THE PRESIDENT SIGNS THE FORM 990 AND THE FORM 990 IS SUBMITTED TO THE IRS ELECTRONICALLY.</p>

Identifier	Return Reference	Explanation
Form 990, Part III, Line 4d	Form 990, Part III, Line 4d Other Program Services Description	<p>OTHER PROGRAM SERVICES 4 Partnership for Assessment of Readiness for College and Careers (PARCC) Achieve is serving as the project management partner for PARCC, a consortium of states that was awarded a Race to the Top assessment competition grant PARCC states have committed to building a K-12 assessment system that builds a pathway to college and career readiness for all students, creates high-quality assessments that measure the full range of the Common Core State Standards, supports educators in the classroom, makes better use of technology in assessments, and advances accountability at all levels The first exams will be given in years 2014 and 2015</p>