

Number and street (or P O box if mail is not delivered to street address)	Room/suite	E Telephone number
1400 16TH STREET NW NO 510		(202) 419-1540
City or town, state or country, and ZIP + 4		
WASHINGTON, DC 20036		
		G Gross receipts \$ 14,806,519
F Name and address of principal officer MICHAEL COHEN 1400 16TH STREET NW NO 510 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 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

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 ☐ 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 2012 (Part V, line 2a)	5	70
Total number of volunteers (estimate if necessary)	6	0
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	0

	Prior Year	Current Year
Contributions and grants (Part VIII, line 1h)	9,561,749	9,893,932
Program service revenue (Part VIII, line 2g)	4,734,958	4,899,313
Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,836	0
Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	13,860	13,274
Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,314,403	14,806,519
Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
Benefits paid to or for members (Part IX, column (A), line 4)	0	0
Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	6,702,927	7,415,800
Professional fundraising fees (Part IX, column (A), line 11e)	0	0
Total fundraising expenses (Part IX, column (D), line 25) ▶ 309,037		
Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	7,085,491	6,760,236
Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	13,788,418	14,176,036
Revenue less expenses Subtract line 18 from line 12	525,985	630,483
	Beginning of Current Year	End of Year
Total assets (Part X, line 16)	8,666,754	8,592,619
Total liabilities (Part X, line 26)	7,710,092	7,005,474
Net assets or fund balances Subtract line 21 from line 20	956,662	1,587,145

Signature Block

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

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

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.

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

If "Yes," describe these changes on Schedule O

4a	(Code	5,382,884	including grants of \$	(Revenue \$	4,830,044)
	(Expenses \$				

4b	(Code	4,097,760	including grants of \$) (Revenue \$
)
















4c	(Code	(Expenses \$	2,607,911	including grants of \$) (Revenue \$

(Code	(Expenses \$	512,812	including grants of \$	(Revenue \$	82,543)
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4d Other program services (Describe in Schedule O)

AP	Total program costs/advance	17 601 367
AP	Total program costs/advance	17 601 367

Checklist of Required Schedules

	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, 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, a 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 for escrow or custodial account liability, served as a fiduciary for amounts not listed in Part X, or provided 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, held 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 "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 and XII 	12a	Yes
Has 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 and XII 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, management, investment, and program service activities outside the United States, or aggregate foreign investments or assets of \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
Has the organization reported on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any individual or entity located outside the United States? If "Yes," complete Schedule F, Parts 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 United States? If "Yes," complete Schedule F, Parts 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 (see instructions)	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 operated one or more hospital facilities? If "Yes," complete Schedule H	20a	No
Has the organization answered "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Checklist of Required Schedules (continued)

the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		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, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	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 lines 24b through 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		
the organization maintain an escrow account other than a refunding escrow at any time during the year to secure any tax-exempt bonds?	24c		
the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction 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
did the organization make a loan to or by a current or former officer, director, trustee, key employee, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		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 direct or indirect 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, Part II, III, or IV, Part V, line 1	34		No
the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
as to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
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 11b and 19?	38	Yes	

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, Transmittal of Wage and Statements, filed for the calendar year ending with or within the year covered his return	2a		70
least one is reported on line 2a, did the organization file all required federal employment tax returns? a. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	Yes	
the organization have unrelated business gross income of \$1,000 or more during the year?	3a		No
es," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
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, securities account, or other financial unt)?	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		
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 as charitable contributions?	6a		No
es," did the organization include with every solicitation an express statement that such contributions or gifts : not tax deductible?	6b		
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		
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		
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		
e organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a 1098-C?	7h		
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		
Sponsoring organizations maintaining donor advised funds.			
the organization make any taxable distributions under section 4966?	9a		
the organization make a distribution to a donor, donor advisor, or related person?	9b		
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 sources nst 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		
es," enter the amount of tax-exempt interest received or accrued during the	12b		
Section 501(c)(29) qualified nonprofit health insurance issuers.			
ie organization licensed to issue qualified health plans in more than one state?	13a		

Part A. Governing Body and Management

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

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.

☒ Website ☒ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

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

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

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

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

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

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

ns in the following order individual trustees or directors, institutional trustees, officers, key employees, highest
 ted employees, and former such persons

:his 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 (list any hours for related organizations below dotted line)	(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			
ARRETT	1 00	X						0	0	0
GRIER	1 00	X						0	0	0
BER										
OR BILL HASLAM	1 00	X						0	0	0
BER										
OR DEVAL PATRICK	1 00	X						0	0	0
BER										
OR JAY NIXON	1 00	X						0	0	0
BER										
WADSWORTH	1 00	X						0	0	0
BER										
OR DAVE HEINEMAN	1 00	X						0	0	0
BER										
ERSTNER JR	1 00	X						0	0	0
ITUS										
COHEN	40 00			X				265,300	0	46,302
SAYRE	1 00			X				0	0	0
A BOYD	40 00				X			209,799	0	40,387
SLOVER	40 00				X			189,388	0	39,512
IN PRUITT	40 00				X			180,808	0	38,080
NT, R&D										
N WEEEDON	40 00				X			180,892	0	24,382
RELATIONS & STRATEGIC PARTNERSHIPS										
AS SOVDE	40 00					X		148,923	0	29,888

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
PELTZMAN	40 00					X		122,845	0	32,230
OLICY & IMPLEMENTATION										
TINE TELL	40 00						X	145,277	0	15,543
R OF STATE SERVICES										
ROSENTHAL	40 00						X	120,877	0	19,300
R OF FINANCE										
-Total										
al from continuation sheets to Part VII, Section A										
al (add lines 1b and 1c)							1,993,377	0	308,469	

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

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.

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	9,893,932			
g	Noncash contributions included in lines 1a-1f \$					
h	Total. Add lines 1a-1f		9,893,932			

2a	FEE FOR SERVICE CONTRACTS	Business Code				
b		611710	4,899,313	4,899,313		
c						
d						
e						
f	All other program service revenue					
g	Total. Add lines 2a-2f		4,899,313			

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

	(i) Real	(ii) Personal				
6a	Gross rents					
b	Less rental expenses					
c	Rental income or (loss)					
d	Net rental income or (loss)					

	(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)					

8a	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					

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					

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					

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

Include amounts reported on lines 6b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
nts and other assistance to governments and organizations he United States See Part IV, line 21				
nts and other assistance to individuals in the ted States See Part IV, line 22				
nts and other assistance to governments, anizations, and individuals outside the United tes See Part IV, lines 15 and 16				
iefits paid to or for members				
npensation of current officers, directors, trustees, and employees	1,335,389	891,366	185,385	258,638
npensation not included above, to disqualified persons defined under section 4958(f)(1)) and persons cribed in section 4958(c)(3)(B)				
ier salaries and wages	4,781,686	4,218,725	562,961	
ision plan accruals and contributions (include section 401(k) 403(b) employer contributions)	345,365	308,514	36,851	
ier employee benefits	552,344	483,727	68,617	
roll taxes	401,016	334,383	50,462	16,171
s for services (non-employees)				
agement				
al	156,881	156,881		
counting	20,230		20,230	
bying				
essional fundraising services See Part IV, line 17				
estment management fees				
ier (If line 11g amount exceeds 10% of line 25, mn (A) amount, list line 11g expenses on edule O)	3,550,712	3,024,325	526,387	
vertising and promotion				
ce expenses	406,153	303,421	94,963	7,769
ormation technology	66,881	52,447	14,434	
alties				
upancy	635,262	489,689	131,016	14,557
vel	898,090	866,481	31,609	
ments of travel or entertainment expenses for any federal, te, or local public officials				
ferences, conventions, and meetings	456,219	450,037	6,182	
arest	188		169	19
ments to affiliates				
preciation, depletion, and amortization	221,750	174,552	42,478	4,720
urance	26,370	17,645	8,105	620
ier expenses Itemize expenses not covered above (List cellaneous expenses in line 24e If line 24e amount exceeds 10% ne 25, column (A) amount, list line 24e expenses on Schedule O)				
PAIRS & MAINTENANCE	232,775	189,161	39,253	4,361
CRUITMENT	56,280	70	56,210	
CESSING FEES	17,207		15,486	1,721
ES AND SUBSCRIPTIONS	7,868	602	7,266	
other expenses	7,370	639,341	-632,432	461
al functional expenses. Add lines 1 through 24e	14,176,036	12,601,367	1,265,632	309,037
it costs. Complete this line only if the organization orted in column (B) joint costs from a combined ational campaign and fundraising solicitation. Check				

Balance Sheet

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

	(A) Beginning of year		(B) End of year
Cash—non-interest-bearing	2,923,157	1	2,464,426
Savings and temporary cash investments		2	
Pledges and grants receivable, net	1,113,669	3	1,706,754
Accounts receivable, net	3,271,447	4	3,242,900
Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
Loans and other 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) Complete Part II of Schedule L		6	
Notes and loans receivable, net		7	
Inventories for sale or use		8	
Prepaid expenses and deferred charges	135,876	9	143,973
Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 1,554,904		
Less accumulated depreciation	10b 571,417		
	1,171,526	10c	983,487
Investments—publicly traded securities		11	
Investments—other securities See Part IV, line 11		12	
Investments—program-related See Part IV, line 11		13	
Intangible assets		14	
Other assets See Part IV, line 11	51,079	15	51,079
Total assets. Add lines 1 through 15 (must equal line 34)	8,666,754	16	8,592,619
Accounts payable and accrued expenses	1,582,347	17	1,788,007
Grants payable		18	
Deferred revenue	4,143,978	19	4,265,786
Tax-exempt bond liabilities		20	
Escrow or custodial account liability Complete Part IV of Schedule D		21	
Loans and other 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	1,983,767	25	951,681
Total liabilities. Add lines 17 through 25	7,710,092	26	7,005,474
Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
Unrestricted net assets	319,608	27	386,989
Temporarily restricted net assets	637,054	28	1,200,156
Permanently restricted net assets		29	
Organizations that do not follow SFAS 117 (ASC 958), 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	956,662	33	1,587,145
Total liabilities and net assets/fund balances	8,666,754	34	8,592,619

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)									14,806,519
2	Total expenses (must equal Part IX, column (A), line 25)									14,176,036
3	Revenue less expenses Subtract line 2 from line 1									630,483
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))									956,662
5	Net unrealized gains (losses) on investments									
6	Donated services and use of facilities									
7	Investment expenses									
8	Prior period adjustments									
9	Other changes in net assets or fund balances (explain in Schedule O)									0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))									1,587,145

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII <input type="checkbox"/>		Yes	No
1	Accounting method used to prepare the Form 990 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
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	2c	Yes
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?	3a	No
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	3b	

PART A
(Form 990-EZ)

U.S. Treasury
Department

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization

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 described in **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 - Non-functionally integrated

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 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)		

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

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.)

Part A. Public Support

year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
grants, contributions, and membership fees received (Do not deduct any "unusual amounts")	7,359,888	7,694,059	8,454,795	9,561,749	9,893,932	42,964,423
revenues levied for the organization's benefit and either collected or expended on its behalf						
value of services or facilities furnished by a governmental unit to the organization without charge						
Line 5 Add lines 1 through 3	7,359,888	7,694,059	8,454,795	9,561,749	9,893,932	42,964,423
portion of total contributions in which person (other than a governmental unit or publicly supported organization) included more than 2% of the amount shown on line 11, column (a) through (e)						27,891,961
Line 6 Subtract line 5 from line 4						15,072,462

Part B. Total Support

year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
amounts from line 5	7,359,888	7,694,059	8,454,795	9,561,749	9,893,932	42,964,423
income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	44,438	25,322	17,238	3,836		90,834
income from unrelated business activities, whether or not the business is regularly carried on						
gross income. Do not include capital gains or loss from the sale of capital assets (Explain in Part III.)	18,812	1,500	7,147	13,860	13,274	54,593
Line 7 Total support (Add lines 1 through 5)						43,109,850
receipts from related activities, etc. (see instructions)					12	9,634,271

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 box and **stop here** ☐

Part C. Computation of Public Support Percentage

Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	34.960 %
Public support percentage for 2011 Schedule A, Part II, line 14	15	34.720 %

3% support test—2012. 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—2011. If the organization did not check a 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—2012. 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—2011. 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 ☒

Part A. Public Support

year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
5, grants, contributions, and membership fees received (Do not include any "unusual grants")						
less receipts from admissions, merchandise sold or services rendered, or facilities furnished in activity that is related to the organization's tax-exempt purpose						
less receipts from activities that are not an unrelated trade or business under section 513						
revenues levied for the organization's benefit and either collected by or expended on its behalf						
value of services or facilities furnished by a governmental unit to the organization without charge						
11. Add lines 1 through 5						
amounts included on lines 1, 2, and 3 received from disqualified persons						
amounts included on lines 2 and 3 received from other than disqualified persons that exceed the base amount greater of \$5,000 or 1% of the amount on line 13 for the year						
lines 7a and 7b						
Public support (Subtract line 7c from line 6)						

Part B. Total Support

year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
amounts from line 6						
less income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
related business taxable income (less section 511 taxes) from businesses acquired after August 30, 1975						
lines 10a and 10b						
income from unrelated business activities not included on line 10b, whether or not the activity is regularly carried on for income. Do not include gain or loss from the sale of capital assets (Explain in Part C)						
11. Total support. (Add lines 9, 10c, and 12)						


12. Five-year test. 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

Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	
Public support percentage from 2011 Schedule A, Part III, line 15	16	

Part D. Computation of Investment Income Percentage

Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
Investment income percentage from 2011 Schedule A, Part III, line 17	18	

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

33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18

the Treasury
 Service

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
Number at end of year		
Aggregate contributions to (during year)		
Aggregate grants from (during year)		
Aggregate value at end of year		

Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
 ☐ Yes ☐ No

Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose serving impermissible private benefit?
 ☐ Yes ☐ No

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

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

- ☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area
- ☐ Protection of natural habitat ☐ Preservation of a certified historic structure
- ☐ Preservation of open space

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

Total number of conservation easements

Total acreage restricted by conservation easements

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

Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during tax year

Number of states where property subject to conservation easement is located

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
 ☐ Yes ☐ No

Total number of volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year

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

Do 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)?
 ☐ Yes ☐ No

In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the 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.

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet the value of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet the value 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

Revenues included in Form 990, Part VIII, line 1 ☐ \$

Assets included in Form 990, Part X ☐ \$

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the value amounts required to be reported under SFAS 116 (ASC 958) relating to these items

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

ig the organization's acquisition, accession, and other records, check any of the following that are a significant use of its
action items (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
XIII

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 XIII and complete the following table

inning balance

itions during the year

ributions during the year

ing balance

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

☐ **Yes** ☐ **No**

es," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII ☐

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

	(a) Current year	(b) Prior year	b (c) Two years back	(d) Three years back	(e) Four years back
inning of year balance					
tributions					
investment earnings, gains, and losses					
nts or scholarships					
er expenditures for facilities programs					
ministrative expenses					
of year balance					

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

rd designated or quasi-endowment ▶

nanent endowment ▶

porarily restricted endowment ▶

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

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 XIII 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	184,392	566,165
ment		479,478	281,644	197,834
.		324,869	105,381	219,488
l lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶				983,487

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

Other Liabilities. See Form 990, Part X, line 25.	
(a) Description of liability	(b) Book value
come taxes	
D RENT	951,681

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

1	Total revenue, gains, and other support per audited financial statements	1	14,806,519
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	14,806,519
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	14,806,519

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

1	Total expenses and losses per audited financial statements	1	14,176,036
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	0
3	Subtract line 2e from line 1	3	14,176,036
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	14,176,036

Part XIII Supplemental Information

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	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.

<p>File J))</p> <p>the Treasury e Service</p>	<h2 style="margin: 0;">Compensation Information</h2> <p style="margin: 5px 0;">For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees</p> <p style="margin: 5px 0;">▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.</p> <p style="margin: 5px 0;">▶ Attach to Form 990. ▶ See separate instructions.</p>	<p>OMB No 1545-0047</p> <h1 style="margin: 10px 0;">2012</h1> <p style="background-color: black; color: white; padding: 5px; font-weight: bold;">Open to Public Inspection</p>
--	--	--

the organization VC	Employer identification number 52-2006429
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Questions Regarding Compensation		Yes	No												
<p>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.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 35%;">First-class or charter travel</td> <td style="width: 5%; text-align: center;"><input type="checkbox"/></td> <td style="width: 60%;">Housing allowance or residence for personal use</td> </tr> <tr> <td>Travel for companions</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>Payments for business use of personal residence</td> </tr> <tr> <td>Tax indemnification and gross-up payments</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>Health or social club dues or initiation fees</td> </tr> <tr> <td>Discretionary spending account</td> <td style="text-align: center;"><input type="checkbox"/></td> <td>Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>		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)		
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)													
<p>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 of the expenses described above? If "No," complete Part III to explain.</p>		1b													
<p>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?</p>		2													
<p>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 only by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 35%;">Compensation committee</td> <td style="width: 5%; text-align: center;"><input checked="" type="checkbox"/></td> <td style="width: 60%;">Written employment contract</td> </tr> <tr> <td>Independent compensation consultant</td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td>Compensation survey or study</td> </tr> <tr> <td>Form 990 of other organizations</td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td>Approval by the board or compensation committee</td> </tr> </table>		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					
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													
<p>During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization receive a severance payment or change-of-control payment?</p>		4a	No												
<p>Did any person listed in line 1a participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>		4b	No												
<p>Did any person listed in line 1a participate in, or receive payment from, an equity-based compensation arrangement?</p>		4c	No												
<p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>															
<p>For 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</p>															
<p>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?</p>		5a	No												
<p>If "Yes" to line 5a or 5b, describe in Part III.</p>		5b	No												
<p>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?</p>		6a	No												
<p>If "Yes" to line 6a or 6b, describe in Part III.</p>		6b	No												
<p>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.</p>		7	No												
<p>For persons listed in line 1a, did any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was in effect on the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III.</p>		8	No												
<p>If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>		9													

Part J Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is 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, applicable column (D) and (E) amounts for that individual.

Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Additional Data Table							

Part II Supplemental Information

Use 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, lines 1 through 10. Complete this part for any additional information.

Identifier	Return Reference	Explanation
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Software ID:
Software Version:
EIN: 52-2006429
Name: ACHIEVE INC

190, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)-(D)	(F) Compensation reported in 990 or Form 990-B
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
L COHEN	(i)	265,300	0	0	19,622	311,602	
	(ii)	0	0	0	0	0	
BOYD	(i)	209,799	0	20,765	19,622	250,186	
	(ii)	0	0	0	0	0	
SLOVER	(i)	189,388	0	19,890	19,622	228,900	
	(ii)	0	0	0	0	0	
N PRUITT	(i)	180,808	0	18,469	19,611	218,888	
	(ii)	0	0	0	0	0	
J WEEEDON	(i)	180,892	0	16,701	7,681	205,274	
	(ii)	0	0	0	0	0	
S SOVDE	(i)	148,923	0	10,492	19,396	178,811	
	(ii)	0	0	0	0	0	
V JONES	(i)	225,000	0	0	1,395	226,395	
	(ii)	0	0	0	0	0	
NELHAUS	(i)	204,268	0	19,940	1,510	225,718	
	(ii)	0	0	0	0	0	
PELTZMAN	(i)	122,845	0	13,106	19,124	155,075	
	(ii)	0	0	0	0	0	
INE TELL	(i)	145,277	0	14,528	1,015	160,820	
	(ii)	0	0	0	0	0	
ROSENTHAL	(i)	120,877	0	9,854	9,446	140,177	
	(ii)	0	0	0	0	0	

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.

2012

**Open to Public
Inspection**

Name of the organization
ACHIEVE INC

Employer identification number

52-2006429

Identifier	Return Reference	Explanation
NEW PROGRAM SERVICES	FORM 990, PART III, LINE 2	PROGRAM SERVICES FOCUSING ON THE NEXT GENERATION OF SCIENCE STANDARDS AND A BUSINESS CENTER WERE INTRODUCED DURING THE YEAR ENDED JUNE 30, 2013

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 8B	THERE ARE NO OTHER COMMITTEES THAT HAVE THE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	<p>LINE 11A EXPLANATION - 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 VI, SECTION B, LINE 12C	<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 CHIEF FINANCIAL OFFICER 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, SECTION B, LINE 15	<p>THE BOARD OF DIRECTORS REVIEWS THE PRESIDENT'S PERFORMANCE AND DETERMINES THE APPROPRIATE COMPENSATION. THE SENIOR LEADERSHIP TEAM PERIODICALLY USES A CONSULTANT SPECIALIZING IN NON-PROFIT ORGANIZATIONS TO REVIEW THE ORGANIZATION'S COMPENSATION PACKAGE TO ENSURE THAT THE COMPENSATION POLICY SUPPORTS THE MISSION OF THE ORGANIZATION, PERFORMANCE GOALS AND VALUES, AND COMPETITIVENESS IN THE WORKPLACE. INTERVIEWS ARE CONDUCTED WITH SENIOR LEADERSHIP TO DISCUSS JOB RESPONSIBILITIES, POSITION DESCRIPTIONS, AND APPROPRIATE MARKETPLACES FOR COMPENSATION EVALUATION. ADJUSTMENTS TO PAY GROUPS AND PAY BANDS ARE MADE BASED ON MARKETPLACE CONDITIONS, RE-EVALUATION OF POSITION DESCRIPTIONS, ETC. ANNUAL INCREASES ARE GIVEN BASED ON PERFORMANCE AND BUDGET PARAMETERS. PRESIDENT REVIEWS PERSONNEL PERFORMANCE AND DETERMINES APPROPRIATE STAFF COMPENSATION.</p>

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	<p>THE FORM 990 IS AVAILABLE AT THE ORGANIZATION'S OFFICE 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.</p>

Identifier	Return Reference	Explanation
OTHER FEES	FORM 990, PART IX, LINE 11G	OTHER PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 3,024,325 MANAGEMENT AND GENERAL EXPENSES 526,387 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 3,550,712