ırn ed return n pendıng	Number and street (or P O box ıf maıl ıs not delıvered to street address) 1400 16TH STREET NW NO 510 / Room/suıte Cıty or town, state or provınce, country, and ZIP or foreıgn postal code WASHINGTON, DC 20036	E Telephone number (202) 419-1540 G Gross receıpts $ 13,222,752

F Name and address of prıncıpal officer
MICHAEL COHEN
1400 16TH STREET NW NO 510
WASHINGTON, DC 20036

H(a) Is thıs a group return for subordınates? ☐ Yes ☑ No

H(b) Are all subordınates ıncluded? ☑ Yes ☐ No

If "No," attach a lıst (see ınstructıons)

H(c) Group exemptıon number ▶

mpt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (ınsert no) ☐ 4947(a)(1) or ☐ 527

e: ▶ WWW ACHIEVE ORG

rganızatıon ☑ Corporatıon ☐ Trust ☐ Assocıatıon ☐ Other ▶

L Year of formatıon 1996 M State of legal domıcıle DC

Summary

Brıefly descrıbe the organızatıon's mıssıon or most sıgnıficant actıvıtıes
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 thıs box ▶☐ ıf the organızatıon dıscontınued ıts operatıons or dısposed of more than 25% of ıts net assets

Number of votıng members of the governıng body (Part VI, lıne 1a)	3	7
Number of ındependent votıng members of the governıng body (Part VI, lıne 1b)	4	7
Total number of ındıvıduals employed ın calendar year 2013 (Part V, lıne 2a)	5	71
Total number of volunteers (estımate ıf necessary)	6	0
Total unrelated busıness revenue from Part VIII, column (C), lıne 12	7a	0
Net unrelated busıness taxable ıncome from Form 990-T, lıne 34	7b	0

	Prior Year	Current Year
Contrıbutıons and grants (Part VIII, lıne 1h)	9,893,932	10,624,741
Program servıce revenue (Part VIII, lıne 2g)	4,899,313	2,528,880
Investment ıncome (Part VIII, column (A), lınes 3, 4, and 7d)	0	0
Other revenue (Part VIII, column (A), lınes 5, 6d, 8c, 9c, 10c, and 11e)	13,274	69,131
Total revenue—add lınes 8 through 11 (must equal Part VIII, column (A), lıne 12)	14,806,519	13,222,752
Grants and sımılar amounts paıd (Part IX, column (A), lınes 1–3)	0	0
Benefits paıd to or for members (Part IX, column (A), lıne 4)	0	0
Salarıes, other compensatıon, employee benefits (Part IX, column (A), lınes 5–10)	7,415,800	6,237,297
Professıonal fundraısıng fees (Part IX, column (A), lıne 11e)	0	0
Total fundraısıng expenses (Part IX, column (D), lıne 25) ▶301,242		
Other expenses (Part IX, column (A), lınes 11a–11d, 11f–24e)	6,760,236	8,170,891
Total expenses Add lınes 13–17 (must equal Part IX, column (A), lıne 25)	14,176,036	14,408,188
Revenue less expenses Subtract lıne 18 from lıne 12	630,483	-1,185,436

	Beginning of Current Year	End of Year
Total assets (Part X, lıne 16)	8,592,619	6,013,866
Total lıabılıtıes (Part X, lıne 26)	7,005,474	5,612,157
Net assets or fund balances Subtract lıne 21 from lıne 20	1,587,145	401,709

Signature Block

altıes of perjury, I declare that I have examıned thıs return, ıncludıng accompanyıng schedules and statements, and to the best of dge and belıef, ıt ıs true, correct, and complete Declaratıon of preparer (other than officer) ıs based on all ınformatıon of whıch as any knowledge

Part III **Statement of Program Service Accomplishments**

Check if Schedule O contains a response or note to any line 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 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 $ 5,860,471 including grants of $) (Revenue $)

COLLEGE AND CAREER READY INITIATIVES THE COLLEGE AND CAREER READY INITIATIVES UNIT IS RESPONSIBLE FOR POSITIONING ACHIEVE NATIONALLY, AND IN THE STATES, AS A LEADER OF THE COLLEGE AND CAREER READY AGENDA THE WORK OF THE UNIT INCLUDES NATIONAL AND STATE CONTENT, POLICY, ADVOCACY AND COALITION BUILDING ON ISSUES CRITICAL TO MEETING ACHIEVE'S MISSION THAT ALL STUDENTS GRADUATE FROM HIGH SCHOOL READY FOR POSTSECONDARY SUCCESS AMONG THE ISSUES WITH WHICH THE UNIT WORKS WITH STATES ARE THE ADOPTION AND IMPLEMENTATION OF COLLEGE AND CAREER READY POLICIES ON STANDARDS, ASSESSMENTS, GRADUATION REQUIREMENTS AND ACCOUNTABILITY ADVOCACY AND COMMUNICATIONS SUPPORT IS ALSO PROVIDED TO STATES AND NATIONALLY (SEE SCHEDULE O FOR CONTINUATION) THE UNIT IS RESPONSIBLE FOR CONDUCTING RESEARCH FOR STATES AND PARTNERS, PRODUCING ACHIEVE'S ANNUAL 50-STATE REPORT, "CLOSING THE EXPECTATIONS GAP" AND HOLDING AN ANNUAL MEETING OF ALL STATE AND NATIONAL LEADERS

4b (Code) (Expenses $ 3,624,616 including grants of $) (Revenue $ 2,282,014)

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 2014 AND 2015

4c (Code) (Expenses $ 2,522,261 including grants of $) (Revenue $)

NEXT GENERATION SCIENCE STANDARDS ACHIEVE HAS FACILITATED THE DEVELOPMENT OF THE NEXT GENERATION SCIENCE STANDARDS (NGSS) OVER THE PAST 2 YEARS ACHIEVE WILL WORK WITH ADOPTING STATES TO AID IN THE IMPLEMENTATION OF THE NGSS THE NGSS STAFF, IN COLLABORATION WITH OTHER DEPARTMENTS AT ACHIEVE, WILL WORK WITH ADOPTING STATES TO DEMONSTRATE THE CONTRIBUTION OF THE NGSS TO COLLEGE AND CAREER READINESS AND STEM READINESS, ASSIST STATES IN COMMUNICATING WITH STAKEHOLDERS AND BUILDING SUPPORTIVE ADVOCACY COALITIONS, AND PROVIDE TOOLS AND GUIDANCE TO STATES AND THE FIELD TO BUILD CAPACITY FOR EFFECTIVE DELIVERY OF THE NGSS IN CLASSROOMS

(Code) (Expenses $ 717,213 including grants of $) (Revenue $ 315,997)

BUSINESS CENTER FOR A COLLEGE AND CAREER READY AMERICA (BCCCRA) ACHIEVE HAS DEVELOPED A RANGE OF TOOLS, RESOURCES, AND SUPPORT SERVICES THAT AIMS TO HELP BUSINESS LEADERS THINK MORE STRATEGICALLY ABOUT HOW BEST TO SUPPORT COLLEGE AND CAREER READINESS FOR ALL STUDENTS IN STATES ACROSS THE COUNTRY THE BCCCRA PROVIDES TECHNICAL ASSISTANCE AND ON-THE-GROUND SUPPORT TO BUSINESS ORGANIZATIONS COMMITTED TO HELPING STATES IMPLEMENT AND SUSTAIN THEIR COLLEGE- AND CAREER-READY AGENDA

4d Other program services (Describe in Schedule O)

(Expenses $ 717,213 including grants of $) (Revenue $ 315,997)

4e **Total program service expenses** ▶ 12,724,561

Checklist of Required Schedules

		Yes	No
ıe organızatıon descrıbed ın sectıon 501(c)(3) or 4947(a)(1) (other than a prıvate foundatıon)? *If "Yes," plete Schedule A*	1	Yes	
ıe organızatıon requıred to complete *Schedule B, Schedule of Contrıbutors* (see ınstructıons)?	2	Yes	
the organızatıon engage ın dırect or ındırect polıtıcal campaıgn actıvıtıes on behalf of or ın opposıtıon to lıdates for publıc offıce? *If "Yes," complete Schedule C, Part I*	3		No
ion 501(c)(3) organizations. Dıd the organızatıon engage ın lobbyıng actıvıtıes, or have a sectıon 501(h) tıon ın effect durıng the tax year? *If "Yes," complete Schedule C, Part II*	4		No
ıe organızatıon a sectıon 501(c)(4), 501(c)(5), or 501(c)(6) organızatıon that receıves membershıp dues, essments, or sımılar amounts as defıned ın Revenue Procedure 98-19? *If "Yes," complete Schedule C, III*	5		No
the organızatıon maıntaın any donor advısed funds or any sımılar funds or accounts for whıch donors have the t to provıde advıce on the dıstrıbutıon or ınvestment of amounts ın such funds or accounts? *If "Yes," complete dule D, Part I*	6		No
the organızatıon receıve or hold a conservatıon easement, ıncludıng easements to preserve open space, envıronment, hıstorıc land areas, or hıstorıc structures? *If "Yes," complete Schedule D, Part II*	7		No
the organızatıon maıntaın collectıons of works of art, hıstorıcal treasures, or other sımılar assets? *If "Yes," plete Schedule D, Part III*	8		No
the organızatıon report an amount ın Part X, lıne 21 for escrow or custodıal account lıabılıty, serve as a odıan for amounts not lısted ın Part X, or provıde credıt counselıng, debt management, credıt repaır, or debt otıatıon servıces? *If "Yes," complete Schedule D, Part IV*	9		No
the organızatıon, dırectly or through a related organızatıon, hold assets ın temporarıly restrıcted endowments, nanent endowments, or quası-endowments? *If "Yes," complete Schedule D, Part V*	10		No
e organızatıon's answer to any of the followıng questıons ıs "Yes," then complete Schedule D, Parts VI, VII, , IX, or X as applıcable			
the organızatıon report an amount for land, buıldıngs, and equıpment ın Part X, lıne 10? *'es," complete Schedule D, Part VI.*	11a	Yes	
the organızatıon report an amount for ınvestments—other securıtıes ın Part X, lıne 12 that ıs 5% or more of otal assets reported ın Part X, lıne 16? *If "Yes," complete Schedule D, Part VII*	11b		No
the organızatıon report an amount for ınvestments—program related ın Part X, lıne 13 that ıs 5% or more of otal assets reported ın Part X, lıne 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
the organızatıon report an amount for other assets ın Part X, lıne 15 that ıs 5% or more of ıts total assets rted ın Part X, lıne 16? *If "Yes," complete Schedule D, Part IX*	11d		No
the organızatıon report an amount for other lıabılıtıes ın Part X, lıne 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
the organızatıon's separate or consolıdated fınancıal statements for the tax year ınclude a footnote that esses the organızatıon's lıabılıty for uncertaın tax posıtıons under FIN 48 (ASC 740)? *If "Yes," complete dule D, Part X*	11f	Yes	
the organızatıon obtaın separate, ındependent audıted fınancıal statements for the tax year? *'es," complete Schedule D, Parts XI and XII*	12a	Yes	
the organızatıon ıncluded ın consolıdated, ındependent audıted fınancıal statements for the tax year? *If ," and ıf the organızatıon answered "No" to lıne 12a, then completıng Schedule D, Parts XI and XII ıs optıonal*	12b		No
ıe organızatıon a school descrıbed ın sectıon 170(b)(1)(A)(ıı)? *If "Yes," complete Schedule E*	13		No
the organızatıon maıntaın an offıce, employees, or agents outsıde of the Unıted States?	14a		No
the organızatıon have aggregate revenues or expenses of more than $10,000 from grantmakıng, fundraısıng, ness, ınvestment, and program servıce actıvıtıes outsıde the Unıted States, or aggregate foreıgn ınvestments ed at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
the organızatıon report on Part IX, column (A), lıne 3, more than $5,000 of grants or other assıstance to or ny foreıgn organızatıon? *If "Yes," complete Schedule F, Parts II and IV*	15		No
the organızatıon report on Part IX, column (A), lıne 3, more than $5,000 of aggregate grants or other stance to or for foreıgn ındıvıduals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
the organızatıon report a total of more than $15,000 of expenses for professıonal fundraısıng servıces on Part column (A), lınes 6 and 11e? *If "Yes," complete Schedule G, Part I (see ınstructıons)*	17		No
the organızatıon report more than $15,000 total of fundraısıng event gross ıncome and contrıbutıons on Part , lınes 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
the organızatıon report more than $15,000 of gross ıncome from gamıng actıvıtıes on Part VIII, lıne 9a? *If ," complete Schedule G, Part III*	19		No
the organızatıon operate one or more hospıtal facılıtıes? *If "Yes," complete Schedule H*	20a		No
es" to lıne 20a, dıd the organızatıon attach a copy of ıts audıted fınancıal statements to thıs return?	20b		

Checklist of Required Schedules *(continued)*

the organization report more than $5,000 of grants or other assistance to any domestic organization or ernment 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 or other assistance to individuals in the United States on 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 ent and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," plete Schedule J*	23	Yes	
the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 f the last day of the year, that was issued after December 31, 2002? *If "Yes," answer lines 24b through 24d complete Schedule K. If "No," go to line 25a*	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 efease any tax-exempt bonds?	24c		
the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
ion 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with squalified person during the year? *If "Yes," complete Schedule L, Part I*	25a		No
ne organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior , and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If ," complete Schedule L, Part I*	25b		No
the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current rmer officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *), complete Schedule L, Part II*	26		No
the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial ributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family nber 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 uctions for applicable filing thresholds, conditions, and exceptions)			
irrent or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part*	28a		No
mily member of a current or former officer, director, trustee, or key employee? *If "Yes," plete Schedule L, Part IV*	28b		No
ntity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was fficer, 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 servation contributions? *If "Yes," complete Schedule M*	30		No
the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, I*	31		No
the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete dule N, Part II*	32		No
the organization own 100% of an entity disregarded as separate from the organization under Regulations ions 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
es' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled y within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
ion 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related nization? *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? **e.** All Form 990 filers are required to complete Schedule O	38	Yes	

the organization comply with backup withholding rules for reportable payments to vendors and reportable ing (gambling) winnings to prize winners?		1c	Yes	
r 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 71			
least one is reported on line 2a, did the organization file all required federal employment tax returns? **e.** 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" to line 3b, 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 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		
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		
nizations 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		
nsoring 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		
nsoring 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		
ion 501(c)(7) organizations. Enter				
ation fees and capital contributions included on Part VIII, line 12	10a			
s receipts, included on Form 990, Part VIII, line 12, for public use of club ities	10b			
ion 501(c)(12) organizations. Enter				
s income from members or shareholders	11a			
s income from other sources (Do not net amounts due or paid to other sources nst amounts due or received from them)	11b			
ion 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			
ion 501(c)(29) qualified nonprofit health insurance issuers.				
ne organization licensed to issue qualified health plans in more than one state?		13a		

Check if Schedule O contains a response or note to any line in this Part VI . . . . ✔

n A. Governing Body and Management

				Yes	No
r the number of voting members of the governing body at the end of the tax	1a	7			
ere are material differences in voting rights among members of the governing , or if the governing body delegated broad authority to an executive committee milar committee, explain in Schedule O					
r the number of voting members included in line 1a, above, who are pendent	1b	7			
any officer, director, trustee, or key employee have a family relationship or a business relationship with any r officer, director, trustee, or key employee?			2		No
the organization delegate control over management duties customarily performed by or under the direct ervision of officers, directors or trustees, or key employees to a management company or other person? .			3		No
the organization make any significant changes to its governing documents since the prior Form 990 was ?			4		No
the organization become aware during the year of a significant diversion of the organization's assets? .			5		No
the organization have members or stockholders?			6		No
the organization have members, stockholders, or other persons who had the power to elect or appoint one or e members of the governing body?			7a		No
any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, ersons other than the governing body?			7b		No
the organization contemporaneously document the meetings held or written actions undertaken during the by the following					
governing body?			8a	Yes	
committee with authority to act on behalf of the governing body?			8b		No
nere any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the nization's mailing address? *If "Yes," provide the names and addresses in Schedule O*			9		No

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

		Yes	No
the organization have local chapters, branches, or affiliates?	10a		No
es," did the organization have written policies and procedures governing the activities of such chapters, ates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
the organization provided a complete copy of this Form 990 to all members of its governing body before filing orm?	11a	Yes	
cribe in Schedule O the process, if any, used by the organization to review this Form 990			
the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
e officers, directors, or trustees, and key employees required to disclose annually interests that could give to conflicts?	12b	Yes	
the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe chedule O how this was done*	12c	Yes	
the organization have a written whistleblower policy?	13	Yes	
the organization have a written document retention and destruction policy?	14	Yes	
the process for determining compensation of the following persons include a review and approval by pendent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?			
organization's CEO, Executive Director, or top management official	15a	Yes	
er officers or key employees of the organization	15b	Yes	
es" to line 15a or 15b, describe the process in Schedule O (see instructions)			
the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a ble entity during the year?	16a		No
es," did the organization follow a written policy or procedure requiring the organization to evaluate its icipation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the nization's exempt status with respect to such arrangements?	16b		

n C. Disclosure

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

tion 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

wn website ☑ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

cribe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of te this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's

l 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

l 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)
ved 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

l 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

l 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

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

(A) Name and Title	**(B)** Average hours per week (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 BER	1 00	X						0	0	0
OR BILL HASLAM BER	1 00	X						0	0	0
OR DEVAL PATRICK BER	1 00	X						0	0	0
OR JAY NIXON BER	1 00	X						0	0	0
WADSWORTH BER	1 00	X						0	0	0
OR DAVE HEINEMAN BER	1 00	X						0	0	0
ERSTNER JR ITUS	1 00	X						0	0	0
L COHEN	40 00			X				242,730	0	33,009
SAYRE	1 00			X				0	0	0
A BOYD NTENT & POLICY	40 00				X			216,253	0	30,696
SLOVER OC MATHEMATICS	40 00				X			190,821	0	29,598
N PRUITT	40 00				X			219,616	0	30,425
N WEEEDON LOPMENT	40 00				X			189,375	0	17,346
N JONES	40 00					X		228,635	0	1,347

(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			
EL GILLIGAN GIC INITIATIVES	40 00					X		164,093	0	24,386
RET HORN OLICY AND LEADERSHIP	40 00					X		173,948	0	22,483

	(D)	(E)	(F)
-Total . . . . ►			
al from continuation sheets to Part VII, Section A . . . . ►			
al (add lines 1b and 1c) . . . . ►	1,960,891	0	221,749

l number of individuals (including but not limited to those listed above) who received more than 0,000 of reportable compensation from the organization ►20

		Yes	No
the organization list any **former** officer, director or trustee, key employee, or highest compensated employee ne 1a? *If "Yes," complete Schedule J for such individual*	3		No
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? *If "Yes," complete Schedule J for such vidual*	4	Yes	
any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for ices rendered to the organization? *If "Yes," complete Schedule J for such person*	5		No

n B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
STATE SCIENCE SUPERVISORS 614 INDIAN HILLS DRIVE ST CHARLES MO 63301	CONSULTANT	500,000
A GROUP 7501 WISCONSIN AVENUE SUITE 1200 W BETHESDA MD 20814	CONSULTANT	341,577
AL, 25 COLLEGE HILL HANOVER NH 03755	CONSULTANT	195,328
ORTER LLP PO BOX 37116 BALTIMORE MD 21297	LEGAL	189,060
ION STRATEGIES LLC 314 NORTH FAYETTE STREET ALEXANDRIA VA 22314	RESEARCH	175,552

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	10,624,741				
g	Noncash contributions included in lines 1a-1f $						
h	**Total.** Add lines 1a-1f . . . . ▶			10,624,741			
			Business Code				
2a	FEE FOR SERVICE CONTRACTS		611710	2,528,880	2,528,880		
b							
c							
d							
e							
f	All other program service revenue						
g	**Total.** Add lines 2a–2f . . . . ▶			2,528,880			
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 ıf Schedule O contaıns a response or note to any lıne ın thıs Part IX . . . . ☑

:lude 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				
efits paid to or for members				
npensation of current officers, directors, trustees, and employees	1,326,511	911,258	170,002	245,251
npensation not included above, to disqualified persons defined under section 4958(f)(1)) and persons cribed in section 4958(c)(3)(B)				
er salaries and wages	3,798,971	3,168,432	630,539	
sion plan accruals and contributions (include section 401(k) 403(b) employer contributions)	333,363	243,872	89,491	
er employee benefits	450,218	388,238	61,980	
roll taxes	328,234	249,139	63,761	15,334
s for services (non-employees)				
agement				
al	54,319	54,319		
counting	2,033	2,033		
bying				
fessional fundraising services See Part IV, line 17				
estment management fees				
er (If line 11g amount exceeds 10% of line 25, umn (A) amount, list line 11g expenses on edule O)	4,902,269	4,394,879	494,134	13,256
ertising and promotion				
ce expenses	303,956	275,413	22,512	6,031
rmation technology	243,667	42,442	201,225	
alties . .				
cupancy	473,537	365,024	97,622	10,891
vel	908,430	884,113	22,420	1,897
ments of travel or entertainment expenses for any federal, te, or local public officials				
nferences, conventions, and meetings	966,644	961,420	4,869	355
erest	16,737		15,063	1,674
ments to affiliates				
preciation, depletion, and amortization	228,941	37,308	187,225	4,408
urance	30,574		29,906	668
er 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)				
ES AND SUBSCRIPTIONS	19,244	3,919	15,325	
OCESSING FEES	13,048	0	11,743	1,305
SCELLANEOUS	2,969	1,312	1,485	172
CRUITMENT	2,883	400	2,483	
other expenses	1,640	741,040	-739,400	
al functional expenses. Add lines 1 through 24e	14,408,188	12,724,561	1,382,385	301,242
it costs. Complete this line only if the organization orted in column (B) joint costs from a combined				

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . ☐

			(A) Beginning of year		(B) End of year
Cash–non-interest-bearing			2,464,426	1	3,573,575
Savings and temporary cash investments				2	
Pledges and grants receivable, net			1,706,754	3	954,417
Accounts receivable, net			3,242,900	4	479,519
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			143,973	9	129,932
Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	1,625,702			
Less accumulated depreciation	10b	800,358	983,487	10c	825,344
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)			8,592,619	16	6,013,866
Accounts payable and accrued expenses			1,788,007	17	1,167,277
Grants payable				18	
Deferred revenue			4,265,786	19	3,509,210
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			951,681	25	935,670
Total liabilities. Add lines 17 through 25			7,005,474	26	5,612,157
Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.					
Unrestricted net assets			386,989	27	71,709
Temporarily restricted net assets			1,200,156	28	330,000
Permanently restricted net assets				29	
Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ 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			1,587,145	33	401,709
Total liabilities and net assets/fund balances			8,592,619	34	6,013,866

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,222,752
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,408,188
3	Revenue less expenses Subtract line 2 from line 1	3	-1,185,436
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,587,145
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	401,709

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . ☑

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other ____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	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 ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	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 ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
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		

OULE A
or 990EZ)

of the
enue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

he organization

Employer identification number

52-2006429

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

ization 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?

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	**11g(i)**		
(ii) A family member of a person described in (i) above?	**11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	**11g(iii)**		

Provide the following information about the supported organization(s)

ne of rted zation	**(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.)

n A. Public Support

year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
, grants, contributions, and bership fees received (Do not de any "unusual s ")	7,694,059	8,454,795	9,561,749	9,893,932	10,624,741	46,229,276
evenues levied for the ization's benefit and either to or expended on its lf						
alue of services or facilities shed by a governmental unit e organization without charge						
l. Add lines 1 through 3	7,694,059	8,454,795	9,561,749	9,893,932	10,624,741	46,229,276
ortion of total contributions ch person (other than a rnmental unit or publicly orted organization) included e 1 that exceeds 2% of the nt shown on line 11, column						31,059,177
c support. Subtract line 5 line 4						15,170,099

n B. Total Support

year (or fiscal year jinning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
unts from line 4	7,694,059	8,454,795	9,561,749	9,893,932	10,624,741	46,229,276
s income from interest, ends, payments received on rities loans, rents, royalties ncome from similar ces	25,322	17,238	3,836			46,396
ncome from unrelated ess activities, whether or e business is regularly ed on						
r income Do not include or loss from the sale of al assets (Explain in Part	1,500	7,147	13,860	13,274	69,131	104,912
l support (Add lines 7 gh 10)						46,380,584

s receipts from related activities, etc (see instructions) | 12 | 12,163,151

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 ox and **stop here** . . . . ▶☐

n C. Computation of Public Support Percentage

c support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	32 710 %
c support percentage for 2012 Schedule A, Part II, line 14	15	34 960 %

3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box **stop here.** The organization qualifies as a publicly supported organization ▶☐

3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this and **stop here.** The organization qualifies as a publicly supported organization ▶☑

-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 % or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain rt IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported ization ▶☐

-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** ain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly orted organization ▶☐

te foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see uctions ▶☐

Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

n A. Public Support

year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
s, grants, contributions, and nbership fees received (Do not ude any "unusual grants ")						
ss receipts from admissions, chandise sold or services ormed, or facilities furnished in activity that is related to the inization's tax-exempt ose						
ss receipts from activities that not an unrelated trade or ness under section 513						
revenues levied for the inization's benefit and either to or expended on its alf						
value of services or facilities ished by a governmental unit to organization without charge						
al. Add lines 1 through 5						
ounts included on lines 1, 2, 3 received from disqualified sons						
ounts included on lines 2 and 3 eived from other than ualified persons that exceed greater of $5,000 or 1% of the unt on line 13 for the year						
lines 7a and 7b						
lic support (Subtract line 7c line 6)						

n B. Total Support

year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
ounts from line 6						
ss income from interest, dends, payments received on urities loans, rents, royalties income from similar rces						
elated business taxable ome (less section 511 taxes) businesses acquired after e 30, 1975						
lines 10a and 10b						
income from unrelated iness activities not included ne 10b, whether or not the iness is regularly carried on						
er income Do not include or loss from the sale of ital assets (Explain in Part						
al 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, ck this box and **stop here** ▶☐

n C. Computation of Public Support Percentage

ic support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
ic support percentage from 2012 Schedule A, Part III, line 15	16	

n D. Computation of Investment Income Percentage

stment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	
stment income percentage from **2012** Schedule A, Part III, line 17	18	

/3% support tests—2013. 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 than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶☐

/3% support tests—2012. 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

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

Facts And Circumstances Test

Return Reference	Explanation

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

ie Treasury
e Service

Open to Public Inspection

the organization	Employer identification number
NC	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 can 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.

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

?reservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area

?rotection of natural habitat ☐ Preservation of a certified historic structure

?reservation of open space

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

		Held at the End of the Year
l number of conservation easements	2a	
l acreage restricted by conservation easements	2b	
ber of conservation easements on a certified historic structure included in (a)	2c	
ber of conservation easements included in (c) acquired after 8/17/06, and not on a oric structure listed in the National Register	2d	

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

ber 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 170(h)(4)(B)(i) section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

art XIII, 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 (ASC 958), not to report in its revenue statement and balance sheet s of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public ice, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

e organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet s of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public ice, provide 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

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

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

Public exhibition | d ☐ Loan or exchange programs

Scholarly research | e ☐ Other

Preservation for future generations

ride 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
ets 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.

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

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

		Amount
ınning balance	1c	
ıtions during the year	1d	
:ributions during the year	1e	
ıng balance	1f	

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
ınning of year balance					
tributions					
ınvestment earnings, gains, and losses					
nts or scholarships					
er expenditures for facilities programs					
ıinistrative expenses					
of year balance					

ride 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
nrelated organizations	3a(i)		
elated 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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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	255,907	494,650
ment		550,276	396,828	153,448
. . . .		324,869	147,623	177,246

l lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶ 825,344

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

Investments—Program Related. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d 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. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
come taxes	
D RENT	900,370
Y DEPOSIT	35,300

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return
Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	13,222,752
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	13,222,752
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	13,222,752

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.
Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	14,408,188
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	14,408,188
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	14,408,188

Part XIII Supplemental Information

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

Return Reference	Explanation
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

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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ule J
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he Treasury
e Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

the organization
NC

Employer identification number

52-2006429

Questions Regarding Compensation

		Yes	No
ck the appropriate box(es) if the organization provided any of the following to or for a person listed in Form , Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items			
First-class or charter travel ☐ Housing allowance or residence for personal use Travel for companions ☐ Payments for business use of personal residence Tax idemnification and gross-up payments ☐ Health or social club dues or initiation fees Discretionary spending account ☐ Personal services (e g , maid, chauffeur, chef)			
ny of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or bursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
the organization require substantiation prior to reimbursing or allowing expenses incurred by all ctors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2		
cate which, if any, of the following the filing organization used to establish the compensation of the nization's CEO/Executive Director Check all that apply Do not check any boxes for methods d by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
Compensation committee ☑ Written employment contract Independent compensation consultant ☑ Compensation survey or study Form 990 of other organizations ☑ Approval by the board or compensation committee			
ng the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization related organization			
eive a severance payment or change-of-control payment?	4a		No
icipate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		No
icipate in, or receive payment from, an equity-based compensation arrangement?	4c		No
es" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III			
501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.			
persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any pensation contingent on the revenues of			
organization?	5a		No
related organization?	5b		No
es," to line 5a or 5b, describe in Part III			
persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any pensation contingent on the net earnings of			
organization?	6a		No
related organization?	6b		No
es," to line 6a or 6b, describe in Part III			
persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed nents not described in lines 5 and 6? If "Yes," describe in Part III	7		No
e any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was ect to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe art III	8		No
es" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations tion 53 4958-6(c)?	9		

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

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

) 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) Compen reported as in prior Form
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
Additional Data Table								

I Supplemental Information

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
nplete this part for any additional information

Return Reference	Explanation

:ional Data

Software ID:
Software Version:
EIN: 52-2006429
Name: ACHIEVE INC

)90, 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)(i)-(D)	(F) Compe reported in 990 or Forr
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
:L COHEN ENT	(i) (ii)	242,730 0	0 0	0 0	12,827 0	20,182 0	275,739 0	
BOYD COO, TENT &	(i) (ii)	216,253 0	0 0	0 0	10,514 0	20,182 0	246,949 0	
SLOVER ASSOC MATICS	(i) (ii)	190,821 0	0 0	0 0	9,416 0	20,182 0	220,419 0	
N PRUITT VP	(i) (ii)	219,616 0	0 0	0 0	10,255 0	20,170 0	250,041 0	
WEEEDON EVELOPMENT	(i) (ii)	189,375 0	0 0	0 0	9,435 0	7,911 0	206,721 0	
N JONES VP, ECONDARY TION	(i) (ii)	228,635 0	0 0	0 0	0 0	1,347 0	229,982 0	
NELHAUS RCC MENT DEV	(i) (ii)	187,148 0	0 0	0 0	9,782 0	1,461 0	198,391 0	
URL SR NTABILITY & MEN	(i) (ii)	148,272 0	0 0	0 0	7,397 0	13,819 0	169,488 0	
L GILLIGAN ATEGIC TIVES	(i) (ii)	164,093 0	0 0	0 0	4,204 0	20,182 0	188,479 0	
RET HORN VP, POLICY AND SHIP	(i) (ii)	173,948 0	0 0	0 0	6,115 0	16,368 0	196,431 0	

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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.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
ACHIEVE INC

Employer identification number
52-2006429

Return Reference	Explanation
FORM 990, PART III, LINE 3	DURING THE YEAR ENDED JUNE 30, 2014, ACHIEVE TRANSFERRED THE PROJECT MANAGEMENT OF PARTNERSHIP FOR ASSESSMENT OF READINESS FOR COLLEGE AND CAREERS PROGRAM TO PARCC, INC , AN UNRELATED ENTITY

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

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11	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

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 12C	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

Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 15	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 COMPETETIVENESS 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

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	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 CONLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE SUBJECT TO THE FEDERAL PUBLIC DISCLOUSURE RULES, AND THEREFORE, THESE DOCUMENTS WILL BE MADE PUBLICLY AVAILABLE BY ON-SITE REVIEW OR ELECTRONIC MEDIA

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	OTHER PROFESSIONAL FEES PROGRAM SERVICE EXPENSES 4,394,879 MANAGEMENT AND GENERAL EXPENSES 494,134 FUNDRAISING EXPENSES 13,256 TOTAL EXPENSES 4,902,269

Return Reference	Explanation
FORM 990, PART IX, LINE 24E	REPAIRS & MAINTENANCE. PROGRAM SERVICE EXPENSES 0 MANAGEMENT AND GENERAL EXPENSES 1,640 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,640

Return Reference	Explanation
PART XIII, LINE 2C	PROCESS FOR OVERSIGHT OF THE AUDIT HAS NOT CHANGED FROM THE PRIOR YEAR