

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

- ▶ Do not enter Social Security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07/01, 2013, and ending 06/30, 2014

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <u>ACHIEVE! MINNEAPOLIS</u>			D Employer identification number <u>41-1425264</u>
	Doing Business As			E Telephone number <u>(612) 455-1530</u>
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	
	<u>111 3RD AVENUE SOUTH</u>		<u>5</u>	G Gross receipts \$ <u>7,259,005.</u>
City or town, state or province, country, and ZIP or foreign postal code <u>MINNEAPOLIS, MN 55401-2510</u>				
F Name and address of principal officer: <u>PAMELA COSTAIN</u> <u>111 3RD AVENUE SOUTH, APT 5 MINNEAPOLIS, MN 55401-25</u>			H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
J Website: ▶ <u>WWW.ACHIEVEMPLS.ORG</u>			If "No," attach a list. (see instructions)	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			H(c) Group exemption number ▶	
L Year of formation: <u>2002</u>			M State of legal domicile: <u>MN</u>	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	<u>24.</u>
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	<u>23.</u>
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	<u>63.</u>
	6 Total number of volunteers (estimate if necessary)	6	<u>767.</u>
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	<u>0</u>
b Net unrelated business taxable income from Form 990-T, line 34	7b	<u>0</u>	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	<u>1,979,994.</u>	<u>6,115,017.</u>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<u>930,053.</u>	<u>1,083,762.</u>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>24,590.</u>	<u>10,273.</u>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>-8,536.</u>	<u>11,386.</u>
		<u>2,926,101.</u>	<u>7,220,438.</u>
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<u>2,029,799.</u>	<u>2,868,107.</u>
	14 Benefits paid to or for members (Part IX, column (A), line 4)	<u>0</u>	<u>0</u>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<u>1,831,055.</u>	<u>1,935,346.</u>
	16a Professional fundraising fees (Part IX, column (A), line 11e)	<u>0</u>	<u>0</u>
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ <u>197,576.</u>		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<u>800,538.</u>	<u>544,694.</u>
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<u>4,661,392.</u>	<u>5,348,147.</u>	
19 Revenue less expenses. Subtract line 18 from line 12	<u>-1,735,291.</u>	<u>1,872,291.</u>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	<u>8,355,432.</u>	<u>10,282,265.</u>
	22 Net assets or fund balances. Subtract line 21 from line 20	<u>585,143.</u>	<u>710,985.</u>
	<u>7,770,289.</u>	<u>9,571,280.</u>	

Part II Signature Block

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

Sign Here	▶ Signature of officer		Date
	▶ <u>PAMELA COSTAIN</u> Type or print name and title		<u>PRESIDENT & CEO</u>
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	<u>CHARLES SELCER, CPA</u>		<u>03/13/2015</u>
	Firm's name ▶ <u>SCHECHTER DOKKEN KANTER CPA'S</u>	Firm's EIN ▶	Check <input type="checkbox"/> if self-employed PTIN <u>P00437250</u>
	Firm's address ▶ <u>100 WASHINGTON AVE SO #1600 MINNEAPOLIS, MN 55401-2192</u>	Phone no. <u>612-332-5500</u>	

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:

SEE SCHEDULE O

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 \$ 3,151,177. including grants of \$ 2,868,107.) (Revenue \$ 4,237,506.)

MINNEAPOLIS PUBLIC SCHOOLS - SEE SCHEDULE O

4b (Code: _____) (Expenses \$ 837,341. including grants of \$ 0) (Revenue \$ 1,390,925.)

CAREER AND COLLEGE CENTERS - SEE SCHEDULE O

4c (Code: _____) (Expenses \$ 831,891. including grants of \$ 0) (Revenue \$ 797,660.)

STEP-UP ACHIEVE - SEE SCHEDULE O

4d Other program services (Describe in Schedule O.)

(Expenses \$ 125,896. including grants of \$ 0) (Revenue \$ 92,500.)

4e Total program service expenses **▶** 4,946,305.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>		X
24 b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24 c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24 d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
25 b Is 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? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28 a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
28 b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
28 c An 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? <i>If "Yes," complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35 a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35 b If "Yes" 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)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical responses. Includes questions about Form 1096, Form W-2G, Form W-3, Form 990-T, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 720, and Form 702.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (24), 1b (23), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MN,
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: DARLA BAKER 111 3RD AVENUE SOUTH, NO. 5 MINNEAPOLIS, MN 55401-2510 612-455-1556

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (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			
(1) Betsy A. Ordal CHAIR	3.00 0	X		X			0	0	0	
(2) Lisa Helminiak VICE CHAIR	1.00 0	X		X			0	0	0	
(3) Peter Lancaster TREASURER	3.00 0	X		X			0	0	0	
(4) Carol Carrier DIRECTOR	1.00 0	X					0	0	0	
(5) Bryan Everett DIRECTOR	1.00 0	X					0	0	0	
(6) Mayor Betsy Hodges EX OFFICIO	1.00 0	X					0	0	0	
(7) Tom Holman DIRECTOR	3.00 0	X					0	0	0	
(8) Bernadeia Johnson EX OFFICIO	1.00 0	X					0	0	0	
(9) Karen Kelley-Ariwoola DIRECTOR	1.00 0	X					0	0	0	
(10) Elmer A. Koch Jr. DIRECTOR	1.00 0	X					0	0	0	
(11) Velma Korbelt DIRECTOR	1.00 0	X					0	0	0	
(12) Jennifer Melin Miller DIRECTOR	1.00 0	X					0	0	0	
(13) Richard Mammen DIRECTOR	1.00 0	X					0	0	0	
(14) Mark Murphy DIRECTOR	1.00 0	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (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			
15) LEO RAUDYS ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
16) SHANNON REABE ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
17) RICH RENIKOFF ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
18) ELAINE J. SALINAS ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
19) CHRISTOPHER SHAHEEN ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
20) ROBBIE SOSKIN ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
21) CHRISTOPHER STEVENS ----- DIRECTOR	3.00 ----- 0	X					0	0	0	
22) MILES SWAMMI ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
23) CARISSA VINCENT ----- DIRECTOR	1.00 ----- 0	X					0	0	0	
24) PAMELA J. COSTAIN ----- PRESIDENT & CEO	40.00 ----- 0			X			118,197.	0	12,010.	
25) DARLA BAKER ----- DIRECTOR OF FINANCE	40.00 ----- 0			X			67,156.	0	10,315.	
1b Sub-total							0	0	0	
c Total from continuation sheets to Part VII, Section A							185,353.	0	22,325.	
d Total (add lines 1b and 1c)							185,353.	0	22,325.	

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

	Yes	No
3 Did 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>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 0

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c	129,134.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e	291.					
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	5,985,592.					
	g Noncash contributions included in lines 1a-1f: \$		184,159.					
	h Total. Add lines 1a-1f			6,115,017.				
	Program Service Revenue		Business Code					
2a <u>CONTRACT INCOME</u>			900099	988,215.	988,215.			
b <u>EARNED INCOME</u>			900099	95,547.	95,547.			
c _____								
d _____								
e _____								
f All other program service revenue								
g Total. Add lines 2a-2f			1,083,762.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			10,273.			10,273.	
	4 Income from investment of tax-exempt bond proceeds . . .			0				
	5 Royalties			0				
	6a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses . . .						
		c Rental income or (loss) . .						
		d Net rental income or (loss)			0			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
		d Net gain or (loss)			0			
	8a Gross income from fundraising events (not including \$ <u>129,134.</u> of contributions reported on line 1c). See Part IV, line 18	a	ATCH 1		20,650.			
		b Less: direct expenses	b		38,567.			
		c Net income or (loss) from fundraising events	ATCH 2		-17,917.			-17,917.
	9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses		b						
c Net income or (loss) from gaming activities				0				
10a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold	b						
	c Net income or (loss) from sales of inventory			0				
Miscellaneous Revenue			Business Code					
11a <u>MISCELLANEOUS REVENUE</u>			900099	29,303.			29,303.	
	b _____							
	c _____							
	d All other revenue							
e Total. Add lines 11a-11d				29,303.				
12 Total revenue. See instructions				7,220,438.	1,083,762.		21,659.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 .	2,691,600.	2,691,600.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	176,507.	176,507.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	217,218.	169,430.	30,411.	17,377.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	1,420,761.	1,106,130.	198,305.	116,326.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	35,704.	25,350.	7,141.	3,213.
9 Other employee benefits	113,447.	81,443.	22,188.	9,816.
10 Payroll taxes	148,216.	115,558.	20,715.	11,943.
11 Fees for services (non-employees):				
a Management	0			
b Legal	0			
c Accounting	14,419.		14,419.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17.	0			
f Investment management fees	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	69,796.	63,743.	6,053.	
12 Advertising and promotion	12,278.	6,460.	3,940.	1,878.
13 Office expenses	38,587.	21,438.	7,758.	9,391.
14 Information technology	3,540.	50.	3,490.	
15 Royalties	0			
16 Occupancy	20,652.	15,040.	3,535.	2,077.
17 Travel	7,575.	4,700.	2,702.	173.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	1,785.	850.	643.	292.
20 Interest	0			
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	29,435.	20,638.	5,437.	3,360.
23 Insurance	10,070.		10,070.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <u>PROGRAM EXPENSES</u>	241,831.	241,831.		
b <u>EQUIPMENT & MAINTENANCE</u>	39,829.	16,046.	15,150.	8,633.
c <u>TRAINING</u>	9,604.	4,571.	3,743.	1,290.
d <u>LICENSES & FEES</u>	9,218.	2,102.	6,566.	550.
e All other expenses	36,075.	182,818.	-158,000.	11,257.
25 Total functional expenses. Add lines 1 through 24e	5,348,147.	4,946,305.	204,266.	197,576.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0	1	0
	2 Savings and temporary cash investments	3,570,108.	2	4,364,999.
	3 Pledges and grants receivable, net	292,381.	3	2,420,827.
	4 Accounts receivable, net	37,716.	4	40,276.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 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	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	15,836.	9	12,150.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 164,048.		
	b Less: accumulated depreciation	10b 112,980.	55,655.	10c 51,068.
	11 Investments - publicly traded securities	0	11	0
	12 Investments - other securities. See Part IV, line 11	4,383,736.	12	3,392,945.
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets. See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	8,355,432.	16	10,282,265.	
Liabilities	17 Accounts payable and accrued expenses	527,022.	17	625,302.
	18 Grants payable	58,121.	18	63,968.
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	21,715.
	26 Total liabilities. Add lines 17 through 25	585,143.	26	710,985.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	836,420.	27	960,773.
	28 Temporarily restricted net assets	6,779,333.	28	8,610,507.
	29 Permanently restricted net assets	154,536.	29	0
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	7,770,289.	33	9,571,280.	
34 Total liabilities and net assets/fund balances	8,355,432.	34	10,282,265.	

Part XI Reconciliation 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	7,220,438.
2	Total expenses (must equal Part IX, column (A), line 25)	2	5,348,147.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,872,291.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,770,289.
5	Net unrealized gains (losses) on investments	5	173,560.
6	Donated services and use of facilities	6	891.
7	Investment expenses	7	0
8	Prior period adjustments	8	-245,751.
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	9,571,280.

Part XII Financial Statements and Reporting

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

- 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?
 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?
 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?
 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?
- 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.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

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.

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

ACHIEVE! MINNEAPOLIS

Employer identification number

41-1425264

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

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

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

	Yes	No
11g(i)		
 - (ii) A family member of a person described in (i) above?

	Yes	No
11g(ii)		
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(iii)		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2013

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,572,241.	8,716,293.	2,567,402.	1,979,994.	6,115,017.	21,950,947.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3.	2,572,241.	8,716,293.	2,567,402.	1,979,994.	6,115,017.	21,950,947.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						12,790,155.
6 Public support. Subtract line 5 from line 4.						9,160,792.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	2,572,241.	8,716,293.	2,567,402.	1,979,994.	6,115,017.	21,950,947.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	56,891.	39,783.	39,191.	19,068.	10,273.	165,206.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH-1		104.	210.	15,014.	29,303.	44,631.
11 Total support. Add lines 7 through 10						22,160,784.
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	41.34%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	62.44%
16a 33 1/3% 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 and stop here . The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% 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 box and stop here . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10%-facts-and-circumstances test - 2013. 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 ▶ <input type="checkbox"/>		
b 10%-facts-and-circumstances test - 2012. 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 ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% 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 more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

b 33 1/3% support tests - 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 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ►

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

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

SCHEDULE A, PART II, LINE E10

MISCELLANEOUS INCOME \$29,303

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2009	2010	2011	2012	2013	TOTAL
MISC INCOME					29,303.	29,303.
TOTALS					<u>29,303.</u>	<u>29,303.</u>

Schedule of Contributors

2013

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

Name of the organization ACHIEVE! MINNEAPOLIS	Employer identification number 41-1425264
---	---

Organization type (check one):

Filers of:

Section:

- Form 990 or 990-EZ 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization
- Form 990-PF 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization ACHIEVE! MINNEAPOLIS	Employer identification number 41-1425264
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	----- ----- -----	\$ ----- 156,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ ----- 163,872.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ ----- 200,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ ----- 4,161,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **ACHIEVE! MINNEAPOLIS**

Employer identification number

41-1425264

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	3200 SHARES OF AMERICAN INTERNATIONAL GROUP INC. ON 12/31/2013	\$ 163,872.	12/31/2013

Name of organization **ACHIEVE! MINNEAPOLIS**

Employer identification number

41-1425264

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	
-----	-----	-----	-----
	-----	-----	-----
	-----	-----	-----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
-----		-----	
-----		-----	
-----		-----	

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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.

2013

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

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

Name of the organization

Employer identification number

ACHIEVE! MINNEAPOLIS

41-1425264

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors... Yes No, 6 Did the organization inform all grantees... Yes No.

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements, 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution, 3 Number of conservation easements modified, 4 Number of states where property subject to conservation easement is located, 5 Does the organization have a written policy..., 6 Staff and volunteer hours..., 7 Amount of expenses..., 8 Does each conservation easement..., 9 In Part XIII, describe how the organization reports...

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

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

Table with 2 columns: Revenues, Assets. Rows include: 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report..., 1b If the organization elected, as permitted under SFAS 116 (ASC 958), to report..., 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain...

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

Schedule D (Form 990) 2013

JSA 3E1268 2.000

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

- 3** Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other _____
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? **Yes** **No**

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? **Yes** **No**
- b** If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? **Yes** **No**
- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2** Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a** Board designated or quasi-endowment %
 - b** Permanent endowment %
 - c** Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|---------------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4** Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI 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
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		164,048.	112,980.	51,068.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				51,068.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) BENEFICIAL INTEREST IN TMF		
(B) INVESTMENT POOL	1,090,793.	FMV
(C) CERTIFICATES OF DEPOSIT		
(D) HELD IN CDARS PROGRAM	2,302,152.	FMV
(E)		
(F)		
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	3,392,945.	

Part VIII 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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

Part IX 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
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) CAPITAL LEASE	21,715.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	21,715.

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

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	7,394,890.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a 173,560.		
b	Donated services and use of facilities	2b 891.		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d 1.		
e	Add lines 2a through 2d		2e	174,452.
3	Subtract line 2e from line 1		3	7,220,438.
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	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	7,220,438.

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	5,348,147.
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	
3	Subtract line 2e from line 1		3	5,348,147.
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	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	5,348,147.

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.

SEE PAGE 5

Part XIII Supplemental Information (continued)

PART X, LINE 2

THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND SIMILAR STATE INCOME TAX LAWS. IT IS THE POLICY OF THE ORGANIZATION TO ASSESS ANY UNCERTAIN TAX PROVISIONS AND, IF NECESSARY, RECORD A TAX ASSET OR LIABILITY, AND THE RELATED INCOME TAX EXPENSE, FOR ANY UNCERTAIN TAX PROVISIONS. THE ORGANIZATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL AND STATE AUTHORITIES. THE TAX RETURNS FOR THE YEARS 2011 THROUGH 2013 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES.

PART XI, LINE 2D

ROUNDING \$1

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

ACHIEVE! MINNEAPOLIS

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Employer identification number

41-1425264

Part I

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a** Mail solicitations
- b** Internet and email solicitations
- c** Phone solicitations
- d** In-person solicitations
- e** Solicitation of non-government grants
- f** Solicitation of government grants
- g** Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

	(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
			Yes	No			
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total							

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		EDUC. LUNCHEON (event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	149,784.			149,784.
	2 Less: Contributions	129,134.			129,134.
	3 Gross income (line 1 minus line 2)	20,650.			20,650.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	7,315.			7,315.
	7 Food and beverages	21,600.			21,600.
	8 Entertainment	8,505.			8,505.
	9 Other direct expenses	1,147.			1,147.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				38,567.
	11 Net income summary. Subtract line 10 from line 3, column (d) ▶				-17,917.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary. Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary. Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE I
(Form 990)**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990.

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

Name of the organization

ACHIEVE! MINNEAPOLIS

Employer identification number

41-1425264

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) MINNEAPOLIS PUBLIC SCHOOLS 1250 W BROADWAY AVE, MPLS, MN 55411	41-0851980	ORGANIZATION	2,691,600.		N/A	N/A	AID TO DISTRICT SCHOOLS & PROGRAMS
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

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

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

Schedule I (Form 990) (2013)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 PROFESSIONAL DEVELOPMENT	21.	38,600.		N/A	N/A
2 SCHOLARSHIPS	136.	116,300.		N/A	N/A
3 CLASSROOM GRANTS	39.	21,607.		N/A	N/A
4					
5					
6					
7					

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

PART I, LINE 2

MOST FUNDS ARE MANAGED BY MINNEAPOLIS PUBLIC SCHOOLS (MPS). EACH YEAR THEY ARE PUBLICLY AUDITED.

TWO DIFFERENT METHODS ARE USED FOR SELECTING SCHOLARSHIPS AND GRANT AWARDS.

1) SCHOOL BASED SELECTION (APPLIES TO MOST SCHOLARSHIPS): STUDENTS COMPLETE GENERIC APPLICATIONS AT THEIR SCHOOL. THEY ARE THEN PUT "IN THE RUNNING" FOR SCHOLARSHIPS AVAILABLE THROUGH BOTH ACHIEVEMPLS AND THEIR

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

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

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

SCHOOL'S FOUNDATION. THE COUNSELING OFFICE SETS UP A SELECTION COMMITTEE, REVIEWS THE CRITERIA FOR EACH SCHOLARSHIP AND THE QUALIFICATIONS OF EACH APPLICANT, AND MAKES AWARDS BASED UPON THE BEST MATCHES. FOR EXAMPLE, THE MARK WELTER WORLD CITIZEN AWARD LISTS SIX PRINCIPLES THAT STUDENTS SHOULD EMULATE. COUNSELORS REVIEW STUDENTS' ESSAYS WITHIN THEIR APPLICATIONS AND TARGET THOSE STUDENTS THAT DISPLAY THOSE PRINCIPLES.

2) ACHIEVEMPLS BASED SELECTION (APPLIES TO SOME SCHOLARSHIPS AND ALL GRANTS) :

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

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

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

SCHOLARSHIPS: STUDENTS COMPLETE SPECIFIC APPLICATIONS FOR SPECIFIC SCHOLARSHIPS. ACHIEVEMPLS ACCEPTS APPLICATIONS AND DISTRIBUTES TO SELECTION COMMITTEE MEMBERS (COMPRISED OF DONORS, CONTENT AREA EXPERTS, AND/OR ACHIEVEMPLS STAFF). APPLICATIONS ARE REVIEWED AND SCORED BASED UPON SPECIFIC SCORING INSTRUCTIONS. SCORES ARE RANKED AND, AFTER A THOUGHTFUL CONVERSATION OR EMAIL EXCHANGE, AWARDS ARE MADE. FOR EXAMPLE, THE MPS NURSES SCHOLARSHIP REQUIRES THE SUBMISSION OF SEVERAL APPLICATION PARTS (COVER SHEET, TEST SCORES, TRANSCRIPT, ESSAY). TWO NURSES AND ACHIEVEMPLS STAFF REVIEW APPLICATIONS AND SCORE BASED UPON SCORING

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

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

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

INSTRUCTIONS.

GRANTS: APPLICANTS COMPLETE SPECIFIC APPLICATION AND SUBMIT TO
ACHIEVEMPLS OR ONLINE TO A PARTNERING ORGANIZATION. APPLICATIONS ARE
REVIEWED AND SCORED TO A RUBRIC OR SET OF SCORING INSTRUCTIONS. SELECTION
COMMITTEES ARE COMPRISED OF ACHIEVEMPLS STAFF, MPS STAFF, COMMUNITY
MEMBERS, AND STAFF FROM PARTNER ORGANIZATIONS. SELECTION COMMITTEE
MEETINGS ARE HELD TO REVIEW THE TOP CONTENDERS AND MAKE AWARDS BASED UPON
APPLICATION STRENGTH AND MERIT.

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

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

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

SMALL AWARDS: SMALL, RANDOM AWARDS (USUALLY UNDER \$500) ARE OCCASIONALLY GRANTED BASED UPON A SCHOOL OR PROJECT NEED. REQUESTS ARE MADE AND REVIEWED BY MEMBERS OF ACHIEVEMPLS' DEVELOPMENT AND ADMINISTRATIVE STAFF. AWARDS ARE MADE BASED UPON MERIT, EXTERNAL LACK OF FUNDING, AND INTERNAL FUND AVAILABILITY.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.**
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**
▶ **Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Open To Public Inspection

Name of the organization

ACHIEVE! MINNEAPOLIS

Employer identification number

41-1425264

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

- 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
			(1)									
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												
Total ▶ \$ _____												

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

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

Schedule L (Form 990 or 990-EZ) 2013

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) MATTIE WEISS	DAUGHTER OF PAM COSTAIN	1,500.	STEP-UP / TRAIN THE TRAINER		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

ACHIEVE! MINNEAPOLIS

Employer identification number

41-1425264

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	11.	184,159.	STOCK MARKET QUOTES
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

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

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

Schedule M (Form 990) (2013)

JSA

3E1298 1.000

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

ACHIEVE! MINNEAPOLIS

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Employer identification number

41-1425264

PART I, LINE 1 & PART III, LINE 1

ACHIEVEMPLS IS THE NONPROFIT PARTNER OF THE MINNEAPOLIS PUBLIC SCHOOLS (MPS). OUR MISSION IS TO MOBILIZE A WIDE WEB OF COMMUNITY SUPPORT AND RESOURCES TO ENSURE ACADEMIC ACHIEVEMENT, EQUITABLE OPPORTUNITIES, AND CAREER AND COLLEGE READINESS FOR ALL STUDENTS. OVER THE LAST DECADE, ACHIEVEMPLS HAS PLACED MORE THAN 6,500 LOW-INCOME YOUTH IN PAID SUMMER JOBS, HELPED RAISE THE COLLEGE-GOING RATE FOR MPS GRADUATES BY MORE THAN TEN PERCENTAGE POINTS, AND ENGAGED OVER 1,000 BUSINESSES AND NONPROFITS TO SUPPORT PUBLIC EDUCATION IN OUR CITY.

WHILE MPS FOCUSES ON PREPARING STUDENTS ACADEMICALLY, WE COORDINATE A COMPREHENSIVE SYSTEM OF PROGRAMS AND PARTNERSHIPS TO OFFER STUDENTS THE NON-ACADEMIC SKILLS, RESOURCES, AND EXPERIENCES THEY NEED TO SUCCEED IN THE 21ST CENTURY WORKPLACE. THE THREE PROGRAMS IN OUR CAREER AND COLLEGE INITIATIVE MAKE A LONG-TERM IMPACT ON STUDENTS' LIVES BY SHOWING THEM THE TANGIBLE CONNECTIONS BETWEEN ACADEMIC EFFORT AND FUTURE SUCCESS. FAILURE TO SEE THIS CONNECTION IS THE NUMBER ONE REASON HIGH SCHOOL DROPOUTS CITE FOR LEAVING SCHOOL.

PART III, LINE 4A

MINNEAPOLIS PUBLIC SCHOOLS:

SINCE ITS FOUNDING IN 2002, ACHIEVEMPLS HAS BEEN CHARGED WITH RAISING MONEY AND MOBILIZING PUBLIC SUPPORT FOR THE STRATEGIC PRIORITIES OF THE MPS SUPERINTENDENT. IN RECENT YEARS WE HAVE HELPED RAISE MILLIONS OF DOLLARS FOR EARLY LITERACY AND STEM EDUCATION, KINDERGARTEN AND COLLEGE

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READINESS, LEADERSHIP AND HUMAN CAPITAL DEVELOPMENT, INNOVATION AND ACCOUNTABILITY, AND MPS ARTS. ACHIEVEMPLS ALSO SUPPORTS MPS BY ADMINISTERING OVER 130 FUNDS FOR INDIVIDUAL MPS SCHOOLS, DEPARTMENTS, COLLEGE SCHOLARSHIP AWARDS, AND COMPETITIVE GRANT PROGRAMS FOR MPS STAFF AND CLASSROOMS.

HIGHLIGHTS OF OUR SUPPORT FOR MPS IN 2013-14 INCLUDE:

- ACHIEVEMPLS ADMINISTERED 70 COLLEGE SCHOLARSHIP AWARDS FOR MPS STUDENTS WORTH OVER \$80,000.
- 20 MPS TEACHERS AND OTHER LICENSED STAFF RECEIVED OVER \$34,000 IN PROFESSIONAL DEVELOPMENT GRANTS ADMINISTERED BY ACHIEVEMPLS.
- THROUGH THE SUPPORT OF THE COMMUNITY LEARNING FUND, COMMUNITY MEMBERS AND ACHIEVEMPLS DISCRETIONARY FUNDS, MORE THAN 2,000 MPS STUDENTS PARTICIPATED IN 29 FIELD TRIPS TO THE BAKKEN MUSEUM, OLIVER H. KELLEY FARM, THE U.S. DISTRICT COURTHOUSE, WOLF RIDGE ENVIRONMENTAL LEARNING CENTER AND OTHER DESTINATIONS.
- IN MAY, 27 LOCAL CORPORATE, GOVERNMENT AND NONPROFIT LEADERS PARTICIPATED IN PRINCIPAL PARTNER DAY, SHADOWING AN MPS PRINCIPAL, BUILDING RELATIONSHIPS WITH MPS SCHOOLS AND LEARNING ABOUT DAILY LIFE IN THE DISTRICT.

PART III, LINE 4B

CAREER AND COLLEGE CENTERS (CCCS):

ACHIEVEMPLS CAREER & COLLEGE CENTERS (CCCS) IN TEN MPS HIGH SCHOOLS ARE OPEN TO EVERY MPS STUDENT IN THESE SCHOOLS. EACH CCC COORDINATOR IS AN ACHIEVEMPLS EMPLOYEE AND A MEMBER OF THE SCHOOL COUNSELING TEAM.

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STUDENT-INITIATED DROP-IN VISITS ARE ONE OF THE MOST IMPORTANT WAYS CCC COORDINATORS HELP YOUNG PEOPLE AT THEIR SCHOOL SITE. WE NOW USE SWIPE CARDS TO TRACK EVERY STUDENT WHO INITIATES ONE-ON-ONE CONTACT WITH A COORDINATOR, THE TOP-TIER OF THE SERVICE DELIVERY TRIANGLE. IN THE 2013-14 ACADEMIC YEAR:

- 2,710 STUDENTS VISITED CAREER AND COLLEGE CENTERS FOR ONE-ON-ONE SUPPORT OUT OF A TOTAL POPULATION OF 8,038 WE SERVE. THAT MEANS CCC COORDINATORS MET ONE-ON-ONE WITH MORE THAN 1/3 OF STUDENTS. PERHAPS MORE IMPORTANTLY, OVER 1,300 SENIORS VISITED THE CCCS FOR ASSISTANCE, INCLUDING 72% OF ALL MPS SENIORS IN THE 10 SCHOOLS WE SERVE.

- AFRICAN AMERICAN STUDENTS WERE ESPECIALLY FREQUENT USERS OF OUR SERVICES, MAKING UP 48% OF HIGH-FREQUENCY USERS, DESPITE BEING ONLY 37% OF THE MPS POPULATION.

- LOW-INCOME STUDENTS ARE ALSO STRONG USERS OF CCC SERVICES. 69% OF STUDENTS VISITING THE CCCS FIVE OR MORE TIMES WERE LOW-INCOME THOUGH THEY REPRESENT ONLY 63% OF THE TOTAL POPULATION. ADDITIONALLY, TWO OUT OF THREE STUDENTS SEEKING ASSISTANCE FROM A CCC COORDINATOR (LOW, MEDIUM, OR HIGH-FREQUENCY) WERE LOW INCOME.

- FEMALE STUDENTS ARE ALSO SIGNIFICANTLY MORE LIKELY TO USE THE CCCS THAN MALES (65% TO 35%). WE ARE CURRENTLY EXPLORING STRATEGIES TO ENCOURAGE MORE MALE STUDENTS TO USE THE CCCS.

CCC COORDINATORS TRACK SEVERAL KEY INDICATORS ABOUT POST-SECONDARY PLANNING AND PERSONALLY FOLLOW UP WITH EVERY SENIOR TO ENSURE THEY HAVE A PLAN. IN THE 2013-14 ACADEMIC YEAR:

- 86% OF MPS SENIORS IN THE SEVEN MAJOR MPS HIGH SCHOOLS SUBMITTED A

Name of the organization ACHIEVE! MINNEAPOLIS	Employer identification number
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COLLEGE APPLICATION

- 99% OF SENIORS HAD A PLAN TO GO ON TO COLLEGE, JOIN THE MILITARY, PURSUE ALTERNATIVE EDUCATION OR CONTINUE WORKING TOWARDS A DIPLOMA.
- MORE THAN 90% OF SENIORS REPORTED THAT THEY COMPLETED THE ACT. ACT COMPLETION IS NOW A MAJOR INITIATIVE OF MPS, AND CCC COORDINATORS WERE INSTRUMENTAL IN COORDINATING AN ALL-DISTRICT TESTING DAY AND PROVIDING ADVANCE TEST PREP.
- 73% OF SENIORS REPORTED COMPLETING A FAFSA APPLICATION FOR FEDERAL STUDENT AID, AND AN ADDITIONAL 2% COMPLETED MINNESOTA DREAM ACT FINANCIAL AID FOR UNDOCUMENTED IMMIGRANTS. THE STRONG CORRELATION BETWEEN FAFSA COMPLETION AND COLLEGE ENROLLMENT IS WELL DOCUMENTED.

PART III, LINE 4C

STEP-UP ACHIEVE:

SINCE 2004, STEP-UP ACHIEVE - OUR YOUTH EMPLOYMENT PROGRAM DIRECTED IN PARTNERSHIP WITH THE CITY OF MINNEAPOLIS - HAS HELPED OVER 6,000 LOW-INCOME MINNEAPOLIS STUDENTS EXPLORE THE WORLD OF WORK AND MAKE PROFESSIONAL CONNECTIONS THROUGH PAID INTERNSHIPS. THEIR EMPLOYERS INCLUDE FORTUNE 500 CORPORATIONS LIKE BOSTON SCIENTIFIC, MEDTRONIC AND U.S. BANK, LAW FIRMS, HEALTHCARE PROVIDERS, HIGH TECH COMPANIES AND DOZENS OF SMALL BUSINESSES. AN INNOVATIVE, PUBLIC-PRIVATE PARTNERSHIP WITH A UNIQUE EMPHASIS ON WORK-READINESS TRAINING, STEP-UP HAS MADE MINNEAPOLIS A NATIONAL MODEL FOR YOUTH EMPLOYMENT.

IN 2013-14, STEP-UP ACHIEVE CREATED 883 INTERNSHIPS WITH 170 EMPLOYERS, INCLUDING SUMMER AND SCHOOL-YEAR INTERNSHIPS. THESE INTERNS EARNED A

Name of the organization ACHIEVE! MINNEAPOLIS	Employer identification number
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TOTAL OF \$ 1.4 MILLION IN WAGES. IN ADDITION, 2,067 INTERNS- INCLUDING INTERNS FROM STEP-UP ACHIEVE AND STEP-UP DISCOVER (TWO OF THE THREE STEP-UP PROGRAM COMPONENTS) - SUCCESSFULLY COMPLETED STEP-UP WORK-READINESS TRAINING CERTIFIED BY THE MINNEAPOLIS REGIONAL CHAMBER OF COMMERCE.

STEP-UP CAREER PIPELINES IN STEM, HEALTHCARE, FINANCIAL SERVICES, LEGAL SERVICES AND OUTDOOR/ENVIRONMENT - MANAGED IN PARTNERSHIP WITH TOP TWIN CITIES LEADERS IN THESE SECTORS - HELP INTERNS JUMP-START THEIR PROFESSIONAL DEVELOPMENT THROUGH CAREER EXPOSURE OPPORTUNITIES AND A VARIETY OF INDUSTRY-SPECIFIC TRAININGS AND CERTIFICATIONS.

- EACH YEAR THE STEM PIPELINE HOSTS A STEM EXPO AND FULL-DAY YOUNG ENTREPRENEURSHIP TRAINING WITH GOOGLE, AND HELPS MPS STUDENTS ENROLL IN I.T. CLASSES AT MINNEAPOLIS COMMUNITY AND TECHNICAL COLLEGE (MCTC).

- THROUGH THE HEALTHCARE CAREER PIPELINE, INTERNS CAN PARTICIPATE IN A PRE-EMPLOYMENT TO HEALTHCARE (PETH) TRAINING, LEARN ABOUT HEALTHCARE CAREERS AT THE WEEK-LONG SCRUBS CAMP AND GAIN ADDITIONAL EXPOSURE THROUGH MONTHLY TRAININGS PROVIDED BY THE NONPROFIT HEALTHCARE ORGANIZATION THE LADDER. WE ARE ALSO FACILITATING A CERTIFIED NURSING ASSISTANT TRAINING AT MCTC IN PARTNERSHIP WITH THE STEP-UP ACHIEVE - MINNEAPOLIS PUBLIC SCHOOLS WORK-BASED LEARNING PROGRAM.

- CAREER PIPELINE PARTNERS ALSO HOST AN ANNUAL FINANCIAL SERVICES CAREER DAY AT LOCAL FINANCIAL INSTITUTIONS SUCH AS WELLS FARGO AND THE FEDERAL RESERVE AND A WEEK-LONG LEGAL INSTITUTE AT THE UNIVERSITY OF MINNESOTA LAW SCHOOL.

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PART III, LINE 4D

OUTREACH AND PARTNERSHIPS PROGRAM:

VOLUNTEERS: LAST YEAR, 767 COMMUNITY VOLUNTEERS GAVE MORE THAN 3,800 HOURS TO MINNEAPOLIS PUBLIC SCHOOL STUDENTS THROUGH ACHIEVEMPLS OUTREACH AND PARTNERSHIP PROGRAMS. THEY MENTORED STUDENTS AS GRADUATION COACHES, INSPIRED THEM WITH STORIES OF THEIR PROFESSIONAL JOURNEYS AT CAREER FAIRS, AND OFFERED MULTI-WEEK WORKSHOPS IN FINANCIAL LITERACY AND CAREER SKILLS. 96% OF VOLUNTEERS SAID THEY HAD A REWARDING EXPERIENCE, AND 60% OF VOLUNTEERS LEVERAGED THEIR IMPACT BY MOBILIZING OTHERS IN SUPPORT OF PUBLIC EDUCATION.

GRADUATION COACHES: ACHIEVEMPLS GRADUATION COACHES MET WITH INDIVIDUAL STUDENTS EVERY MONTH, HELPING THEM STAY ON TRACK TO GRADUATE AND PREPARE FOR LIFE AFTER HIGH SCHOOL. 72% OF STUDENTS WHO PARTICIPATED IN OUR 2014-15 PROGRAM DEMONSTRATED INCREASED COLLEGE AND CAREER KNOWLEDGE, AND 98% SAID THE PROGRAM MADE THEM MORE LIKELY TO APPLY TO COLLEGE. THE PROGRAM EXPANDED FOR THE 2014-15 SCHOOL YEAR FROM 190 GRADUATION COACHES TO MORE THAN 400, ALLOWING US TO MORE THAN DOUBLE THE NUMBER OF STUDENTS WE SERVE (500 THIS PAST YEAR).

CAREER FAIRS: 250 VOLUNTEERS CONNECTED WITH OVER 2,000 STUDENTS AT CAREER FAIRS IN MPS HIGH SCHOOLS, SHARING THEIR PASSION FOR THEIR WORK AND OUTLINING THE NECESSARY SKILLS AND EXPERIENCE FOR THEIR FIELD. 84% OF STUDENTS WHO PARTICIPATED IN CAREER FAIRS REPORTED FEELING MORE PREPARED TO FIND A CAREER AFTER GRADUATION.

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EMERGING LEADERS: TEAMS OF STUDENTS IN MPS HIGH SCHOOLS - MORE THAN 220 PARTICIPANTS - MET TWICE A MONTH IN OUR EMERGING LEADERS PROGRAM. WORKING WITH ACHIEVEMPLS STAFF AND COLLEGE STUDENT VOLUNTEERS, STUDENTS LEARNED LEADERSHIP SKILLS AND INCREASED THEIR COLLEGE ACCESS KNOWLEDGE. THEY ENDED THE YEAR BY CREATING PUBLICITY CAMPAIGNS TO BOOST COLLEGE-GOING AT THEIR SCHOOL. 96% OF PARTICIPATING STUDENTS SAID THE EXPERIENCE IMPROVED THEIR LEADERSHIP SKILLS.

PUBLIC EDUCATION EVENTS: HUNDREDS OF COMMUNITY MEMBERS ATTENDED OUR CITY, OUR SCHOOLS (OCOS) AND EDTALKS PUBLIC EDUCATION EVENTS IN 2013-14. ATTENDANCE FOR EDTALKS - WHICH ENGAGES YOUNG PROFESSIONALS IN PUBLIC EDUCATION ISSUES - WAS PARTICULARLY STRONG, WITH 300 PARTICIPANTS ENJOYING PRESENTATIONS BY EXPERTS ON STEM EDUCATION, THE POWER OF ART FOR YOUNG PEOPLE, AND URBAN MENTORING. MORE THAN A THIRD OF THE AUDIENCE FOR EDTALKS WAS ATTENDING AN EDUCATION EVENT FOR THE FIRST TIME.

BUSINESS PARTNERSHIPS: FIFTY VOLUNTEERS FROM FIVE OF OUR TOP BUSINESS PARTNERS-DELOITTE, PWC, JUNIOR LEAGUE, ATK, AND WELLS FARGO-OFFERED NINE MULTI-WEEK WORKSHOPS TO MORE THAN 100 MPS HIGH SCHOOL STUDENTS IN SUBJECTS LIKE CAREER READINESS, FINANCIAL LITERACY, AND TRANSITIONING TO COLLEGE. 95% OF PARTICIPATING STUDENTS DEMONSTRATED INCREASED KNOWLEDGE IN THE WORKSHOP SUBJECT AREAS.

MPS ALUMNI OUTREACH: THE MINNEAPOLIS ALUMNI CONNECTION (MAC) CREATED THE NEW COLLEGECREWMPLS.ORG BLOG, FEATURING WRITING BY NEW MPS GRADUATES

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ABOUT THEIR COLLEGE EXPERIENCES AND DESIGNED TO PROVIDE INFORMATION AND INSIGHTS FOR COLLEGE-BOUND HIGH SCHOOL STUDENTS. MAC ALSO HOSTED TWO NETWORKING EVENTS AND INCREASED ITS MEMBERSHIP TO MORE THAN 600. AT ONE EVENT, PRINCIPALS FROM SEVEN MPS HIGH SCHOOLS ADDRESSED ALUMNI ABOUT THE NEWS FROM THEIR SCHOOLS AND HOW THEY COULD GET INVOLVED. ALUMNI MEMBERS ALSO COORDINATED A PROFESSIONAL NETWORKING TRAINING EVENT FOR 100 LOW-INCOME STUDENTS PARTICIPATING IN STEP-UP SUMMER INTERNSHIPS.

PART VI, SECTION A, LINE 1

THE EXECUTIVE COMMITTEE IS COMPOSED OF THE BOARD CHAIR AND TREASURER, ALONG WITH THE HEADS OF ALL STANDING COMMITTEES. THE EXECUTIVE COMMITTEE MEETS ON AN AS-NEEDED BASIS. THE EXECUTIVE COMMITTEE SETS THE AGENDA FOR THE BOARD MEETINGS, SUPERVISES THE CEO AND PERFORMS ANY OTHER DUTIES ASSIGNED BY THE BOARD OF DIRECTORS.

PART VI, SECTION B, LINE 11B

THE FORM 990 IS PREPARED BY AN INDEPENDENT ACCOUNTING FIRM AND IS FIRST REVIEWED BY THE DIRECTOR OF FINANCE. THE DIRECTOR OF FINANCE THEN EMAILS A COPY OF THE FORM 990 TO THE FINANCE COMMITTEE FOR THEIR REVIEW.

ALTHOUGH THE FINANCE COMMITTEE IS EMPOWERED BY THE BOARD OF DIRECTORS TO APPROVE THE FORM 990, THE FINANCE COMMITTEE REVIEWS THE 990 AND THEN RECOMMENDS THE BOARD APPROVE THE 990 AT ITS MEETING IN ADVANCE OF FILING.

PART VI, SECTION B, LINE 12C

A CONFLICT EXISTS WHEN A DIRECTOR, OFFICER, COMMITTEE MEMBER OR KEY

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EMPLOYEE OR A MEMBER OF THEIR IMMEDIATE FAMILY HAS A MATERIAL FINANCIAL INTEREST OR OTHER PROFESSIONAL OR PERSONAL RELATIONSHIP WHICH MAY MAKE IT DIFFICULT TO EXERCISE INDEPENDENT JUDGEMENT IN THE BEST INTEREST OF ACHIEVEMPLS. IMMEDIATE FAMILY INCLUDES A SPOUSE, PARENT, CHILD, SPOUSE OF A CHILD, BROTHER, SISTER OR SPOUSE OF A BROTHER OR SISTER.

ANY DIRECTOR, OFFICER, COMMITTEE MEMBER OR KEY EMPLOYEE SHALL IMMEDIATELY DISCLOSE A CONFLICT TO THE BOARD OF DIRECTORS ("BOARD") OR RELEVANT COMMITTEE AS SOON AS IT BECOMES APPARENT TO THE INVOLVED INDIVIDUAL THAT SUCH A CONFLICT EXISTS ON A MATTER UNDER BOARD OR COMMITTEE CONSIDERATION. EACH FINANCIAL INTEREST SHALL BE FULLY DISCLOSED OR KNOWN TO THE BOARD OR COMMITTEE PRIOR TO ANY ACTION ON THE RELEVANT CONTRACT OR TRANSACTION. THIS DISCLOSURE SHALL BE MADE ORALLY AND SHALL BE FOLLOWED UP BY A DISCLOSURE IN WRITING WITHIN TEN (10) BUSINESS DAYS.

THE BOARD OR COMMITTEE SHALL EXCLUDE ANY PERSON DISCLOSING A FINANCIAL INTEREST FROM DISCUSSION ON THE ISSUE INVOLVING THAT CONFLICT AND SUCH INTERESTED PARTIES SHALL NOT BE COUNTED IN DETERMINING THE PRESENCE OF A QUORUM. TO APPROVE ANY TRANSACTION INVOLVING A CONFLICT, THE BOARD OR COMMITTEE SHALL DETERMINE BY MAJORITY VOTE (NOT COUNTING ANY VOTE AN INTERESTED PARTY MIGHT OTHERWISE HAVE), THAT THE CONTRACT, TRANSACTION OR RELATIONSHIP INVOLVING THE CONFLICT IS IN THE BOARD'S BEST INTERESTS AND IS FAIR AND REASONABLE. THE MINUTES OF MEETINGS SHALL INDICATE THE INDIVIDUAL DISCLOSING ANY CONFLICTS AND THE NATURE OF SUCH CONFLICTS, THE PERSONS PRESENT, THE DISCUSSION AND BASIS FROM THE DECISION MADE, AND A

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RECORD OF THE VOTE TAKEN.

PART VI, SECTION B, LINE 15A

THE PROCESS OF DETERMINING THE COMPENSATION OF THE PRESIDENT AND CEO P. COSTAIN INCLUDES A REVIEW AND APPROVAL BY THE EXECUTIVE COMMITTEE IN AN EXECUTIVE SESSION. IN 2012, THE PROCESS ALSO INCLUDED A REVIEW OF THE MINNESOTA COUNCIL OF NONPROFITS' SURVEY FOR COMPENSATION TO ASSESS WHETHER THE SALARIES ARE COMPARABLE.

THE PRESIDENT AND CEO MAKES ALL COMPENSATION DECISIONS FOR OTHER OFFICERS AND STAFF. FOR OTHER OFFICERS AND STAFF, AN ANNUAL PERFORMANCE REVIEW SYSTEM IS USED TO DETERMINE THE COMPENSATION. THIS PROCESS WAS MOST RECENTLY UNDERTAKEN IN 2014 FOR THE DIRECTOR OF FINANCE, D. BAKER.

PART VI, SECTION C, LINE 19

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

ATTACHMENT 1

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
FUNDRAISER	129,134.
TOTAL	<u>129,134.</u>

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ATTACHMENT 2

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
FUNDRAISER	20,650.	38,567.	-17,917.
TOTALS	<u>20,650.</u>	<u>38,567.</u>	<u>-17,917.</u>