** PUBLIC DISCLOSURE COPY **

Form 990 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

Department of the Treasury
Internal Revenue Service

A For the 2013 calendar year, or tax year beginning JUL 1, 2013 and ending DEC 31, 2013

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Termin-ated ☐ Amended return ☐ Applica-tion pending

C Name of organization
YOUTHPRISE

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address) 615 FIRST AVENUE NE

Room/suite 125

City or town, state or province, country, and ZIP or foreign postal code MINNEAPOLIS, MN 55413

F Name and address of principal officer: WOKIE WEAH
SAME AS C ABOVE

D Employer identification number
27-4126970

E Telephone number 612-564-4858

G Gross receipts $ 5,207,938.

H(a) Is this a group return for subordinates? ☐ Yes ☒ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list. (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ YOUTHPRISE.ORG

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation: 2010 M State of legal domicile: MN

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: YOUTHPRISE CHAMPIONS LEARNING BEYOND THE CLASSROOM SO THAT ALL MINNESOTA'S YOUTH THRIVE.	
	2	Check this box ▶ ☐ 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)	17
	4	Number of independent voting members of the governing body (Part VI, line 1b)	17
	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	18
	6	Total number of volunteers (estimate if necessary)	40
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0.
	b	Net unrelated business taxable income from Form 990-T, line 34	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	166,007.	5,190,712.
	9	Program service revenue (Part VIII, line 2g)	46,381.	12,320.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,479.	4,906.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	217,867.	5,207,938.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,197,273.	2,880,456.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	879,875.	533,905.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 28,381.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	856,310.	441,269.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,933,458.	3,855,630.
	19	Revenue less expenses. Subtract line 18 from line 12	<3,715,591.>	1,352,308.

			Beginning of Current Year	End of Year
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	5,780,800.	6,712,884.
	21	Total liabilities (Part X, line 26)	1,485,415.	1,065,191.
	22	Net assets or fund balances. Subtract line 21 from line 20	4,295,385.	5,647,693.

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

▶ WOKIE WEAH, PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check if self-employed	PTIN
THOMAS W. HODNEFIELD, CPA	Thomas Hodnefield CPA	08/01/14	☐	P00185415

Firm's name ▶ REDPATH AND COMPANY, LTD. Firm's EIN ▶ 41-0975573

Firm's address ▶ 4810 WHITE BEAR PARKWAY
WHITE BEAR LAKE, MN 55110 Phone no. (651)426-7000

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

THE MISSION OF YOUTHPRISE IS TO CHAMPION LEARNING BEYOND THE CLASSROOM SO THAT ALL MINNESOTA YOUTH THRIVE. YOUTHPRISE WORKS IN PARTNERSHIP WITH YOUTH AND YOUTH-SERVING ORGANIZATIONS TO ACCELERATE LEADERSHIP AND INNOVATION IN LEARNING BEYOND THE CLASSROOM.

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 $ 2,049,085. including grants of $ 1,803,479.) (Revenue $ _____)

THROUGH GRANT MAKING TO YOUTH-SERVING ORGANIZATIONS AND THROUGH PARTNERSHIPS, YOUTHPRISE DISTRIBUTES, LEVERAGES AND COORDINATES FUNDING TO BUILD MORE EFFECTIVE SYSTEMS FOR LEARNING BEYOND THE CLASSROOM AND PROMOTING INNOVATION IN YOUTH ENGAGEMENT.

4b (Code: _____) (Expenses $ 1,422,384. including grants of $ 1,076,977.) (Revenue $ _____)

THROUGH SYSTEMS BUILDING, YOUTHPRISES'S GOAL IS TO DEVELOP COORDINATED, SUSTAINABLE CITYWIDE AND STATEWIDE SYSTEMES THAT PROVIDE ACCESS TO HIGH QUALITY OUT-OF-SCHOOL TIME PROGRAMS FOR UNDERSERVED AND UNDER-ENGAGED YOUTH. GRANTS SUPPORT ORGANIZATIONS BUILDING THEIR CAPACITY TO IMPROVE ORGANIZATIONAL EFFECTIVENESS, COLLECT AND REPORT DATA, IMPROVE PROGRAM QUALITY, AND MODEL AUTHENTIC YOUTH ENGAGEMENT.

4c (Code: _____) (Expenses $ 101,152. including grants of $ _____) (Revenue $ _____)

THROUGH INNOVATION IN YOUTH ENGAGEMENT, YOUTHPRISE WORKS TO AUTHENTICALLY ENGAGE YOUTH IN THE DESIGN AND IMPLEMENTATION OF QUALITY OUT-OF-SCHOOL TIME PROGRAMS, POLICY, SYSTEMS, PHILANTHROPY, AND RESEARCH AND EVALUATION. GRANTS SUPPORT INNOVATIVE STRATEGIES CREATED AND DELIVERED BY YOUNG PEOPLE AND CREATIVE APPROACHES THAT VALUE YOUTH/ADULT PARTNERSHIPS AND AUTHENTIC YOUTH ENGAGEMENT.

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

(Expenses $ _____ including grants of $ _____) (Revenue $ 12,320.)

4e Total program service expenses ▶ 3,572,621.

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)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		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? *If "Yes," complete Schedule C, Part II*	4	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? *If "Yes," complete Schedule C, Part III*	5		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? *If "Yes," complete Schedule D, Part I*	6		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? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		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? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		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? *If "Yes," complete Schedule D, Part VI*	11a	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? *If "Yes," complete Schedule D, Part VII*	11b		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? *If "Yes," complete Schedule D, Part VIII*	11c		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? *If "Yes," complete Schedule D, Part IX*	11d		X
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e		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)? *If "Yes," complete Schedule D, Part X*	11f	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		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? *If "Yes," complete Schedule F, Parts I and IV*	14b		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? *If "Yes," complete Schedule F, Parts II and IV*	15		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? *If "Yes," complete Schedule F, Parts III and IV*	16		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? *If "Yes," complete Schedule G, Part I*	17		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? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

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? *If "Yes," complete Schedule I, Parts I and II*	21	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? *If "Yes," complete Schedule I, Parts I and III*	22		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? *If "Yes," complete Schedule J*	23		X
24a	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		X
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? *If "Yes," complete Schedule L, Part I*	25b		X
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II	26		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? *If "Yes," complete Schedule L, Part III*	27		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):			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		X
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? *If "Yes," complete Schedule L, Part IV*	28c		X
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
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)? *If "Yes," complete Schedule R, Part V, line 2*	35b		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		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	38	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 ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	28		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	18		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
b	If "Yes," has it filed a Form 990-T for this year? *If "No," to line 3b, provide an explanation in Schedule O*		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		4a		X
b	If "Yes," enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		6b		
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?		7a		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O*		14b		

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

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	1a	17		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b	Enter the number of voting members included in line 1a, above, who are independent	1b	17		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b			X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If "Yes," provide the names and addresses in Schedule O*	9			X

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

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

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

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: ▶

THE ORGANIZATION - 612-564-4858
615 FIRST AVENUE NE, NO. 125, MINNEAPOLIS, MN 55413

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 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) KIT HADLEY CHAIR	5.00	X		X				0.	0.	0.
(2) ANTONIO CARDONA SECRETARY	1.00	X		X				0.	0.	0.
(3) LISA DESOTELLE, CPA TREASURER	2.00	X		X				0.	0.	0.
(4) TAWANNA BLACK DIRECTOR	1.00	X						0.	0.	0.
(5) REV KELLY CHATMAN DIRECTOR	1.00	X						0.	0.	0.
(6) THOMPSON ADERINKOMI DIRECTOR	1.00	X						0.	0.	0.
(7) SOLOME TIBEBU DIRECTOR	1.00	X						0.	0.	0.
(8) SHAMARI CHISM DIRECTOR	1.00	X						0.	0.	0.
(9) JOSEPH STACKHOUSE DIRECTOR	1.00	X						0.	0.	0.
(10) AMY HANG DIRECTOR	1.00	X						0.	0.	0.
(11) HON. TANYA BRANSFORD DIRECTOR	1.00	X						0.	0.	0.
(12) QUINCY LEWIS DIRECTOR	1.00	X						0.	0.	0.
(13) JACK TAMBLE DIRECTOR	1.00	X						0.	0.	0.
(14) PETER GABLER DIRECTOR	1.00	X						0.	0.	0.
(15) JOLENE ROTICH DIRECTOR	1.00	X						0.	0.	0.
(16) KEVIN NGUYEN DIRECTOR	1.00	X						0.	0.	0.
(17) IRENE FERNANDO DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below 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			
(18) JENNIFER WALTMAN (THRU 12/17/13	1.00									
DIRECTOR		X						0.	0.	0.
(19) TERRIE ROSE (THRU 12/17/13)	1.00									
DIRECTOR		X						0.	0.	0.
(20) WOKIE WEAH	40.00									
PRESIDENT				X				106,321.	0.	40,728.
(21) SHEILA GOTHMANN	34.00									
FINANCE/OPERATIONS DIRECTOR				X				64,875.	0.	25,323.
1b Sub-total ▶								171,196.	0.	66,051.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								171,196.	0.	66,051.

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? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	5		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
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of 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				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	84,422.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5,106,290.			
	g	Noncash contributions included in lines 1a-1f: $					
	h	**Total.** Add lines 1a-1f		5,190,712.			
Program Service Revenue			Business Code				
	2a	FEES FOR SERVICE	900099	12,320.	12,320.		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	**Total.** Add lines 2a-2f		12,320.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		4,906.			4,906.
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
			(i) Real / (ii) Personal				
	6a	Gross rents					
	b	Less: rental expenses					
	c	Rental income or (loss)					
	d	Net rental income or (loss)					
			(i) Securities / (ii) Other				
	7a	Gross amount from sales of assets other than inventory					
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)					
	8a	Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities					
	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					
		Miscellaneous Revenue	Business Code				
	11a						
	b						
	c						
	d	All other revenue					
	e	**Total.** Add lines 11a-11d					
	12	**Total revenue.** See instructions.		5,207,938.	12,320.	0.	4,906.

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	2,880,456.	2,880,456.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	116,212.	56,820.	55,841.	3,551.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	329,734.	271,798.	56,089.	1,847.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	13,400.	11,455.	1,934.	11.
9 Other employee benefits	48,021.	39,539.	7,296.	1,186.
10 Payroll taxes	26,538.	23,312.	2,882.	344.
11 Fees for services (non-employees):				
a Management	113,859.	61,928.	36,365.	15,566.
b Legal	3,431.		3,431.	
c Accounting	12,780.		12,780.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	131,228.	130,495.	733.	
12 Advertising and promotion				
13 Office expenses	40,507.	29,280.	9,124.	2,103.
14 Information technology	31,746.	14,021.	16,856.	869.
15 Royalties				
16 Occupancy	49,376.	38,275.	8,567.	2,534.
17 Travel	25,584.	13,108.	12,106.	370.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	22,559.		22,559.	
23 Insurance	7,697.		7,697.	
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 PROFESSIONAL DEVELOPMEN	2,463.	2,095.	368.	
b MEMBERSHIP DUES	39.	39.		
c				
d				
e All other expenses				
25 **Total functional expenses.** Add lines 1 through 24e	3,855,630.	3,572,621.	254,628.	28,381.
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 ▶ ☐ if following SOP 98-2 (ASC 958-720)				

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	39,708.	1	352,417.
	2	Savings and temporary cash investments	5,337,153.	2	1,031,658.
	3	Pledges and grants receivable, net	99,833.	3	5,085,856.
	4	Accounts receivable, net	46,831.	4	325.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	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 instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	73,302.	9	37,107.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D — 10a: 258,034.			
	b	Less: accumulated depreciation — 10b: 52,513.	183,973.	10c	205,521.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	5,780,800.	16	6,712,884.
Liabilities	17	Accounts payable and accrued expenses	173,170.	17	123,493.
	18	Grants payable	1,299,145.	18	928,598.
	19	Deferred revenue	13,100.	19	13,100.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	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		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	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		25	
	26	**Total liabilities.** Add lines 17 through 25	1,485,415.	26	1,065,191.
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☒ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	603,246.	27	309,208.
	28	Temporarily restricted net assets	3,692,139.	28	5,338,485.
	29	Permanently restricted net assets		29	
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ 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	4,295,385.	33	5,647,693.
	34	Total liabilities and net assets/fund balances	5,780,800.	34	6,712,884.

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	5,207,938.
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,855,630.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,352,308.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,295,385.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,647,693.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization	Employer identification number
YOUTHPRISE	27-4126970

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?

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

h Provide the following information about the supported organization(s).

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

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.")		1,514,649.	10,589,042.	166,007.	5,190,712.	17,460,410.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3		1,514,649.	10,589,042.	166,007.	5,190,712.	17,460,410.
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)						15,795,164.
6 **Public support.** Subtract line 5 from line 4.						1,665,246.

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		1,514,649.	10,589,042.	166,007.	5,190,712.	17,460,410.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		61.	6,335.	5,479.	4,906.	16,781.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						17,477,191.

12 Gross receipts from related activities, etc. (see instructions) ..... 12 71,201.

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** ..... ▶ [X]

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) ..... 14 %

15 Public support percentage from 2012 Schedule A, Part II, line 14 ..... 15 %

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 ..... ▶ [ ]

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 ..... ▶ [ ]

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 ..... ▶ [ ]

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 ..... ▶ [ ]

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 ..... ▶ [ ]

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

YOUTHPRISE HAD A SHORT PERIOD OF 7/1/13 - 12/31/13 DUE TO A CHANGE IN YEAR END. AMOUNTS REPORTED IN THE 2013 COLUMN REFLECT THE SHORT PERIOD.

** PUBLIC DISCLOSURE COPY **

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ 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.*

OMB No. 1545-0047

2013

Name of the organization

YOUTHPRISE

Employer identification number

27-4126970

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).

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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
1		$ 79,422.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2		$ 12,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3		$ 5,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4		$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5		$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6		$ 25,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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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
7		$ 30,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

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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.) ▶ $

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

(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

(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

(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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ See separate instructions. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990.*

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Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
YOUTHPRISE	27-4126970

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

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

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

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

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

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

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

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

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)	0.	
d Other exempt purpose expenditures	3,855,630.	
e Total exempt purpose expenditures (add lines 1c and 1d)	3,855,630.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	342,782.	
g Grassroots nontaxable amount (enter 25% of line 1f)	85,696.	
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e.
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000.
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000.
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000.
Over $17,000,000	$1,000,000.

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount		345,183.	346,673.	342,782.	1,034,638.
b Lobbying ceiling amount (150% of line 2a, column(e))					1,551,957.
c Total lobbying expenditures					
d Grassroots nontaxable amount		86,296.	86,668.	85,696.	258,660.
e Grassroots ceiling amount (150% of line 2d, column (e))					387,990.
f Grassroots lobbying expenditures					

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV **Supplemental Information**

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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YOUTHPRISE

Employer identification number
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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.

		(a) Donor advised funds	(b) Funds and other accounts
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 and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
- ☐ Preservation of land for public use (e.g., recreation or education)
- ☐ Protection of natural habitat
- ☐ Preservation of open space
- ☐ Preservation of an historically important land area
- ☐ Preservation of a certified historic structure

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

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

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

4 Number of states where property subject to conservation easement is located ▶ _____

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

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ $ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

(ii) Assets included in Form 990, Part X ▶ $ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ $ _____

b Assets included in Form 990, Part X ▶ $ _____

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		11,068.	1,186.	9,882.
d Equipment		246,966.	51,327.	195,639.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				205,521.

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)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

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. (Col. (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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. *(Column (b) must equal Form 990, Part X, col. (B) line 25.)* ▶	

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 [X]

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	5,287,938.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a			
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII.)	2d	80,000.		
e	Add lines 2a through 2d			2e	80,000.
3	Subtract line 2e from line 1			3	5,207,938.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total revenue. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 12.)*			5	5,207,938.

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	3,935,630.
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	80,000.		
e	Add lines 2a through 2d			2e	80,000.
3	Subtract line 2e from line 1			3	3,855,630.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII.)	4b			
c	Add lines 4a and 4b			4c	0.
5	Total expenses. Add lines 3 and 4c. *(This must equal Form 990, Part I, line 18.)*			5	3,855,630.

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.

PART X, LINE 2:

FASB ASC 740-10 PROVIDES THAT A TAX EXPENSE OR BENEFIT FROM AN UNCERTAIN INCOME TAX POSITION(INCLUDING TAX-EXEMPT STATUS) MAY BE RECOGNIZED ONLY WHEN IT IS MORE LIKELY THAN NOT THAT THE POSITION WILL BE SUSTAINED UPON EXAMINATION BY TAXING AUTHORITIES. MANAGEMENT BELIEVES THE ORGANIZATION HAS NO UNCERTAIN INCOME TAX POSITIONS THAT WOULD RESULT IN AN ACCRUAL, EXPENSE OR BENEFIT UNDER THE MORE LIKELY THAN NOT STANDARD. THE ORGANIZATION'S 2011 AND 2012 FISCAL TAX YEARS ARE OPEN TO EXAMINATION BY REGULATORY AGENCIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

INTERNAL TRANSFER

Part XIII Supplemental Information *(continued)*

PART XII, LINE 2D - OTHER ADJUSTMENTS:

INTERNAL TRANSFER

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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.***

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

YOUTHPRISE

Employer identification number

27-4126970

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? ..... [X] 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
CHARITIES REVIEW COUNCIL 2610 UNIVERSITY AVENUE W, SUITE 375 ST PAUL, MN 55114	41-0652474	501(C)(3)	60,000.	0.			CAPACITY BUILDING
FRIENDS OF THE ST. PAUL PUBLIC LIBRARY - 325 CEDAR STREET, SUITE 555 - SAINT PAUL, MN 55101	41-6029683	501(C)(3)	50,000.	0.			CAPACITY BUILDING
GIVEMN 101 FIFTH STREET EAST, SUITE 2400 ST PAUL, MN 55101	27-0374054	501(C)(3)	45,000.	0.			CAPACITY BUILDING
INTERMEDIA ARTS OF MINNESOTA, INC. 2822 LYNDALE AVENUE SOUTH MINNEAPOLIS, MN 55408	41-1226945	501(C)(3)	26,000.	0.			CAPACITY BUILDING
JUXTAPOSITION INC. 2007 EMERSON AVE N MINNEAPOLIS, MN 55411	41-1851915	501(C)(3)	51,000.	0.			CAPACITY BUILDING
LITTLE EARTH RESIDENTS ASSOCIATION 2495 18TH AVENUE SOUTH MINNEAPOLIS, MN 55404	36-3309894	501(C)(3)	25,000.	0.			CAPACITY BUILDING

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ▶ 96.

3 Enter total number of other organizations listed in the line 1 table ..... ▶

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
NEW AMERICAN ACADEMY 6875 WASHINGTON AVENUE SOUTH, #103 EDINA, MN 55439	32-0241006	501(C)(3)	20,000.	0.			CAPACITY BUILDING
NORTHFIELD HEALTH COMMUNITY INITIATIVE - 1651 JEFFERSON PARKWAY, SUITE 128 - NORTHFIELD, MN 55057	26-2852506	501(C)(3)	30,000.	0.			CAPACITY BUILDING
PHYLLIS WHEATLEY COMMUNITY CENTER 1301 - 10TH AVENUE NORTH MINNEAPOLIS, MN 55411	41-0706132	501(C)(3)	20,000.	0.			CAPACITY BUILDING
UNIVERSITY OF MINNESOTA NW5960 PO BOX 1450 MINNEAPOLIS, MN 55485-5960	41-6007513	STATE OF MN	130,000.	0.			CAPACITY BUILDING
ACCESS PHILANTHROPY CHARITIES 2100 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	38-3777419	501(C)(3)	7,000.	0.			CAPACITY BUILDING
ACES - ATHLETES COMMITTED TO EDUCATING STUDENTS - 1115 E. HENNEPIN AVE - MINNEAPOLIS, MN 55414	41-1789659	501(C)(3)	25,000.	0.			CAPACITY BUILDING
YIPA (MN YOUTH INTERVENTION PROGRAM ASSOCIATION) - 800 HAVENVIEW COURT - MENDOTA HEIGHTS, MN 55102	36-3327079	501(C)(3)	50,000.	0.			CAPACITY BUILDING
ARCATA PRESS DBA SAINT PAUL ALMANAC - 275 EAST FOURCH ST, SUITE 701 - SAINT PAUL, MN 55101	65-1264407	501(C)(3)	25,000.	0.			CAPACITY BUILDING
ASIAN MEDIA ACCESS 2418 PLYMOUTH AVENUE NORTH MINNEAPOLIS, MN 55411	41-1736822	501(C)(3)	30,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
AUGSBURG COLLEGE 2211 RIVERSIDE AVENUE SOUTH CB 10 MINNEAPOLIS, MN 55454	41-0694721	501(C)(3)	19,980.	0.			CAPACITY BUILDING
BANYAN COMMUNITY 2647 BLOOMINGTON AVENUE SOUTH MINNEAPOLIS, MN 55407	41-1922813	501(C)(3)	25,000.	0.			CAPACITY BUILDING
BIG BROTHERS BIG SISTERS OF THE GREATER TWIN CITIES - 2550 UNIVERSITY AVAE W, STE 410N - ST PAUL, MN 55114	32-0017737	501(C)(3)	20,000.	0.			CAPACITY BUILDING
BOLDER OPTIONS 2100 STEVENS AVENUE SOUTH MINNEAPOLIS, MN 55404	41-1909408	501(C)(3)	20,000.	0.			CAPACITY BUILDING
BOYS & GIRLS CLUBS OF THE TWIN CITIES - 690 JACKSON STREET - ST PAUL, MN 55130	41-0842657	501(C)(3)	50,000.	0.			CAPACITY BUILDING
CASA DE ESPERANZA PO BOX 40115 ST PAUL, MN 55104	41-1414710	501(C)(3)	25,000.	0.			CAPACITY BUILDING
CENTER SCHOOL INC 2421 BLOOMINGTON AVENUE SOUTH MINNEAPOLIS, MN 55404	36-3591386	501(C)(3)	20,000.	0.			CAPACITY BUILDING
COMMONBOND COMMUNITIES 328 WEST KELLOGG BLVD ST PAUL, MN 55102	41-1260469	501(C)(3)	20,000.	0.			CAPACITY BUILDING
COMMUNITY MEDIATION & RESTORATIVE SERVICES INC - 9220 BASS LAKE ROAD - NEW HOPE, MN 55428	41-1484089	501(C)(3)	25,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
COMUNIDADES LATINAS UNIDAS EN SERVICIO INC - 797 EAST 7TH STREET - ST PAUL, MN 55106	41-1386986	501(C)(3)	15,000.	0.			CAPACITY BUILDING
CONFILCT RESOLUTION CENTER 2101 HENNEPIN AVENUE AOUTH SUITE 10 MINNEAPOLIS, MN 55405	36-3421329	501(C)(3)	20,000.	0.			CAPACITY BUILDING
CONSERVATION CORPS MINNESOTA 60 PLATO BLVD E STE 210 ST PAUL, MN 55107	41-1881102	501(C)(3)	15,000.	0.			CAPACITY BUILDING
COOKIE CART 1119 W BROADWAY MINNEAPOLIS, MN 55411	41-1866804	501(C)(3)	25,000.	0.			CAPACITY BUILDING
CYCLES FOR CHANGE 712 UNIVERSITY AVE ST PAUL, MN 55104-4854	41-1816453	501(C)(3)	25,000.	0.			CAPACITY BUILDING
DINOMIGHTS 3400 PARK AVE S MINNEAPOLIS, MN 55407	41-1831084	501(C)(3)	16,000.	0.			CAPACITY BUILDING
ECO EDUCATION 1295 BANDANA BLVD N ST PAUL, MN 55108	41-1699448	501(C)(3)	10,000.	0.			CAPACITY BUILDING
EMERGE COMMUNITY DEVELOPMENT 1101 WEST BROADWAY AVENUE NORTH MINNEAPOLIS, MN 55411	41-1277423	501(C)(3)	20,000.	0.			CAPACITY BUILDING
FAMILYMEANS 1875 NORTHWESTERN AVENUE SOUTH STILLWATER, MN 55082	41-6045574	501(C)(3)	20,000.	0.			CAPACITY BUILDING

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(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
FRIENDS OF THE HENNEPIN COUNTY LIBRARY - 300 NICOLLET MALL - MINNEAPOLIS, MN 55401	36-3579536	501(C)(3)	15,000.	0.			CAPACITY BUILDING
GREATER MINNEAPOLIS COUNCIL OF CHURCHES - 1001 EAST LAKE ST - MINNEAPOLIS, MN 55407-0509	41-0693933	501(C)(3)	20,000.	0.			CAPACITY BUILDING
HMONG AMERICAN PARTNERSHIP 1075 ARCADE STREET NO 12 ST PAUL, MN 55106	41-1667580	501(C)(3)	30,000.	0.			CAPACITY BUILDING
IFP MINNESOTA 2446 UNIVERSITY AVE W ST PAUL, MN 55114	41-1594894	501(C)(3)	20,000.	0.			CAPACITY BUILDING
IN PROGRESS 213 FRONT AVENUE ST PAUL, MN 55117	41-1603279	501(C)(3)	30,000.	0.			CAPACITY BUILDING
JABBOK FAMILY SERVICES 2608 BLAISDELL AVE S MINNEAPOLIS, MN 55408	41-1889548	501(C)(3)	20,000.	0.			CAPACITY BUILDING
KA JOOG NONPROFIT ORGANIZATION 419 CEDAR AVE MINNEAPOLIS, MN 55454	39-2073475	501(C)(3)	35,000.	0.			CAPACITY BUILDING
KALEIDOSCOPE PLACE 2400 PARK AVE MINNEAPOLIS, MN 55402	20-8449852	501(C)(3)	20,000.	0.			CAPACITY BUILDING
KEYSTONE COMMUNITY SERVICES 2000 SAINT ANTHONY AVE ST PAUL, MN 55104-5199	41-0693924	501(C)(3)	45,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
KULTURE KLUB COLLABORATIVE 41 N 12TH STREET MINNEAPOLIS, MN 55403	31-1815844	501(C)(3)	18,000.	0.			CAPACITY BUILDING
MENTORING PARTNERSHIP OF MINNESOTA 81 SOUTH 9TH STREET SUITE 200 MINNEAPOLIS, MN 55402	41-1859085	501(C)(3)	35,000.	0.			CAPACITY BUILDING
MIGIZI COMMUNICATIONS INC 3123 EAST LAKE STREET 200 MINNEAPOLIS, MN 55406	41-1379114	501(C)(3)	35,000.	0.			CAPACITY BUILDING
MINNESOTA AFRICAN WOMENS ASSOCIATION - 3300 BASS LAKE RD SUITE 510 - BROOKLYN CENTER, MN 55429	48-1259139	501(C)(3)	20,000.	0.			CAPACITY BUILDING
MINNESOTA ALLIANCE WITH YOUTH 2233 UNIVERSITY AVE W ST PAUL, MN 55114	45-3774063	501(C)(3)	11,000.	0.			CAPACITY BUILDING
MINNESOTA COUNCIL ON FOUNDATIONS 100 PORTLAND AVENUE SOUTH NO 225 MINNEAPOLIS, MN 55401-2575	41-1269275	501(C)(3)	7,250.	0.			CAPACITY BUILDING
MINNESOTA MINORITY EDUCATION PARTNERSHIP - 2233 UNIVERSITY AVE W NO 220 - ST PAUL, MN 55114	41-1699505	501(C)(3)	10,000.	0.			CAPACITY BUILDING
MINNESOTA WOMEN'S CONSORTIUM 550 RICE STREET ST PAUL, MN 55103	41-1408914	501(C)(3)	10,000.	0.			CAPACITY BUILDING
NEIGHBORHOOD HOUSE 179 EAST ROVIE STREET ST PAUL, MN 55107	41-0693916	501(C)(3)	20,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
NORTHSIDE ACHIEVEMENT ZONE 2123 W BROADWAY AVE NO 100 MINNEAPOLIS, MN 55411	30-0238807	501(C)(3)	100,000.	0.			CAPACITY BUILDING
OROMO COMMUNITY INC MENNEAPOLIS 465 MACKUBIN STEET ST PAUL, MN 55103	41-1727260	501(C)(3)	30,000.	0.			CAPACITY BUILDING
OPPORTUNITY NEIGHBORHOOD 1417 10TH STREET NW NO 104 NEW BRIGHTON, MN 55112-6793	41-1923622	501(C)(3)	20,000.	0.			CAPACITY BUILDING
PATCHWORK QUILT 3700 BRYANT AVENUE NORTH MINNEAPOLIS, MN 55412-2157	41-2007001	501(C)(3)	25,000.	0.			CAPACITY BUILDING
PILLSBURY UNITED COMMUNITIES 125 WEST BROADWAY AVENUE MINNEAPOLIS, MN 55411	41-0916478	501(C)(3)	39,997.	0.			CAPACITY BUILDING
PLYMOUTH CHRISTIAN YOUTH CENTER 2210 OLIVER AVENUE NORTH MINNEAPOLIS, MN 55411	41-0794440	501(C)(3)	20,000.	0.			CAPACITY BUILDING
PROJECT SUCCESS-STUDENTS UNDERTAKING CREATIVE CONTROL - ONE GROVELAND TERRACE #300 - MINNEAPOLIS, MN 55403	41-1837278	501(C)(3)	15,000.	0.			CAPACITY BUILDING
KWANZAA COMMUNITY CHURCH 2100 EMERSON AVENUE MINNEAPOLIS, MN 55411	27-0031853	501(C)(3)	25,000.	0.			CAPACITY BUILDING
RAINBOW RESEARCH INC 621 WEST LAKE STREET MINNEAPOLIS, MN 55408	41-1326460	501(C)(3)	80,000.	0.			CAPACITY BUILDING

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(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
REDEEMER CENTER FOR LIFE INC 1800 GLENWOOD AVENUE NORTH MINNEAPOLIS, MN 55405	41-1912560	501(C)(3)	26,000.	0.			CAPACITY BUILDING
ST PAUL AREA COUNCIL OF CHURCHES 1671 SUMMIT AVENUE ST PAUL, MN 55105	41-0694741	501(C)(3)	15,000.	0.			CAPACITY BUILDING
ST PAUL NEIGHBORHOOD NETWORK 375 JACKSON STREET NO 250 ST PAUL, MN 55101	41-1500773	501(C)(3)	25,000.	0.			CAPACITY BUILDING
SAINT PAUL PUBLIC SCHOOLS FOUNDATION - 55 FIFTH STREET EAST NO 600 - ST PAUL, MN 55101-1797	41-1824107	501(C)(3)	40,000.	0.			CAPACITY BUILDING
SCIENCE MUSEUM OF MINNESOTA 120 W KELLOGG BLVD ST PAUL, MN 55102	41-0706172	501(C)(3)	20,000.	0.			CAPACITY BUILDING
SOMALI AMERICAN PARENT ASSOCIATION 1421 PARK AVE MINNEAPOLIS, MN 55404	26-3120451	501(C)(3)	18,000.	0.			CAPACITY BUILDING
STUDENTS TODAY LEADERS FOREVER 609 SOUTH 10TH STREET MINNEAPOLIS, MN 55404	20-2797098	501(C)(3)	25,000.	0.			CAPACITY BUILDING
TENNIS & EDUCATION INC 100 FEDERAL DRIVE ST PAUL, MN 55111	41-1965977	501(C)(3)	25,000.	0.			CAPACITY BUILDING
THE FAMILY PARTNERSHIP 414 S 8TH STREET MINNEAPOLIS, MN 55404	41-0693858	501(C)(3)	15,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
THE LINK 1210 GLENWOOD AVENUE MINNEAPOLIS, MN 55405	41-1920649	501(C)(3)	16,200.	0.			CAPACITY BUILDING
THE SANNEH FOUNDATION 8400 22ND AVENUE SOUTH BLOOMINGTON, MN 55425	56-2332269	501(C)(3)	35,000.	0.			CAPACITY BUILDING
TREE TOP KIDS 5385 STACY TRAIL TRL 250 STACY, MN 55079	27-1753579	501(C)(3)	10,000.	0.			CAPACITY BUILDING
URBAN BOATBUILDERS INC 449 PASCAL STREET ST PAUL, MN 55104	41-1831598	501(C)(3)	13,000.	0.			CAPACITY BUILDING
URBAN ROOTS MN 731 EAST 7TH STREET #100 ST PAUL, MN 55106	41-0975429	501(C)(3)	25,000.	0.			CAPACITY BUILDING
URBAN VENTURES LEADERSHIP FOUNDATION - 2924 FOURTH AVENUE SOUTH - MINNEAPOLIS, MN 55408	36-3558710	501(C)(3)	15,000.	0.			CAPACITY BUILDING
WALKER WEST MUSIC ACADEMY 777 SELBY AVENUE ST PAUL, MN 55104	41-1678368	501(C)(3)	25,000.	0.			CAPACITY BUILDING
WE WIN INSTITUTE INC 3805 THIRD AVENUE SOUTH MINNEAPOLIS, MN 55409-1307	41-1820991	501(C)(3)	25,000.	0.			CAPACITY BUILDING
WELLSHARE INTERNATIONAL 122 WEST FRANKLIN AVENUE SUITE 510 MINNEAPOLIS, MN 55404	41-1397062	501(C)(3)	15,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
WEST SEVENTH COMMUNITY CENTER INC 265 ONEIDA STREET ST PAUL, MN 55102-2864	23-7319301	501(C)(3)	20,000.	0.			CAPACITY BUILDING
WOMEN'S INITIATIVE FOR SELF EMPOWERMENT - 570 ASBURY STREET NO202 - ST PAUL, MN 55104	41-1791358	501(C)(3)	20,000.	0.			CAPACITY BUILDING
YOUNG MENS CHRISTIAN ASSOCIATION OF THE GREATER TWIN CITIES - 2125 EAST HENNEPIN AVENUE - MINNEAPOLIS, MN 55413	45-2563299	501(C)(3)	150,000.	0.			CAPACITY BUILDING
YOUTH FARM AND MARKET PROJECT 128 WEST 33RD STREET MINNEAPOLIS, MN 55408	41-1896055	501(C)(3)	30,000.	0.			CAPACITY BUILDING
YOUTH PERFORMANCE COMPANY INC 3338 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	41-1753681	501(C)(3)	27,500.	0.			CAPACITY BUILDING
YOUTHCARE 2701 UNIVERSITY AVENUE SE NO 205 MINNEAPOLIS, MN 55414-3236	41-1322470	501(C)(3)	20,000.	0.			CAPACITY BUILDING
YOUTHLINK 41 NORTH 12TH STREET MINNEAPOLIS, MN 55403	41-1341773	501(C)(3)	20,000.	0.			CAPACITY BUILDING
YWCA OF MINNEAPOLIS 1130 NICOLLET MALL MINNEAPOLIS, MN 55403	41-0693891	501(C)(3)	35,000.	0.			CAPACITY BUILDING
DREAM OF WILD HEALTH PO BOX 68 SCANDIA , MN 55073	41-1632662	501(C)(3)	30,000.	0.			CAPACITY BUILDING

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(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
NORTHEAST YOUTH AND FAMILY SERVICES - 3490 LEXINGTON AVE N SUITE 205 - SHOREVIEW, MN 55126	41-1284306	501(C)(3)	20,000.	0.			CAPACITY BUILDING
LA OPORTUNIDAD INC 2700 E LAKE ST SUITE 3200 MINNEAPOLIS, MN 55406	36-3537919	501(C)(3)	20,000.	0.			CAPACITY BUILDING
BROOKLYN BRIDGE ALLIANCE FOR YOUTH 6150 SUMMIT DRIVE NORTH SUITE 200 BROOKLYN PARK, MN 55430	41-6008804	CITY OF BROOKLYN PAR	70,000.	0.			CAPACITY BUILDING
CENTRO CULTURAL CHICANO INC 1915 CHICAGO AVENUE SOUTH MINNEAPOLIS , MN 55404	41-1290349	501(C)(3)	30,000.	0.			CAPACITY BUILDING
GENESYS WORKS GROUP RETURN 2800 POST OAK BLVD HOUSTON, TX 77056	90-0757035	501(C)(3)	20,000.	0.			CAPACITY BUILDING
SPECIAL SCHOOL DISTRICT #1 AKA MINNEAPOLIS PUBLIC SCHOOLS - 1250 WEST BROADWAY - MINNEAPOLIS, MN 55411	41-0851980	501(C)(3)	50,000.	0.			CAPACITY BUILDING
LEGACY KEEPERS 1322 BOARDWALK AVENUE NORTH MINNEAPOLIS, MN 55411	41-1428993	501(C)(3)	15,000.	0.			CAPACITY BUILDING
MINNESOTA IMMIGRANT FREEDOM NETWORK - 3702 EAST LAKE STREET - MINNEAPOLIS, MN 55406	27-3257910	501(C)(3)	30,000.	0.			CAPACITY BUILDING
PROJECT SWEETIE PIE/AFROECO 2104 STEVENS AVE SOUTH #215 MINNEAPOLIS, MN 55404	35-2333676	501(C)(3)	9,000.	0.			CAPACITY BUILDING

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to 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

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

WHEN ACCEPTING A GRANT, FUNDS ARE TYPICALLY DESIGNATED TO SERVE A GEOGRAPHIC AREA, MEET LISTED CONDITIONS, AND FOR A PERIOD OF TIME.

GRANTEES AGREE TO USE GRANT FUNDS EXCLUSIVELY FOR CHARITABLE PURPOSES AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE CODE). NO PORTION OF THIS GRANT IS EARMARKED FOR USE IN CARRYING ON PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION.

GRANTEES AGREE NOT TO USE ANY PORTION OF THE GRANT FUNDS TO PARTICIPATE IN

Part IV Supplemental Information

ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANIDATE FOR PUBLIC OFFICE, TO MAKE GRANTS TO INDIVIDUALS ON A NON-OBJECTIVE BASIS, OR FOR ANY NON-CHARITABLE PURPOSE. IN ADDITION, EACH GRANTEE AGREES THAT IT WILL NOT PROMOTE, SUPPORT, OR ENGAGE IN TERRORISM OF ANY KIND, NOR WILL IT MAKE SUB-GRANTS TO ANY ENTITY OR INDIVIDUAL THAT ENGAGES IN THESE ACTIVITIES. ANY UNUSED PORTION OF THE GRANT, OR AMOUNTS NOT USED FOR CHARITABLE PURPOSES, WILL BE RETURNED TO YOUTHPRISE.

THIS GRANT IS AWARDED WITH THE UNDERSTANDING THAT A REPORT WILL BE SUBMITTED TO YOUTHPRISE DESCRIBING PROGRESS TOWARD OUTCOMES OF THE GRANT. REPORTS COVER THE USE OF GRANT FUNDS (INCLUDING, WITHOUT LIMITATIONS, SALARIES, TRAVEL AND SUPPLIES) COMPLIANCE WITH THE TERMS OF THE GRANT, AND PROGRESS MADE TOWARD ACHIEVING THE PURPOSE OF THE GRANT. SUCH REPORTS SHALL INCLUDE COPIES OF ALL PRESS RELEASES AND OTHER PUBLIC ANNOUNCEMENTS OF THE GRANT. INSTALLMENT PAYMENT MAY BE WITHHELD IN THE EVENT OF DELAYS IN COMPLETING THE PURPOSES OF THE GRANT AND/OR A BREACH BY THE GRANTEE OF ANY OF THE TERMS OF THE AGREEMENT OR THE GRANT CONDITIONS. THE GRANTEE SHALL MAINTAIN FINANCIAL AND OTHER RECORDS THAT SPECIFICALLY SHOW USE OF GRANT FUNDS EXCLUSIVELY FOR THE PURPOSES OF THE GRANT. A SEPARATE BANK ACCOUNT FOR THE GRANT IS NOT REQUIRED, BUT IT IS NECESSARY THAT SEPARATE ACCOUNTING OF THIS GRANT BE MAINTAINED. GRANTEES ARE ALSO REQUIRED TO SATISFY GRANT CONDITIONS BASED ON PROGRESS TOWARD COMPLETION OF THE DELIVERABLES DESCRIBED IN THE GRANT CONDITIONS.

NONGOVERNMENTAL GRANTEE HAS SUBMITTED TO YOUTHPRISE A DETERMINATION LETTER OF TAX EXEMPTION ISSUED BY THE INTERNAL REVENUE SERVICE THAT STATES THE GRANTEE IS TAX EXEMPT UNDER SECTION 501(C)(3), AND IS NOT A PRIVATE FOUNDATION AS DEFINED IN SECTION 509(A) OF THE CODE. THE GRANTEE FURTHER

Part IV Supplemental Information

STATES THAT ITS DETERMINATION LETTER IS STILL VALID AND THE ORGANIZATION'S TAX EXEMPT STATUS HAS NOT BEEN REVOKED. THE GRANTEE IS REQUIRED TO PROVIDE IN WRITING TO YOUTHPRISE WITHIN 10 DAYS OF RECEIVING NOTICE OF ANY CHANGES TO ITS TAX EXEMPT STATUS, INCLUDING PRIVATE FOUNDATION STATUS UNDER SECTION 509(A). IN THE EVENT THE GRANTEE HAS FAILED TO COMPLY WITH THE TERMS OF THE AGREEMENT OR IF ITS TAX-EXEMPT STATUS IS REVOKED BY THE INTERNAL REVENUE SERVICE, THE GRANTEE, UPON WRITTEN NOTICE FROM YOUTHPRISE, SHALL IMMEDIATELY RETURN ALL UNEXPENDED GRANT FUNDS TO YOUTHPRISE AND YOUTHPRISE MAY TERMINATE THE AGREEMENT.

SCHEDULE O
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047
2013
Open to Public Inspection

Name of the organization: YOUTHPRISE

Employer identification number: 27-4126970

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE EARNED REVENUE WAS LARGELY GENERATED ($11,111) BY THE YOUTH PARTICIPATORY ACTION RESEARCH PROJECT.

EXPENSES $ 0. INCLUDING GRANTS OF $ 0. REVENUE $ 12,320.

FORM 990, PART VI, SECTION A, LINE 8B:

THERE ARE NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION B, LINE 11:

THE PRESIDENT, FINANCE AND OPERATIONS DIRECTOR, AND FINANCE COMMITTEE REVIEW THE DRAFT RETURN, PROVIDING ANY COMMENTS AND SUGGESTIONS. THE FINAL DRAFT IS PROVIDED TO ALL VOTING BOARD MEMBERS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

ANNUALLY, THE ADULT BOARD OF DIRECTORS FILL OUT A CONFLICT OF INTEREST FORM. THE GOVERNANCE COMMITTEE ENSURES THAT ALL BOARD MEMBERS FILL OUT THE FORM AND EVALUATES ANY MATTERS THAT MAY BE REPORTED. A TRANSACTION INVOLVING A CONFLICT OF INTEREST MAY BE APPROVED BY THE BOARD OF DIRECTORS. BOARD MEMBERS ARE REQUESTED TO RECUSE THEMSELVES FROM DISCUSSING OR VOTING ON ANYTHING THAT MAY BE CONFLICT OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15A:

YOUTHPRISE RETAINS A THIRD PARTY HUMAN RESOURCES FIRM TO CONDUCT SALARY COMPARISON RESEARCH OF POSITIONS WITHIN ORGANIZATIONS SIMILIAR TO YOUTHPRISE.

Name of the organization: YOUTHPRISE

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FORM 990, PART VI, SECTION C, LINE 19:

PUBLIC DOCUMENTS WOULD BE PROVIDED UPON REQUEST.