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Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2008

Department of the Treasury
Internal Revenue Service

G The organization may have to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For the 2008 calendar year, or tax year beginning 7/01, 2008, and ending 6/30, 2009

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See specific instructions	The Breakthrough Collaborative 545 Sansome Street #700 San Francisco, CA 94111-2913	D Employer Identification Number 94-3140620
			E Telephone number (415) 442-0600
F Name and address of principal officer Same As C Above			G Gross receipts \$ 3,477,241
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) H (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
J Website G www.breakthroughcollaborative.org			H(c) Group exemption number G
K Type of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other G		L Year of Formation 2001	M State of legal domicile CA

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities <u>Breakthrough is the only national educational enrichment program that launches low-income middle school students on the road to college and challenges their college and high school age teachers to pursue careers in education</u>		
	2 Check this box G <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	24
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	24
	5 Total number of employees (Part V, line 2a)	5	42
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	3,154,540	2,949,478
	9 Program service revenue (Part VIII, line 2g)	185,183	164,000
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	67,825	19,680
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10d, and 12e)	281,071	289,515
	12 Total revenue Add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,688,619	3,422,673
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	610,801	
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,861,654	2,353,422
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) G 396,592		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,532,078	1,300,498	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	4,004,533	3,653,920	
19 Revenue less expenses Subtract line 18 from line 12	-315,914	-231,247	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	2,205,728	1,100,826
	21 Total liabilities (Part X, line 26)	1,254,920	381,265
	22 Net assets or fund balances Subtract line 21 from line 20	950,808	719,561

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		Date	5.17.2010
	G ERIC FISCHER, Director - Finance & Operations		
Paid Preparer's Use Only	Preparer's signature	Date	Preparer's identifying number (see instructions)
	G Steven J Olds CPA		P00032941
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Phone no
	G Williams & Olds, CPA's 3100 Zinfandel Dr Suite 170 Rancho Cordova, CA 95670-6062	G 01-0560769	G (916) 858-1680

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

SCANNED JUL 15 2010

G-16

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

See Schedule O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If 'Yes,' describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 2,879,011 including grants of \$) (Revenue \$)

See Statement 1

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses G \$ 2,879,011 (Must equal Part IX, Line 25, column (B))

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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	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		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where 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		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		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V	X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the U S ?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If 'Yes,' complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If 'Yes,' complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III		X
23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? If 'Yes,' complete Schedule J	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, and that was issued after December 31, 2002? If 'Yes,' answer questions 24b-24d and complete Schedule K If 'No,' go to question 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
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?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
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		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If 'Yes,' complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If 'Yes,' complete Schedule L, Part IV	28a	X
b Have a family member who had a direct or indirect business relationship with the organization? If 'Yes,' complete Schedule L, Part IV	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? 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, Parts II, III, IV, and V, line 1	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2	35	X
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

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Form 990 (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
1a	48		
1b	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?	X	
1c			
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	42		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	X	
2b			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3a			
3b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' 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)?		X
4a			
b	If 'Yes,' enter the name of the foreign country G See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts		
b			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5a			
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5b			
5c	If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
5c			
6a	Did the organization solicit any contributions that were not tax deductible?		X
6a			
6b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
6b			
7	Organizations that may receive deductible contributions under section 170(c)		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
7a			
b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
7b			
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7c			
d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7e			
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7f			
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
7g			
h	For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
7h			
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make any 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 other 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			

Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

		Yes	No
For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body		
1b	Enter the number of voting members that are independent		
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?		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?		X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a material diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?	X	
8b	b Each committee with authority to act on behalf of the governing body?	X	
9a	Does the organization have local chapters, branches, or affiliates?	X	
9b	b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990. See Schedule O.	X	
11	Is there any officer, director or 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.		X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If 'No,' go to line 13.	X	
12b	b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. See Schedule O.	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	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:		
15a	a The organization's CEO, Executive Director, or top management official?		X
15b	b Other officers of key employees of the organization? Describe the process in Schedule O (see instructions).		X
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?		X
16b	b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosures

- 17 List the states with which a copy of this Form 990 is required to be filed G CA
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Schedule O.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.
G Breakthrough Collaborative 545 Sansome Street, 7th floor San Francisco CA 94111-2913

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

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

1a Complete this table for all persons required to be listed Use Schedule J-2 if additional space is needed

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

? 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) or 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 the organization did not compensate any officer, director, trustee, or key employee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Marshall Milligan Chairman	5	X		X			0	0	0	
Nadine Terman Trustee	2.5	X		X			0	0	0	
Mialisa Bonta CEO	40			X			159,170	0	5,464	
Trevor Watt Trustee	2.5	X		X			0	0	0	
Christa Roth COO	40			X			123,112	0	9,871	
Mark Atkinson Trustee	2.5	X					0	0	0	
Melissa Buckley Trustee	2.5	X					0	0	0	
John Flickinger Trustee	2.5	X					0	0	0	
Betsy Hannaford Trustee	2.5	X					0	0	0	
Sheila Larsen Trustee	2.5	X					0	0	0	
Esan Looper Trustee	2.5	X					0	0	0	
Robert Macrae Trustee	2.5	X					0	0	0	
William Matthes Trustee	2.5	X					0	0	0	
Stu McLaughlin Treasurer	5	X		X			0	0	0	
Polly Merrill Trustee	2.5	X					0	0	0	
Billy Peebles Trustee	2.5	X					0	0	0	
Scott Pearson Vice Chair	1	X		X			0	0	0	

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

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
Susan Goldman Trustee	1	X					0	0	0	
Sarah Stein Trustee	2.5	X					0	0	0	
Kate Mehr Trustee	1	X					0	0	0	
Carl Vogt Secretary	2.5	X		X			0	0	0	
Grace Voorhis Trustee	2.5	X					0	0	0	
Joan Wattles Trustee	2.5	X					0	0	0	
Kathe Williamson Trustee	2.5	X					0	0	0	
David Winton Trustee	2.5	X					0	0	0	
Eric Fischer Dir of Finance	40			X			109,942	0	6,005	
Rhea Wong Trustee	2.5	X					0	0	0	
Beth Porter Dir of Programs	40			X			93,333	0	7,706	
1b Total						G	485,557	0	29,046	

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **G 3**

- 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
- 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
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person

	Yes	No
3		X
4	X	
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

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

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization **G 0**

Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 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	30,500			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	2,918,978			
	g Noncash contribns included in lns 1a-1f		\$ 100,869			
	h Total Add lines 1a-1f	G	2,949,478			
PROGRAM SERVICE REVENUE	Business Code					
	2a Affiliation fees		164,000	164,000		
	b					
	c					
	d					
	e					
	f All other program service revenue					
g Total Add lines 2a-2f	G	164,000				
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)	G	19,680		19,680	
	4 Income from investment of tax-exempt bond proceeds	G				
	5 Royalties	G				
	6a Gross Rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)	G				
	7a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)	G				
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a	342,265			
	b Less direct expenses	b	54,568			
c Net income or (loss) from fundraising events	G	287,697		287,697		
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	G					
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	G					
Miscellaneous Revenue		Business Code				
11a Misc		1,818		1,818		
b						
c						
d All other revenue						
e Total Add lines 11a-11d	G	1,818				
12 Total Revenue Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e	G	3,422,673	164,000	0	309,195	

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) but are not required to complete columns (B), (C), and (D)

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII</i>	(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 U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	514,603.	404,651	42,957.	66,995.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B))	0	0	0.	0.
7 Other salaries and wages	1,517,560	1,193,313	126,679	197,568.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	33,655	27,020	2,269.	4,366.
9 Other employee benefits	140,850	80,067	27,390.	33,393.
10 Payroll taxes	146,754	113,713	13,004.	20,037.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion	19,335	19,158.		177.
13 Office expenses	17,846	13,686.	1,276.	2,884.
14 Information technology				
15 Royalties				
16 Occupancy	150,877	112,075.	15,162.	23,640.
17 Travel	129,603	106,549.	18,265.	4,789.
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	30,663.	22,778.	3,081.	4,804.
23 Insurance	10,547	7,911.	1,030.	1,606.
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a <u>Sponsored affiliates</u>	377,748.	377,748		
b <u>Contract services</u>	208,256.	83,948	110,552	13,756.
c <u>Educational and recruitment</u>	157,293	157,293		
d <u>Equipment Rental & Maint</u>	122,433.	107,658	1,850.	12,925.
e <u>Telephone</u>	35,118.	28,644.	2,450.	4,024.
f All other expenses	40,779.	22,799.	12,352.	5,628.
25 Total functional expenses Add lines 1 through 24f	3,653,920.	2,879,011.	378,317.	396,592.
26 Joint Costs Check here G <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash - non-interest-bearing	2,052,587	1	497,093
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	28,350	3	7,180
	4 Accounts receivable, net	31,902	4	525,776
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	32,521	9	24,735
	10a Land, buildings, and equipment - cost basis	359,556		
	10b Less accumulated depreciation Complete Part VI of Schedule D	315,454	10c	44,102
	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	1,940
16 Total assets Add lines 1 through 15 (must equal line 34)	2,205,728	16	1,100,826	
LIABILITIES	17 Accounts payable and accrued expenses	578,718	17	96,447
	18 Grants payable		18	
	19 Deferred revenue	676,202	19	284,818
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability Complete Part IV of Schedule D		21	
	22 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		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities Add lines 17 through 25	1,254,920	26	381,265
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34			
	27 Unrestricted net assets	738,668	27	507,421
	28 Temporarily restricted net assets	98,840	28	98,840
	29 Permanently restricted net assets	113,300	29	113,300
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	950,808	33	719,561
	34 Total liabilities and net assets/fund balances	2,205,728	34	1,100,826

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to 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?	X	
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?		X
b If 'Yes,' did the organization undergo the required audit or audits?		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2008

To be completed by all section 501 (c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization: **The Breakthrough Collaborative** Employer identification number: **94-3140620**

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: (Please check only one organization)
- 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 cooperative hospital service organization described in section 170(b)(1)(A)(iii) (Attach Schedule H)
 - 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) (see instructions)
 - 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3) Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III - Functionally integrated d Type III - Other
 - 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 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
11 g (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?		
11 g (ii) a family member of a person described in (i) above?		
11 g (iii) a 35% controlled entity of a person described in (i) or (ii) above?		

h Provide the following information about the organizations the organization supports

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

Section A Public Support

Calendar year (or fiscal year beginning in) G	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')	1,255,457	1,752,883	1,327,954	3,154,540	2,949,478	10,440,312
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						0
4 Total. Add lines 1-3	1,255,457	1,752,883	1,327,954	3,154,540	2,949,478	10,440,312
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)						93,074
6 Public support. Subtract line 5 from line 4						10,347,238

Section B. Total Support

Calendar year (or fiscal year beginning in) G	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	1,255,457	1,752,883	1,327,954	3,154,540	2,949,478	10,440,312
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,575	13,107	29,876	67,825	19,680	135,063
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						10,575,375
12 Gross receipts from related activities, etc. (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	97.8%
15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	82.2%
16a 33-1/3 support test - 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33-1/3 support test - 2007. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal yr beginning in) G	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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 1-5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) G	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 lns 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 G

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33-1/3 support tests - 2008. 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 G

b 33-1/3 support tests - 2007. If the organization did not check a box on line 14 or 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 G

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

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2008

Department of the Treasury Internal Revenue Service

Attach to Form 990 To be completed by organizations that answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12

Open to Public Inspection

Name of the organization

Employer identification number

The Breakthrough Collaborative

94-3140620

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 pleasure)
[] Protection of natural habitat
[] Preservation of open space
[] Preservation of an historically important land area
[] Preservation of certified historic structure

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

Table with 2 columns: Held at the End of the Year. Rows 2a, 2b, 2c, 2d.

a Total number of conservation easements

b Total acreage restricted by conservation easements

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easement it holds? [] Yes [] No

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

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

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

9 In Part XIV, 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, 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 XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, 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 the following amounts relating to these items

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

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

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 relating to these items

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

b Assets included in Form 990, Part X G\$ _____

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

3 Using the organization's 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 XIV

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 Trust, Escrow and Custodial Arrangements Complete if 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 XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If 'Yes,' explain the arrangement in Part XIV

Part V Endowment Funds Complete if 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	113,300.				
b Contributions					
c Investment earnings or losses	1,019				
d Grants or scholarships					
e Other expenditures for facilities and programs	1,019.				
f Administrative expenses					
g End of year balance	113,300.				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment G _____%
- b Permanent endowment G 100.00 %
- c Term endowment G _____%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		X

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds See Part XIV

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		359,556	315,454.	44,102.
e Other				

Total Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c)) G 44,102

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)		3,422,673
2	Total expenses (Form 990, Part IX, column (A), line 25)		3,653,920
3	Excess or (deficit) for the year Subtract line 2 from line 1		-231,247
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV)		
9	Total adjustments (net) Add lines 4-8		
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9		-231,247

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

1	Total revenue, gains, and other support per audited financial statements	1	3,767,340
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	344,667
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	344,667
3	Subtract line 2e from line 1	3	3,422,673
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c (This should equal Form 990, Part I, line 12)	5	3,422,673

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

1	Total expenses and losses per audited financial statements	1	3,998,587
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	344,667
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	344,667
3	Subtract line 2e from line 1	3	3,653,920
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c (This should equal Form 990, Part I, line 18)	5	3,653,920

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

--- Part V, Line 4 - Intended Uses Of Endowment Fund ---
 --- Investment earnings are not restricted and therefore are used for unrestricted ---
 --- purposes. ---

Part II Fundraising Events Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events	
		<u>BB4B Dinner</u> (event type)	<u>Mixer event</u> (event type)	<u>1</u> (total number)	(Add col (a) through col (c))	
1	Gross receipts	328,245.	8,800.	5,220.	342,265.	
2	Less Charitable contributions					
3	Gross revenue (line 1 minus line 2)	328,245	8,800.	5,220.	342,265	
DIRECT EXPENSES	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses	53,718		850.	54,568.
	8	Direct expense summary Add lines 4- through 7 in column (d)				G 54,568.
9	Net income summary Combine lines 3 and 8 in column (d)				G 287,697.	

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

REVENUE		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
1	Gross revenue				
EXPENSES	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d)				G
8	Net gaming income summary Combine lines 1 and 7 in column (d)				G

	YES	NO
9 Enter the state(s) in which the organization operates gaming activities _____ a Is the organization licensed to operate gaming activities in each of these states? b If 'No,' Explain _____	9a	
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? b If 'Yes,' Explain _____	10a	
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

		YES	NO
<p>13 Indicate the percentage of gaming activity operated in</p> <p>a The organization's facility 13 a %</p> <p>b An outside facility 13 b %</p>			
<p>14 Provide the name and address of the person who prepares the organization's gaming/special events books and records</p> <p>Name G _____</p> <p>Address G _____</p>			
<p>15a Does the organization have a contact with a third party from whom the organization receives gaming revenue?</p> <p>b If 'Yes,' enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____</p> <p>c If 'Yes,' enter name and address</p> <p>Name G _____</p> <p>Address G _____</p>		15 a	
<p>16 Gaming manager information</p> <p>Name G _____</p> <p>Gaming manager compensation G \$ _____</p> <p>Description of services provided G _____</p> <p><input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor</p>			
<p>17 Mandatory distributions</p> <p>a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?</p> <p>b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year G \$ _____</p>		17 a	

SCHEDULE J
(Form 990)

Compensation Information

OMB No 1545-0047

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

2008

Department of the Treasury
Internal Revenue Service

Attach to Form 990 To be completed by organizations that answered 'Yes' to Form 990, Part IV, line 23

Open to Public Inspection

Name of the organization

Employer identification number

The Breakthrough Collaborative

94-3140620

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain	1b									
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2									
<p>3 Indicate which, if any, of the following organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input type="checkbox"/> Approval by the board or compensation committee									
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a										
a Receive a severance payment or change of control payment?	4a	X								
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X								
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X								
If 'Yes' to any of 4a-c, list the persons and provide the applicable amounts for each item in Part III										
Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8										
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of										
a The organization?	5a	X								
b Any related organization?	5b	X								
If 'Yes' to line 5a or 5b, describe in Part III										
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of										
a The organization?	6a	X								
b Any related organization?	6b	X								
If 'Yes' to line 6a or 6b, describe in Part III										
7 For person listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III	7	X								
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If 'Yes,' describe in Part III	8	X								

SCHEDULE M
(Form 990)

Non-Cash Contributions

OMB No 1545-0047

2008

G To be completed by organizations that answered 'Yes'
on Form 990, Part IV, lines 29 or 30
G Attach to Form 990

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
The Breakthrough Collaborative

Employer identification number
94-3140620

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art ' Works of art				
2 Art ' Historical treasures				
3 Art ' Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities ' Publicly traded				
10 Securities ' Closely held stock				
11 Securities ' Partnership, LLC, or trust interests				
12 Securities ' Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate ' Residential				
16 Real estate ' Commercial				
17 Real estate ' Other				
18 Collectibles				
19 Food inventory	X	3	7,669.	Fair value
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other G (<u>Comp/Software</u>)	X	1	93,200.	Fair value
26 Other G (_____)				
27 Other G (_____)				
28 Other G (_____)				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If 'Yes,' describe in Part II

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		X
31		X
32a		X
33		

SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047

2008

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

G Attach to Form 990 To be completed by organizations to provide
additional information for responses to specific questions for the
Form 990 or to provide any additional information

Name of the organization

The Breakthrough Collaborative

Employer identification number

94-3140620

Form 990, Part III, Line 1 - Organization Mission

Breakthrough is the only national educational enrichment program that launches

low-income middle school students on the road to college and challenges their

college and high school age teachers to pursue careers in education. Breakthrough's

national office works to oversee the program's expansion and to provide substantial

services, support, and resources to directors at the 28 sites

Form 990, Part VI, Line 10 - Form 990 Review Process

Draft Form 990 is reviewed in its entirety by the Director of Finance, who compares

the data and written statements to original, source documentation submitted to the

independent CPA firm.

Final copy of Form 990 is reviewed by the Executive Director and Director of

Finance

Upon approval by the Executive Director, the Final Form 990 is sent to the Finance

Committee of the Board of Trustees for review, questions, and approval.

Upon approval by the Finance Committee, the Form 990 is signed by the Executive

Director and is forwarded to the appropriate collecting agencies.

Final, executed copy of the filed Form 990 is sent to the entire Board of Trustees

for review and discussion at their next quarterly Board of Trustees meeting.

Copies of the final, executed returns are filed for permanent archiving in

accordance with the Records Retention and Disposal Policy, both in hard copy and

electronic formats

Form 990, Part VI, Line 12c - Explanation of Monitoring and Enforcement of Conflicts

Review is done via electronic mail before or during the Board of Trustees Meeting

each May.

Name of the organization

Employer identification number

The Breakthrough Collaborative

94-3140620

Form 990, Part VI, Line 19 - Other Organization Documents Publicly Available

Form 990, audited financial statements, governing documents and policies are available for public inspection at the business office

Statement 1
Form 990, Part III – Program Service Accomplishments
Breakthrough Collaborative
Year Ended June 30, 2009

Breakthrough is a national, research-proven intervention which, during FY09, prepared 2,440 low-income, high-potential middle-school students to enter and succeed in college-preparatory programs; provided college-readiness programming to 1,000 high-school students; and recruited, trained and inspired nearly 750 outstanding college and high-school students to pursue careers in education. In Breakthrough's unique *Students Teaching Students* model, college and high-school students serve as teachers, mentors, and role models to motivated middle-school students who face significant obstacles to college graduation.

Breakthrough Collaborative (the national office) oversees the growth, support, and development of local affiliates. Breakthrough Collaborative leads program evaluation; administers a national teacher-application process with multiple partnerships; cultivates relationships with organizations which provide opportunities for Breakthrough alumni; codifies and trains sites in best practices; supports local sites through the start-up and maturation processes; oversees growth; and leads strategic initiatives to improve the quality, services, and outcomes of 33 affiliates in 27 communities.

Program Impact

To provide high-impact services to students, the national office's Program Team individually coached and supported site directors in high-school options counseling, student tracking, program improvement, and growth to achieve the following outcomes:

- 2440 academically motivated middle-school students participated in academically rigorous six-week summer sessions and school-year tutoring and enrichment. 91% of Breakthrough's students are of color; 68% qualify for free or reduced-price lunch; English is a second language for 39%; 62% will be the first in their families to graduate from college; and 39% live in single-parent households.
- 2038 college and high-school students applied for 732 full-time teacher internships at Breakthrough sites across the country. The average GPA was 3.54. The college-aged teachers were drawn from top schools across the country, including Harvard, Yale, Stanford, University of Chicago, UC Berkeley, Brown, Georgetown, Northwestern, Washington University, Spelman, Swarthmore, and Columbia, to name a few. At these and other target schools, Breakthrough provides small stipends to on-campus recruiters who personally recruit and screen the most talented students for Breakthrough.
- Sites participated in the national conference, held in Atlanta, Georgia in November 2008, featuring three days of training sessions in best practices for Breakthrough programs. Some of the most highly regarded training sessions were "8th grade Advising," "Developing Effective Partnerships," and panels of corporate funders and advisory board members from the local site.
- 100% of sites implemented benchmarks to achieve five-year strategic goals to ensure rigorous programming, access to college-preparatory high-school programs, and effective teacher preparation.
- 100% of sites tiered all high school options in their local communities against a standard rubric to distinguish which students were attending college-prep vs non-college-prep high school programs, and which of those high school college-prep programs were the strongest in terms of availability of college-prep courses, AP course offerings, high school graduation rates, and 4-year college enrollment rates.
- 100% of sites utilized the Breakthrough student profile during student recruitment and selection ensuring that all students met the profile requirements.

- 100% of sites participated in a formalized review of accomplishments, challenges, and needs for support across program and sustainability departments to inform both future national services and sites' strategic-planning processes.
- 100% of sites received additional training in strengthening the role of **master/mentor teachers** to support quality and rigor for both teachers and students in preparation for expanding teacher services.
- 100% of sites used the newly expanded Efforts-to-Outcomes, Social Solutions software database to capture longitudinal and lateral student and teacher information for sites, and site information for the national office.
- 100% of sites had access to high-quality science, math, social studies, and English curricula, as well as the online teacher-training manual, "Breaking it Down: The Basics of Teaching."
- 15% of sites participated in a pilot initiative to strengthen teacher preparation planning, orientation and on-going programming. An additional 27% of sites participated in an expanded version of the pilot initiative to test strategies.
- 18% of sites participated in a pilot initiative to develop a web-based content management system to house and share best practices across the collaborative.
- 18% of sites participated in a pilot initiative to evaluate the most useful pre- and post-assessment to gauge student progress over time and across sites in the collaborative.

Affiliate Impact

To ensure the long-term sustainability of Breakthrough affiliates, the national office's Sustainability Team individually coached site directors in fundraising, governance, and strategic planning and oversaw pass-through and grant processes of over \$500,000 to achieve the following outcomes:

- 25 sites completed or are in process of completing **strategic planning**. Two more are scheduled to begin the process in 2010, and one is unscheduled.
- 18 sites completed or are in process with development planning, and ten more will undertake the process in 2010.
- 23 sites are operating under or are changing to the Breakthrough name (from Summerbridge), moving the organization toward the development of a national brand for fundraising, marketing, and increased student support and opportunities.
- 28 sites are evaluating their current governance practices according to recommended best practices for hosted sites, developed by the Sustainability Specialists.