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Return of Organization Exempt From Income Tax

2009

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

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

Open to Public Inspection

For the 2009 calendar year, or tax year beginning

, 2009, and ending

B Check if applicable		C Name of organization Americans for Prosperity <i>Client COPY</i>		D Employer Identification Number 75-3148958	
<input checked="" 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. Number and street (or P O box if mail is not delivered to street addr) 2111 Wilson Boulevard <i>Client COPY</i> Room/suite 350		E Telephone number (703) 224-3200	
		City, town or country Arlington State ZIP code + 4 VA 22201		F Gross receipts \$ 16,565,957.	
		F Name and address of principal officer Tim Phillips 2111 Wilson Blvd, #350 Arlington VA 22201		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) (4) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'No,' attach a list (see instructions)	
J Website: ► www.americansforprosperity.org				H(c) Group exemption number ►	
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►		L Year of Formation 2004		M State of legal domicile DC	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities Educate and mobilize to achieve growth, opportunity, and prosperity				
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets				
Revenue	3 Number of voting members of the governing body (Part VI, line 1a)	3	4		
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	4		
Expenses	5 Total number of employees (Part V, line 2a)	5	0		
	6 Total number of volunteers (estimate if necessary)	6	500		
Net Assets or Fund Balances	7a Total gross unrelated business revenue from Part VIII, Icolumn (C), line 12	7a	0.		
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.		
SCANNED JUL 28 2010	8 Contributions and grants (Part VIII, line 1h)	RECEIVED OSO JUN 8 2010	Client COPY	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2a)			7,012,051.	16,336,753.
	10 Investment income (Part VIII, column (A), lines 3, 5, and 7d)			0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)			1,443.	150,823.
	12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)			21,768.	78,381.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)			7,035,262.	16,565,957.
	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)			843,875.	1,319,383.
	16a Professional fundraising fees (Part IX, column (A), line 11e)			0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ► 599,351.				
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)			6,203,173.	13,155,834.	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)			7,047,048.	14,475,217.	
19 Revenue less expenses Subtract line 18 from line 12			-11,786.	2,090,740.	
			Beginning of Year	End of Year	
20 Total assets (Part X, line 16)			377,260.	2,388,384.	
21 Total liabilities (Part X, line 26)			449,782.	369,874.	
22 Net assets or fund balances Subtract line 21 from line 20			-72,522.	2,018,510.	

Part II Signature Block

Sign Here	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.		
	► <i>John Flynn</i>	Date <i>10/24/10</i>	
	Signature of officer		
	► John Flynn	<i>Secretary / Treasurer</i>	
	Type or print name and title		

Paid Preparer's Use Only	Preparer's signature ► <i>Corey</i>	Date <i>6/22/10</i>	Check if self-employed ► <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ► Douglas Corey & Associates, PC	EIN ►		
	► 6601 Little River Trnpk, Suite 440			
	Alexandria	VA 22312-1303	Phone no ► (703) 354-2900	

May the IRS discuss this return with the preparer shown above? (see instructions)

 Yes No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0101 07/20/09

Form 990 (2009)

6 G17

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission.

Educate and mobilize to achieve growth, opportunity, and prosperity

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 \$ 12,889,244. including grants of \$ 0.) (Revenue \$ 16,565,957.)

State chapters and National office - mobilize citizens to achieve fiscal and regulatory restraint by state governments, and a return of the Federal government to its Constitutional limits.

State chapters are located in AL, AZ, CA, CO, FL, GA, IL, KS, MD, ME, MI, MO, LA, NJ, NC, ND, NH, NE, OH, OK, OR, SC, SD, TX, VA, WA, WI.

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 ► \$ 12,889,244.

Part IV Checklist of Required Schedules

	Yes	No
1		X
2	X	
3		X
4		
5		X
6		
7		X
8		X
9		X
10		X
11		X
12	X	
12 A		X
13		X
14a		X
14b		X
15		X
16		X
17		X
18		X
19		X
20		X

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

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

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II

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 similar funds or 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

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

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III

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

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V

11 Is the organization's answer to any of the following questions 'Yes'? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

- Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI
- 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
- 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
- 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
- Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X
- 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? If 'Yes,' complete Schedule D, Part X

12 Did the organization obtain separate, independent audited financial statement for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII

12A Was the organization included in consolidated, independent audited financial statement for the tax year? If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Part I

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

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

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

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

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

20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States 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 and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	22	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, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K If 'No,' go to line 25	24a	X
24b	b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
24c	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	
24d	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
25b	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	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	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? 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)	28a	X
a	A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	32	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	33	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	34	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	35	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	36	
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	37	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	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O		

BAA

Form 990 (2009)

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	56	
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	0	
2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)</i>			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X	
b 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)?	4a	X	
b If 'Yes,' enter the name of the foreign country ► See the instructions for exceptions and 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, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	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?	6a	X	
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	6b	X	
7 Organizations that may receive deductible contributions under section 170(c).	7a	X	
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?	7b		
b If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7c	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
d If 'Yes,' indicate the number of Forms 8282 filed during the year	7e	X	
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X	
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h		
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8		
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?	9a		
9 Sponsoring organizations maintaining donor advised funds.	9b		
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make any distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter	10a		
a Initiation fees and capital contributions included on Part VIII, line 12	10b		
b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
11 Section 501(c)(12) organizations. Enter	11a		
a Gross income from other members or shareholders	11b		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)			
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 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.

Section A. Governing Body and Management

1 a Enter the number of voting members of the governing body
1a 4
 b Enter the number of voting members that are independent
1b 4

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?

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?

4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?

5 Did the organization become aware during the year of a material diversion of the organization's assets?

6 Does the organization have members or stockholders?

7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?
 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following
 a The governing body?
 b Each committee with authority to act on behalf of the governing body?

9 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

	Yes	No
2		X
3		X
4		X
5		X
6		X
7a		X
7b		X
8a	X	
8b	X	
9		X

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

10 a Does the organization have local chapters, branches, or affiliates?
 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?

11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?

11 a Describe in Schedule O the process, if any, used by the organization to review this Form 990

12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13
 b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
 c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done

13 Does the organization have a written whistleblower policy?

14 Does the organization have a written document retention and destruction policy?

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
 b Other officers of key employees of the organization
 If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions)

16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
 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?

	Yes	No
10a	X	
10b	X	
11	X	
12a		X
12b		
12c		
13		X
14		X
15a	X	
15b	X	
16a		X
16b		

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► See States Form 990 Filed In

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.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization.
 ► The Organization 2111 Wilson Blvd, #350 Arlington VA 22201 (703) 224-3200

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. Report compensation for the calendar year ending with or within the organization's tax year. 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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees. See instructions for definition of 'key employees.'
- 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

employees, and former such persons

Check this box if the organization did not compensate any current officer, director, or trustee.

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

1 b Total

306,267. **639,106.** **54,550.**

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

	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
FLS Connect, LLC 7300 Hudson Blvd #270 St Paul	MN 55128	Communications
		119,529.

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				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 16,336,753.				
	g Noncash contribns included in lns 1a-1f	\$ 188.				
h Total. Add lines 1a-1f		► 16,336,753.				
PROGRAM SERVICE REVENUE	2a	Business Code				
	b					
	c					
	d					
	e					
	f All other program service revenue		0.	0.	0.	0.
	g Total. Add lines 2a-2f		► 0.			
3 Investment income (including dividends, interest and other similar amounts)		► 150,823.	0.	0.	150,823.	
4 Income from investment of tax-exempt bond proceeds		►				
5 Royalties		►				
6a Gross Rents	(i) Real	(ii) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)		►				
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)		►				
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 Refunds and other income	900099	78,381.	78,381.	0.	0.	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		► 78,381.				
12 Total revenue. See instructions		► 16,565,957.	78,381.	0.	150,823.	

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	0.	0.		
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	0.	0.		
5 Compensation of current officers, directors, trustees, and key employees	144,432.	115,546.	14,443.	14,443.
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	965,741.	772,672.	40,603.	152,466.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	33,103.	19,863.	6,619.	6,621.
9 Other employee benefits	100,909.	60,544.	20,183.	20,182.
10 Payroll taxes	75,198.	60,471.	3,115.	11,612.
11 Fees for services (non-employees)				
a Management				
b Legal	23,398.	20,008.	3,390.	0.
c Accounting	16,802.	12,668.	2,555.	1,579.
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17	0.			0.
f Investment management fees				
g Other	489,891.	468,367.	7,100.	14,424.
12 Advertising and promotion				
13 Office expenses	120,477.	99,285.	10,542.	10,650.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	573,562.	544,294.	22,920.	6,348.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	723,612.	687,571.	35,280.	761.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	23,952.	14,370.	4,792.	4,790.
23 Insurance				
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 Communications, ads, media	7,226,193.	7,148,510.	62,476.	15,207.
b Consulting	2,322,299.	2,135,091.	90,227.	96,981.
c Postage, courier, overnight	229,878.	175,490.	203.	54,185.
d List rental	63,675.	37,426.	0.	26,249.
e Printing, duplication	450,094.	386,090.	21,190.	42,814.
f All other expenses	892,001.	462,412.	309,550.	120,039.
25 Total functional expenses. Add lines 1 through 24f	14,475,217.	13,220,678.	655,188.	599,351.
26 Joint costs. Check here ► <input checked="" 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	473,479.	142,044.	0.	331,435.

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing	101,969.	1	396,733.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	25,645.	3	164,999.
	4 Accounts receivable, net	55,719.	4	31,760.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees 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	193,927.	7	1,794,892.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	0.	9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a		
	b Less accumulated depreciation	10b		10c
	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)	377,260.	16	2,388,384.
LIABILITIES	17 Accounts payable and accrued expenses	449,782.	17	369,874.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial 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 to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	449,782.	26	369,874.
	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	-789,124.	27	713,326.
	28 Temporarily restricted net assets	716,602.	28	1,305,184.
	29 Permanently restricted net assets		29	
	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	-72,522.	33	2,018,510.
	34 Total liabilities and net assets/fund balances	377,260.	34	2,388,384.

BAA

Form 990 (2009)

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				
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?	<input type="checkbox"/> 2a					<input type="checkbox"/> X	
b Were the organization's financial statements audited by an independent accountant?	<input checked="" type="checkbox"/> 2b					<input type="checkbox"/> X	
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?	<input type="checkbox"/> 2c					<input type="checkbox"/> X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.							
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both	<input checked="" type="checkbox"/> Separate basis					<input type="checkbox"/> Consolidated basis	<input type="checkbox"/> Both consolidated and separate basis
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?	<input type="checkbox"/> 3a					<input type="checkbox"/> 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	<input type="checkbox"/> 3b					<input type="checkbox"/> X	

BAA

Form 990 (2009)

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service
Name of the organization

OMB No 1545-0047

2009Open to Public
Inspection**Supplemental Financial Statements**

► Complete if the organization answered 'Yes,' to Form 990,
Part IV, lines 6, 7, 8, 9, 10, 11, or 12.
► Attach to Form 990. ► See separate instructions

Employer identification number

Americans for Prosperity**75-3148958****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.

- 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

(a) Donor advised funds	(b) Funds and other accounts

- 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 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)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	
- 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

a Total number of conservation easements	Held at the End of the Year
2a	
2b	
2c	
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 easement 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 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
- 1b If the organization elected, as permitted under SFAS 116, 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 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 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 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	

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					
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 year end balance held as

a Board designated or quasi-endowment ► _____ %

b Permanent endowment ► _____ %

c Term endowment ► _____ %

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

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

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

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) Accumulated Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ►

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Schedule D (Form 990) 2009

Part VII Investments—Other Securities 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
Financial derivatives		
Closely-held equity interests		
Other		

Total. (Column (b) must equal Form 990 Part X, col (B) line 12) ►

Part VIII Investments—Program Related (See Form 990, Part X, line 13)

Total. (Column (b) must equal Form 990, Part X, Col. (B) line 13.)

Part IX Other Assets (See Form 990, Part X, line 15)

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

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25)

2. FIN 48 Footnote. In Part XIV, 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.

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

SECTION C: Change in Net Assets from Form 990 to Financial Statements		
1	Total revenue (Form 990, Part VIII, column (A), line 12)	16,565,957.
2	Total expenses (Form 990, Part IX, column (A), line 25)	14,475,217.
3	Excess or (deficit) for the year Subtract line 2 from line 1	2,090,740.
4	Net unrealized gains (losses) on investments	292.
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 through 8	292.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	2,091,032.

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	16,566,249.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12.		
a Net unrealized gains on investments	2a	292.
b Donated services and use of facilities	2b	
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	292.
3 Subtract line 2e from line 1	3	16,565,957.
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 must equal Form 990, Part I, line 12)	5	16,565,957.

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

1 Total expenses and losses per audited financial statements	1	14,475,217.
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 XIV)	2d	
e Add lines 2a through 2d	2e	
3 Subtract line 2e from line 1	3	14,475,217.
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 must equal Form 990, Part I, line 18)	5	14,475,217.

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, line 2; Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

OMB No. 1545-0047

2009

Open to Public Inspection

► Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.
► Attach to Form 990. ► See separate instructions.

Name of the organization

Americans for Prosperity

Employer identification number

75-3148958

Part I Questions Regarding Compensation

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

<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 any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

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?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" 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 with respect to the filing organization or a related organization

a Receive a severance payment or change-of-control payment?
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?
c Participate in, or receive payment from, an equity-based compensation arrangement?

If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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?
b Any related organization?

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?
b Any related organization?

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

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

If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2	X	
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2009

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

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation		(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
<u>Tim Phillips</u>	<u>113,114.</u>	0.	0.	2,550.	1,510.	<u>117,174.</u>
<u>(i)</u>	<u>127,004.</u>	0.	0.	4,800.	2,841.	<u>134,645.</u>
<u>Alan Cobb</u>	<u>57,810.</u>	0.	0.	1,863.	1,510.	<u>61,183.</u>
<u>(i)</u>	<u>121,193.</u>	0.	0.	3,507.	2,841.	<u>127,541.</u>
<u>Philip Kerpen</u>	<u>73,917.</u>	0.	0.	1,718.	1,510.	<u>77,145.</u>
<u>(i)</u>	<u>91,083.</u>	0.	0.	3,232.	2,841.	<u>97,156.</u>
<u>Stephen Hollingshead</u>	<u>5,950.</u>	0.	0.	1,004.	629.	<u>7,583.</u>
<u>(i)</u>	<u>109,718.</u>	0.	0.	1,889.	1,184.	<u>112,791.</u>
<u>Peggy Venable</u>	<u>24,158.</u>	0.	0.	1,088.	2,481.	<u>27,727.</u>
<u>(i)</u>	<u>80,340.</u>	0.	0.	2,047.	4,670.	<u>87,057.</u>
<u>John Flynn</u>	<u>31,318.</u>	0.	0.	1,431.	1,510.	<u>34,259.</u>
<u>(i)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(ii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(iii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(iv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(v)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(vi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(vii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(viii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(ix)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(x)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xiii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xiv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xvi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xvii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xviii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xix)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xx)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxiii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxiv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxvi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxvii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxviii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxix)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxx)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxxi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxxii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxxiii)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxxiv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxxv)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	<u>115,302.</u>
<u>(xxxvi)</u>	<u>109,768.</u>	0.	0.	2,693.	2,841.	

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

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SCHEDULE O
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047

2009

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.

Name of the organization

Employer identification number

Americans for Prosperity

75-3148958

Pt VI-B, Line 15 The board for Americans for Prosperity Foundation, a related organization, reviews comparative data in determining pay for key employees.

Pt VI-C, Line 19 Documents are provided upon request.

Pt VI-B, Line 11A The board is provided the 990 prior for review and questions prior to filing the return.

Related Organizations and Unrelated Partnerships

- Complete if the organization answered 'Yes' to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
 - Attach to Form 990. ► See separate instructions.

Review of the communication

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Part I Identification of Disregarded Entities (Complete if the organization answered 'Yes' to Form 990, Part V, line 33.)

Part II **Identification of Related Tax-Exempt Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had

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Part III Identification of Related Organizations | axable

because it had one or more related organizations treated as a partnership during the tax year.)

Part III Identification of Related Organizations **Part IV** Yes to Form 3990, Complete if the organization answered "Yes" to Form 3990, Line 34

because it had one or more related organizations treated as a partnership during the tax year.)

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Identification of Related Organizations Taxable

Part V Transactions With Related Organizations (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, or 36.)**Note** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV.

- a Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b Gift, grant, or capital contribution to other organization(s)
- c Gift, grant, or capital contribution from other organization(s)
- d Loans or loan guarantees to or for other organization(s)
- e Loans or loan guarantees by other organization(s)
- f Sale of assets to other organization(s)
- g Purchase of assets from other organization(s)
- h Exchange of assets
- i Lease of facilities, equipment, or other assets to other organization(s)
- j Lease of facilities, equipment, or other assets from other organization(s)
- k Performance of services or membership or fundraising solicitations for other organization(s)
- l Performance of services or membership or fundraising solicitations by other organization(s)
- m Sharing of facilities, equipment, mailing lists, or other assets
- n Sharing of paid employees
- o Reimbursement paid to other organization for expenses
- p Reimbursement paid by other organization for expenses
- q Other transfer of cash or property to other organization(s)
- r Other transfer of cash or property from other organization(s)

2 If the answer to any of the above is 'Yes', see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(A) Name of other organization	(B) Transaction type (a-r)	(C) Amount involved
(1) Americans for Prosperity Foundation	d	3,150,000.
(2) Americans for Prosperity Foundation	m, n, o, p	2,610,711.
(3)		
(4)		
(5)		
(6) BAA		

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total asset or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Form 990, Page 6, Line 17

States Form 990 Filed In

Alabama

Alaska

Arizona

California

Colorado

Connecticut

District of Columbia

Florida

Georgia

Illinois

Kansas

Kentucky

Louisiana

Maine

Maryland

Massachusetts

Michigan

Minnesota

New Hampshire

New Jersey

New Mexico

New York

North Carolina

North Dakota

Ohio

Oklahoma

Oregon

Pennsylvania

Rhode Island

South Carolina

Tennessee

Utah

Vermont

Washington

West Virginia

Wisconsin

Hawaii

Application for Extension of Time To File an
Exempt Organization Return

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ► **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only... ►

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization Americans for Prosperity	Employer identification number 75-3148958
File by the due date for filing your return. See instructions	Number, street, and room or suite number. If a P.O. box, see instructions 2111 Wilson Boulevard, #300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Arlington	VA 22201

Check type of return to be filed (file a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► The Organization

Telephone No. ► (703) 224-3200 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 16, 20 10, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- calendar year 20 09 or
- tax year beginning , 20 , and ending , 20

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$ <u>0.</u>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$ <u>0.</u>
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$ <u>0.</u>

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)