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Return of Organization Exempt From Income Tax

2009

Department of the Treasury Internal Revenue Service

Under 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 7/01, 2009, and ending 6/30, 2010

Form 990 header section containing B (Check if applicable), C (The Breakthrough Collaborative), D (Employer Identification Number 94-3140620), E (Telephone number (415) 442-0600), F (Name and address of principal officer Beth Porter), G (Gross receipts \$ 2,447,216), H(a) (Is this a group return for affiliates? No), H(b) (Are all affiliates included? No), I (Tax-exempt status 501(c) (3)), J (Website: www.breakthroughcollaborative.org), K (Form of organization Corporation), L (Year of Formation 2001), M (State of legal domicile CA)

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1. Mission statement; 2-7. Governance and activities; 8-12. Revenue; 13-19. Expenses; 20-22. Net Assets or Fund Balances.

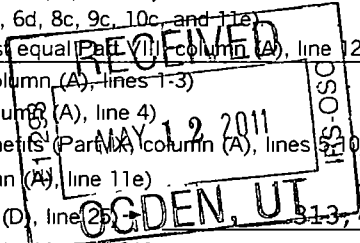
Part II Signature Block

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. Signature of officer: Eric Fischer, Date: 5/9/2011, Title: Director, Finance & Operations

Paid Preparer's Use Only: Preparer's signature: Steven J. Olds CPA, Date: 5/05/11, Firm's name: WILLIAMS & OLDS, CPAs, 900 UNIVERSITY AVENUE SUITE 100, SACRAMENTO, CA 95825-6737, EIN: 01-0560769, Phone no: (916) 858-1680

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

SCANNED MAY 31 2011



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Part III Statement of Program Service Accomplishments

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 \$ 1,646,228. 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 ▶ 1,646,228.

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A</i>	X	
2	Is the organization required to complete 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? <i>If 'Yes,' complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If 'Yes,' complete Schedule C, Part II</i>		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? <i>If 'Yes,' complete Schedule C, Part III</i>		
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? <i>If 'Yes,' complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If 'Yes,' complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V</i>		X
11	Is the organization's answer to any of the following questions 'Yes'? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
	• Did the organization report an amount for land, buildings and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI</i>		
	• Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII</i>		
	• Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII</i>		
	• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX</i>		
	• Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X</i>		
	• 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? <i>If 'Yes,' complete Schedule D, Part X</i>		
12	Did the organization obtain separate, independent audited financial statement for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI, XII, and XIII</i>	X	
12A	Was the organization included in consolidated, independent audited financial statement for the tax year? <i>If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional</i>		
		Yes	No
12 A			X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
14b	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? <i>If 'Yes,' complete Schedule F, Part I</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? <i>If 'Yes,' complete Schedule F, Part II</i>		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? <i>If 'Yes,' complete Schedule F, Part III</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III</i>		X
20	Did the organization operate one or more hospitals? <i>If 'Yes,' complete Schedule H</i>		X

Part IV Checklist of Required Schedules (continued)

	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? <i>If 'Yes,' complete Schedule I, Parts I and II</i>		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? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>		X
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? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d 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? <i>If 'Yes,' complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
26 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? <i>If 'Yes,' complete Schedule L, Part II</i>		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? <i>If 'Yes,' complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
28c 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? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1 a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1 a	48		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1 b	0		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2 a	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		
2 a	34		
2 b	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 <i>e-file</i> this return (see instructions)	X	
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3 b	If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O		
4 a	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
4 b	If 'Yes,' enter the name of the foreign country <input type="text"/> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 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?		
6 a	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?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7 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?	X	
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7 e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9 a	Did the organization make any taxable distributions under section 4966?		
9 b	Did the organization make any distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter.		
10 a	Initiation fees and capital contributions included on Part VIII, line 12		
10 b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11 a	Gross income from other members or shareholders		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		

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

		Yes	No
1a	Enter the number of voting members of the governing body		
1a			26
b	Enter the number of voting members that are independent		
1b			26
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		
a	The governing body?	X	
8a			
b	Each committee with authority to act on behalf of the governing body?	X	
8b			
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		X

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

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

Section C. Disclosures

- 17 List the states with which a copy of this Form 990 is required to be filed 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
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. 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.

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 current officer, director, or trustee.

(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 Trustee	2	X					0.	0.	0.	
Nadine Terman Chairman	6	X		X			0.	0.	0.	
Trevor Watt Treasurer	4	X		X			0.	0.	0.	
Andrew Ach Trustee	2	X					0.	0.	0.	
Glen Tripp Trustee	2	X					0.	0.	0.	
Melissa Buckley Vice Chair	3	X		X			0.	0.	0.	
Mike Van Leesten Trustee	2	X					0.	0.	0.	
John Flickinger Trustee	2	X					0.	0.	0.	
Betsy Hannaford Vice Chair	3	X		X			0.	0.	0.	
Sheila Larsen Trustee	2	X					0.	0.	0.	
Timothy Barton Trustee	3	X					0.	0.	0.	
Robert Macrae Trustee	2	X					0.	0.	0.	
Alex Bender Trustee	2	X					0.	0.	0.	
Lyne Brown Trustee	2	X					0.	0.	0.	
Jose Davila Secretary	3	X		X			0.	0.	0.	
Billy Peebles Trustee	2	X					0.	0.	0.	
Matthew Gunn Trustee	2	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			
Charles Johnson Trustee	2	X						0.	0.	0.
Elizabeth Fisher Marshall Trustee	2	X						0.	0.	0.
June Rimmer Trustee	2	X						0.	0.	0.
Van Sapp Trustee	2	X						0.	0.	0.
Grace Voorhis Trustee	2	X						0.	0.	0.
Joan Wattles Trustee	2	X						0.	0.	0.
Michael Schweitzer Trustee	2	X						0.	0.	0.
Andy Shin Trustee	2	X						0.	0.	0.
Nerine Torres Trustee	2	X						0.	0.	0.
Mialisa Bonta CEO	40			X				93,422.	0.	0.
Eric Fischer Dir of Finance	40			X				101,228.	0.	0.
Beth Porter Nat'l Exec Direc	50			X				107,625.	0.	0.
1b Total								302,275.	0.	0.

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 ▶ 2

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

	Yes	No
3		X
4		X
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes,' complete Schedule J for such individual

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

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 but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 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					
	1b Membership dues					
	1c Fundraising events					
	1d Related organizations					
	1e Government grants (contributions)	7,035.				
	1f All other contributions, gifts, grants, and similar amounts not included above	1,953,786.				
	g Noncash contribns included in lns 1a-1f	\$				
	h Total. Add lines 1a-1f		1,960,821.			
PROGRAM SERVICE REVENUE	2a <u>Affiliation fees</u>	611710	159,000.	159,000.		
	b -----					
	c -----					
	d -----					
	e -----					
	f All other program service revenue					
	g Total. Add lines 2a-2f		159,000.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		3,586.		3,586.	
	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	734.			
		(ii) Other				
		b Less cost or other basis and sales expenses				
		c Gain or (loss)	734.			
	d Net gain or (loss)		734.		734.	
	8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	294,928.			
		b Less direct expenses	38,170.			
c Net income or (loss) from fundraising events			256,758.		256,758.	
9a Gross income from gaming activities. See Part IV, line 19	a					
	b Less direct expenses					
	c Net income or (loss) from gaming activities					
10a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue	Business Code					
11a <u>Miscellaneous</u>	900099	28,147.			28,147.	
b -----						
c -----						
d All other revenue						
e Total. Add lines 11a-11d		28,147.				
12 Total revenue. See instructions		2,409,046.	159,000.	0.	289,225.	

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	302,275.	217,656.	33,302.	51,317.
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	967,024.	696,315.	106,539.	164,170.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	69,030.	42,431.	12,018.	14,581.
10 Payroll taxes	94,209.	62,637.	14,691.	16,881.
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	36,130.	36,130.		
13 Office expenses	7,406.	4,353.	515.	2,538.
14 Information technology				
15 Royalties				
16 Occupancy	154,184.	101,015.	20,925.	32,244.
17 Travel	70,646.	62,811.	7,082.	753.
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	16,122.	10,562.	2,188.	3,372.
23 Insurance	19,512.	12,784.	2,648.	4,080.
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>Equipment Rental & Maint.</u>	159,714.	148,032.	2,687.	8,995.
b <u>Educational and recruitment</u>	106,414.	106,414.		
c <u>Contract services</u>	100,341.	66,725.	27,677.	5,939.
d <u>Sponsored affiliates</u>	52,204.	52,204.		
e <u>Dues, licenses, service fees</u>	26,969.	7,084.	17,966.	1,919.
f All other expenses	29,405.	19,075.	3,717.	6,613.
25 Total functional expenses. Add lines 1 through 24f	2,211,585.	1,646,228.	251,955.	313,402.
26 Joint costs. Check here <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)		(B)	
				Beginning of year		End of year	
ASSETS	1	Cash – non-interest-bearing		497,093.	1	727,677.	
	2	Savings and temporary cash investments			2	637,609.	
	3	Pledges and grants receivable, net		7,180.	3	2,875.	
	4	Accounts receivable, net		525,776.	4	106,850.	
	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			7		
	8	Inventories for sale or use			8		
	9	Prepaid expenses and deferred charges		24,735.	9	32,726.	
	10a	Land, buildings, and equipment, cost or other basis Complete Part VI of Schedule D	10a	359,556.			
	b	Less: accumulated depreciation	10b	331,576.	44,102.	10c	27,980.
	11	Investments – publicly-traded securities			11	17,657.	
	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		1,940.	15	1,340.	
16	Total assets Add lines 1 through 15 (must equal line 34)		1,100,826.	16	1,554,714.		
LIABILITIES	17	Accounts payable and accrued expenses		96,447.	17	65,256.	
	18	Grants payable			18		
	19	Deferred revenue		284,818.	19	573,640.	
	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		381,265.	26	638,896.	
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		507,421.	27	705,678.	
	28	Temporarily restricted net assets		98,840.	28	96,840.	
	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.		719,561.	33	915,818.	
34	Total liabilities and net assets/fund balances		1,100,826.	34	1,554,714.		

BAA

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990. Cash Accrual Other

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

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

Separate basis Consolidated basis 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?

b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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

BAA

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545 0047

2009

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ. ▶ 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. (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**
- 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state.
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 An organization that normally receives (1) more than 33-1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions — subject to certain exceptions, and (2) no more than 33-1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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?

- (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?
- (ii) a family member of a person described in (i) above?
- (iii) a 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11 g (i)		
11 g (ii)		
11 g (iii)		

h Provide the following information about the supported organizations.

(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) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)	1,752,883.	1,327,954.	3,154,540.	2,949,478.	1,960,821.	11,145,676.
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-through 3	1,752,883.	1,327,954.	3,154,540.	2,949,478.	1,960,821.	11,145,676.
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)						1,251,988.
6 Public support. Subtract line 5 from line 4						9,893,688.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	1,752,883.	1,327,954.	3,154,540.	2,949,478.	1,960,821.	11,145,676.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	13,107.	29,876.	67,825.	19,680.	4,320.	134,808.
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						11,280,484.
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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	87.7%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	97.8%

16a 33-1/3 support test – 2009. 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

b 33-1/3 support test – 2008. If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test – 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.

b 10%-facts-and-circumstances test – 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 through 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 amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33-1/3 support tests – 2009. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33-1/3 support tests – 2008. 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

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

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No 1545 0047

2009

Open to Public Inspection

Name of the organization

The Breakthrough Collaborative

Employer identification number

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 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds and reporting requirements.

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

Table with 3 columns: Question, Held at the End of the Year. Includes questions 1-9 regarding conservation easements, their purposes, and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

Table with 3 columns: Question, Amount. Includes questions 1a-1b regarding reporting of art and historical treasures.

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

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

	Amount
1 c	
1 d	
1 e	
1 f	

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
1 a 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

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

	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
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment		359,556.	331,576.	27,980.
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				27,980.

BAA

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)		2,409,046.
2	Total expenses (Form 990, Part IX, column (A), line 25)		2,211,585.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		197,461.
4	Net unrealized gains (losses) on investments		-1,204.
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		-1,204.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9		196,257.

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	2,818,587.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12.		
	a Net unrealized gains on investments	2a	-1,204.
	b Donated services and use of facilities	2b	410,745.
	c Recoveries of prior year grants	2c	
	d Other (Describe in Part XIV)	2d	
	e Add lines 2a through 2d	2e	409,541.
3	Subtract line 2e from line 1	3	2,409,046.
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	2,409,046.

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

1	Total expenses and losses per audited financial statements	1	2,622,330.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
	a Donated services and use of facilities	2a	410,745.
	b Prior year adjustments	2b	
	c Other losses	2c	
	d Other (Describe in Part XIV)	2d	
	e Add lines 2a through 2d	2e	410,745.
3	Subtract line 2e from line 1	3	2,211,585.
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	2,211,585.

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

Part V, Line 4 - Intended Uses Of Endowment Fund

Investment earnings are not restricted and therefore are used for unrestricted purposes.

Part XIV Supplemental Information *(continued)*

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	
	BB4B Dinner (event type)	(event type)	(total number)	(Add col. (a) through col. (c))	
1	Gross receipts	294,928.		294,928.	
2	Less. Charitable contributions				
3	Gross income (line 1 minus line 2)	294,928.		294,928.	
DIRECT EXPENSES	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	36,813.		36,813.
	10	Direct expense summary. Add lines 4- through 9 in column (d)			36,813.
11	Net income summary. Combine lines 3, column (d) and line 10			258,115.	

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			
DIRECT EXPENSES	2	Cash prizes		
	3	Non-cash prizes		
	4	Rent/facility costs		
	5	Other direct expenses		
	6	Volunteer labor	Yes _____ % No	Yes _____ % No
7	Direct expense summary. Add lines 2 through 5 in column (d)			
8	Net gaming income summary. Combine lines 1, column (d) and line 7			

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 _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?
b If 'Yes,' explain _____

11 Does the organization operate gaming activities with nonmembers?

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?

	YES	NO
9a		
10a		
11		
12		

13 Indicate the percentage of gaming activity operated in.

a The organization's facility

13a

%

b An outside facility

13b

%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name. ▶ -----

Address ▶ -----

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue?

15a

b If 'Yes,' enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____.

c If 'Yes,' enter name and address of the third party

Name. ▶ -----

Address. ▶ -----

16 Gaming manager information

Name ▶ -----

Gaming manager compensation ▶ \$ _____

Description of services provided. ▶ -----

Director/officer

Employee

Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

Form 990, Part III, Line 1 - Organization Mission

Breakthrough is the only national educational enrichment program that launches high-potential, low-income middle school students on the path to college and inspires high school and college students 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 11 - Form 990 Review Process

Draft Form 990 is reviewed in its entirety by the Director of Finance & Operations, 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 & Operations.

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

It is the practice of the Breakthrough Collaborative Board of Trustees to evaluate, assess, and set the compensation level of the Executive Director using a combination of factors including experience, education, background, skills, compensation & benefits data for organizations of similar size, function, and scope. For the

Name of the organization

The Breakthrough Collaborative

Employer identification number

94-3140620

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

fiscal year ended June 30, 2010 this process was followed by an ad-hoc Committee of the Board of Trustees, composed of the Treasurer and the Chair of the Board. Salary levels were reviewed from a variety of market survey sources for the following executive positions:

- Executive Director
- Director, Finance & Operations
- Director of Development
- Director of Programs

Upon the recommendation of the Salary Review Committee, the Finance Committee reviewed and approved the final recommended salaries for these positions.

Form 990, Part VI, Line 15a - Compensation Review & Approval Process for CEO, Exec. Dir., or Top Mgtment

It is the practice of the Breakthrough Collaborative Board of Trustees to evaluate, assess, and set the compensation level of the Executive Director using a combination of factors including experience, education, background, skills, compensation & benefits data for organizations of similar size, function, and scope. For the fiscal year ended June 30, 2010 this process was followed by an ad-hoc Committee of the Board of Trustees, composed of the Treasurer and the Chair of the Board. Salary levels were reviewed from a variety of market survey sources for the following executive positions:

- Executive Director
- Director, Finance & Operations
- Director of Development
- Director of Programs

Name of the organization

Employer identification number

The Breakthrough Collaborative

94-3140620

Form 990, Part VI, Line 15a - Compensation Review & Approval Process for CEO, Exec. Dir., or Top Mgtment (continued)

Upon the recommendation of the Salary Review Committee, the Finance Committee reviewed and approved the final recommended salaries for these positions.

Form 990, Part VI, Line 15b - Compensation Review & Approval Process for Officers & Key Employees

It is the practice of the Breakthrough Collaborative Board of Trustees to evaluate, assess, and set the compensation level of the Executive Director using a combination of factors including experience, education, background, skills, compensation & benefits data for organizations of similar size, function, and scope. For the fiscal year ended June 30, 2010 this process was followed by an ad-hoc Committee of the Board of Trustees, composed of the Treasurer and the Chair of the Board. Salary levels were reviewed from a variety of market survey sources for the following executive positions:

- Executive Director
- Director, Finance & Operations
- Director of Development
- Director of Programs

Upon the recommendation of the Salary Review Committee, the Finance Committee reviewed and approved the final recommended salaries for these positions.

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.



Breakthrough

COLLABORATIVE

Breakthrough Collaborative FY10 Operating Report

I. Executive Summary

During FY10, Breakthrough supported the academic success of 2,700 underserved middle-school students and 2,700 high-school students and provided over 750 college and high-school students with transformative summer teaching internships at 33 Breakthrough sites in 26 cities across the country and in Hong Kong. As we finished the third year of our five-year strategic plan, we completed the first year of a pilot approach to developing, implementing, evaluating, and replicating best practices across the Collaborative.

II. Changing Trajectories of Underserved Students

Our strategic goals for changing the trajectories of underserved students are to prepare middle-school students to enter and succeed in rigorous college-preparatory high-school programs and to ensure that at least 85% of them enter 4-year colleges. FY10 was the first year we had comprehensive data to evaluate progress toward this goal. In the past, we used data captured during a four-year study conducted by Stanford University and the American Institutes of Research and self-reported data from individual sites.

High-school placement and support

In preparation for high-school transitions, we created, piloted, evaluated, refined, and replicated the Breakthrough High-School Tiering Guide. Based on best practices of charter middle schools which send 100% of their students to college-preparatory high schools, the Tiering Guide leads affiliate directors through the process of evaluating their local and regional high-school options for their students and tiering the schools based on their college-enrollment outcomes. A copy of the Breakthrough Tiering High Schools Guide is available upon request. We are pleased to report that our highest-performing affiliate, Breakthrough New York, achieved our aspirational goal of enrolling 90% of their students in college-prep high-school programs. For the entire Collaborative, the average for FY10 was 62%, exceeding our Year 3 (2009-2010) Benchmark for at least 50% to be entering college-prep high-school programs.

Based on the successful professional learning community model developed during the Gap Improving Teacher Training Initiative, we convened a work group of directors with promising practices in high-school options placement to develop training modules and templates for the Collaborative. Topics to be presented at the 2010 conference include:

1. Pre-high-school preparation for seventh through ninth graders (high-school options process through high-school enrollment and matriculation);
2. High-school transitions during ninth and tenth grade (ensuring students are enrolled in college-preparatory coursework, succeeding in that coursework, receiving academic support when they are faltering, and building affiliation with schools); and
3. College access for eleventh and twelfth grade (test prep, financial-aid application support, college counseling).

College placement data

This year we piloted a partnership with the National Student Clearinghouse (NSC), an independent organization that tracks the college matriculation rates of students. Using data from 10 Breakthrough affiliates, NSC determined that 76% of Breakthrough students are currently in college. However, this statistic is probably an underestimation, as we did not have social-security numbers to ensure a comprehensive search for all students and because the National Student Clearinghouse does not have data for 100% of colleges and universities.

Student Demographics

Breakthrough students are recruited from under-resourced urban public schools.

- 91% of Breakthrough students are of color.
- 65% qualify for free or reduced-price lunch.
- 39% speak English as a second language, and
- 62% will be the first in their families to attend college.
- 39% live in single-parent households.

Curricular Advancements

We implemented the Mathematics Diagnostic Testing Project (MDTP) with a cross-section of Breakthrough sites this summer, to use online pre- and post- assessments to evaluate student growth in readiness for Pre-Algebra, Algebra, and Geometry and to diagnose weaknesses for additional instruction and support during the school-year program. This assessment by the Universities of California and the California State Universities has been used by California for over 10 years to measure student readiness for advanced math coursework. For the first time this year, the assessment is available online with instant scoring, item analysis, and graphs of students' strengths and weaknesses. Directors are able to use this data to place students for summer math instruction, to measure student growth over the summer session, and to inform ongoing school-year support in math. Aggregated results will be available in mid-September.

To begin to standardize the curriculum across the Collaborative, we worked with veteran mentor teachers several sites across the country to identify Core Skills for English, Math, Science, and Social Studies to ensure the implementation of skills-based curricula during the summer sessions. Mentor teachers are professional educators who help train Breakthrough college and high-school students and provide ongoing support to them throughout the summer sessions. Directors are collecting outstanding lesson plans and assessments which support these Skills. During FY11, resources will be developed, and the Skills will be aligned with the National Core Standards to ensure consistent rigor and skill development across the Collaborative.

Research

Finally, to continue an emphasis on research-driven practice in student programming, we continued to develop our **Research & Policy blog** which highlights current data, research and policy activity relevant to Breakthrough students and programs. Breakthrough's Research & Policy blog received more than 3000 views from July 2009-June 2010 and features **Breakthrough Research & Policy Briefs** to synthesize data and research on a variety of topics, including ensuring underserved students are prepared for college-prep high schools and four-year colleges. Recent Breakthrough Research & Policy Briefs have explored what constitutes effective academic support, the importance of academic intervention in the middle grades, and the institutional and financial barriers low-income students and students of color face when applying to four-year colleges.

III. Strengthening and Diversifying the Teacher Pipeline

I taught at Breakthrough because I wanted to explore teaching, and whether it really was the field I wanted to go into. Breakthrough gave me the support and guidance I needed while giving me the independence to develop my own style of teaching. I was overwhelmed at times, and there is no question that Breakthrough is very challenging and stressful. However Breakthrough gives you back as much as you put into it. This has been the most rewarding and fulfilling summer I have had.

--2010 Summer Teacher, Confidential National Teacher Survey

The goal of the Teacher Excellence Initiative is to recruit, train, and support college and high-school students to be effective Breakthrough teachers and mentors and to increase the likelihood that they pursue careers in education. To achieve this goal, the national office is using the following three strategies:

1. Recruit outstanding, diverse college and high-school students with a focus on students of color, males, and STEM majors;
2. Provide standardized, research-based teacher training, support, and evaluation at all 33 sites through the Intern Teacher Training Initiative;
3. Build a pipeline of partners for teacher alumni to support their entrance into careers in education.

Teacher Recruitment

During FY10 Breakthrough increased the number of **campus recruiters** by 33%, recruiting, training, and supervising 35 college-student recruiters at 20 top universities, including Brown, Columbia, Harvard, Morehouse, Stanford, Tufts, and Yale, among others. The recruiters were all current undergraduates with Breakthrough teaching experience, who were trained, supplied, and monitored weekly by Breakthrough National. For the 2010 summer session, **733 teachers were selected from a pool of 2,033 applicants**. The selected teachers boasted the following impressive demographics:

Breakthrough teachers are recruited from selective high schools, colleges and universities across the country, including Ivy League schools, and Historically Black Colleges.

- 56% are teachers of color;
- 13% attended Breakthrough as students;
- 36% are returning teachers;
- The average GPA is 3.4; and
- 69% are campus leaders.

Teacher Training

The teachers were very good at assessing objectives using criteria for mastery (probably the single most culture-changing element of the ITTI Lesson Plan). By the end of the summer each of them had collected concrete data on student progress in a way that I have never seen before. We were able to use the ITTI structures to place the focus squarely on student achievement and document that achievement in a measurable way. I cannot express enough how meaningful a shift this was.

--2010 Breakthrough Director, Confidential ITTI Director Survey

Historically, Breakthrough's 26 affiliates have successfully utilized the national recruitment database and process to review and select applicants for each summer's cohort of high school- and college-aged teachers. However, after the national selection process, affiliates have independently provided teacher

training, which has varied in content, length, and quality. A variety of approaches for teaching instructional strategies, management skills, and subject-specific content has resulted in variable teacher-training experiences, both from affiliate-to-affiliate and from year-to-year, making a true "Breakthrough teaching experience" undefined, unproven, and unsustainable. Inconsistencies in teacher training have prevented national marketing of the Breakthrough teacher-training experience to undergraduate and graduate schools of education; non-profit partners, such as Teach for America; charter, private and public schools; and other potential post-Breakthrough career partners.

With strategic support from the Gap Foundation, we convened a group of five affiliates with promising practices in teacher training to work with a consultant to research and implement best practices in teacher training for the Intern Teacher Training Initiative (ITTI). After the first summer of implementation, the team met and shared results, then refined the training materials based on teacher feedback and student performance. The new materials were then shared with six additional affiliates who implemented the practices during the summer of 2010, and the full team of 11 will meet in October 2010 for additional refinement before replicating the materials across the Collaborative at the 2010 Directors' Conference, to be held in November. Based on the success of this project in producing director buy-in, immediate implementation, and rapid results, we are moving away from our traditional coaching model to a pilot approach in which the national office facilitates professional learning communities of affiliate directors who will examine current promising practices within the Collaborative and research-based practices from the wider field to develop and pilot materials. After a common evaluation process, the materials are refined before dissemination across the network.

At the conclusion of the 2010 summer session, 84% of summer teachers expressed interest in pursuing careers in education, and 53% were "Extremely" or "Quite a bit" interested in pursuing careers as teachers, while 48% were interested in pursuing careers as educational leaders. 86% would consider being involved with Breakthrough again, and 93% were "Extremely" or "Quite a bit" satisfied with their learning.

Teacher Pipeline

Breakthrough really has changed my life. While I was considering teaching as a possible career before I worked at Breakthrough, I am now leaving my second summer at Breakthrough inspired to work as an educator and confident that I can actually do the job. I think Breakthrough has helped me build so much more confidence in myself: my ability to lead, to teach, to see myself as an authority figure, to reach out and form relationships. I am now moving on to a job with MATCH Corps, an intense full-time tutoring position for a year with a charter middle school in Boston. While I am of course anxious and do not quite know what to expect, I do know that I can carry out the main components of my job because I have already done it at Breakthrough. Breakthrough has only added fuel to my fire to explore urban education and think about my place within it.

--2010 Summer Teacher, Confidential National Teacher Survey

During FY09, to begin longitudinal tracking of teachers, Breakthrough designed and built a **new recruitment, admissions, and tracking database** on the Salesforce.com platform. In FY10, the national staff worked with the national board to develop a strategy for creating a teacher pipeline. After completion of the Breakthrough teaching internship, Breakthrough college and high-school student teachers receive ongoing support and the opportunity to apply advantageously to pipeline partners who are familiar with our training and support structure and give Breakthrough teachers a competitive edge in their admissions processes. Examples include Teach for America, which accepts Breakthrough

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teachers at triple the rate of the entire applicant pool and West Denver Prep, a charter school network, which is composed of 12% of former Breakthrough teachers; Breakthrough teachers comprise 20% of the network leadership. Our goal is to formalize four partnerships by the end of FY11.

IV. Expanding the Impact

While we wait for a full economic recovery, we continue our reactive expansion efforts through the cluster model, second-site replication, and the development of new affiliates. Our first cluster model in Miami now operates four sites – Ransom Everglades, Doctor’s Charter, Cushman School, and Carrollton School of the Sacred Heart. Breakthrough Atlanta opened a second site at Atlanta Youth Academy. New site development efforts are currently underway in Chicago and North Carolina. In Chicago, we have had meetings with Chicago Unified school district administrators, Community Program leaders at the University of Chicago, and the Headmaster and leading administrators and board of trustee members at North Shore Country Day. Efforts to determine a host for the program is ongoing with an expected start date for a new program in summer 2012. In Charlotte, we are working with a start-up independent high school that will be located in downtown Charlotte and is interested in being fully integrated into the city. The leaders of this initiative have deep roots in the city of Charlotte and its educational community. Expected state date for this site is summer 2013.

V. Leading the Effort and Branding Excellence

Sustainability

On the national level, we continue to work toward sustainability and strength. After a challenging FY09, we concluded FY10 with over 8 months of financial reserves and significant new corporate funders, including American Honda, Bank of America, and Motorola. Additionally, Gap Foundation named Breakthrough Collaborative a national partner for the second year in a row, contributing \$270,000.

Simultaneously, we are supporting sustainability and strength at the local level. To date, we have achieved the following sustainability outcomes with the local sites:

- 19 sites have completed **strategic plans**, and 6 are almost finished.
- 8 sites have multi-year **development plans**, while 6 others are in the process of creating them.
- All of the sites except four now operate under the **“Breakthrough” name**.

Sustainability goals for FY11 include continued emphasis on strategic planning, creation of and support for online resource library, support with individual fundraising, beginning stages of endowment planning for sites, increased communication with host schools and boards, and continued one-on-one site support.

Branding

While building a sustainable future, we are also raising our national profile. Breakthrough’s new website was launched on June 1, 2010. The six-month long project sought to redefine and enhance Breakthrough’s online image and messaging. Through vibrant photos, videos, colors and words, we hoped to bring the Breakthrough brand to life. Since its launch, the website has had more than 20,000 hits, with visitors averaging 3-4 pages per visit. This increased website traffic has resulted in more organizations reaching out to Breakthrough for partnerships, as well as enhancing our professional image for potential funders.

The Teachbreakthroughs blog is one of the key features of the new site, sharing stories, news and all things education related with the greater Breakthrough network. A summer blogging series completed by 2010 teachers from across the Collaborative was a great success. Breakthrough Alumni connect was

launched along with the website as a LinkedIn group where Breakthrough participants, past and present, could connect and network. So far, members are postings jobs, forums and starting discussions around education which proves that this social networking platform is going to help keep the Breakthrough spirit alive for many years to come. Our Facebook page keeps this community as well, with more than 1,250 fans to date.

The Breakthroughs section of our website showcases 6 videos shot by Winton DuPont Films which dig deep into the various aspect of our national program and the impact that Breakthrough has had over the past 32 years on more than 20,000 participants.

Staffing

During FY10, we had three staffing changes at the national office. In January 2010, Lois Loofbourrow transitioned from her role as an Academic Excellence Specialist into a part-time role as Advisor to Growth Initiatives and Academic Excellence. In May 2010, Jennifer Mayer-Sandoval left her position as Academic Excellence Specialist to work with our teacher pipeline partner, Teach for America. The position was filled internally. Laura Zahn, former Grants & ITTI Manager, transitioned to the Program Team in the role of "Teacher & Curriculum Specialist." Laura taught at Breakthrough Manchester for three summers before teaching middle and high school for three years, serving as a Breakthrough mentor teacher during the intervening summers. She directed Breakthrough Sacramento from 1998-2002, serving for two years as the Chair of the Directors' Council and as a member of the Breakthrough Board of Trustees. Beginning in 2002, Laura worked as Vice Principal, then Interim Principal, at Rosa Parks Middle School in Sacramento. Since 2005, Laura has supported K-12 teachers as an instructional consultant, supervising teachers seeking preliminary and professional licensure, in addition to training and coaching teachers in schools in need of improvement. Laura holds experienced educator credentials in teaching and administration, as well as a B.A. from Messiah College, an M.A. from Dartmouth College, and an M.S. in Educational Administration from National University. Finally, in July 2010, Madeleine Clarke returned to the Oakland Unified School District after a year of development leadership at Breakthrough. The Development Director position is currently posted.

VI. Conclusion

Breakthrough Collaborative is sustained by your partnership in our shared vision of a day when all children will have equal access to excellent educational opportunities and enthusiastic teachers committed to students' educational success. Because of the long-term support of those who know Breakthrough best, more students, teachers, and communities across the country are creating Breakthroughs together. In these challenging economic times, we are grateful for your visionary commitment to our students and teachers.