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Short Form Return of Organization Exempt From Income Tax

OMB No 1545-1150

2010

Open to Public Inspection

Form **990-EZ**

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

Department of the Treasury
Internal Revenue Service

Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.
The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2010 calendar year, or tax year beginning

and ending

B Check if applicable

- Address change
- Name change
- Initial return
- Terminated
- Amended return
- Application pending

C Name of organization

MAKE THE GRADE FOUNDATION

Number and street (or P.O. box, if mail is not delivered to street address) Room/suite

244 MADISON AVE

City or town, state or country, and ZIP + 4

NEW YORK, NY 10016

D Employer identification number

14-1909228

E Telephone number

718-541-5250

F Group Exemption Number

H Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

G Accounting Method: Cash Accrual Other (specify) _____

I Website: **WWW.MAKETHEGRADE.ORG**

J Tax-exempt status (check only one) - 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

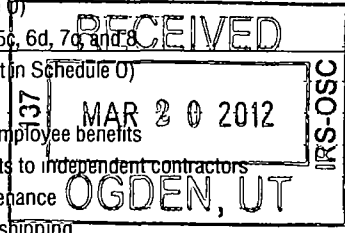
L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ **\$ 103,703.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)

Check if the organization used Schedule O to respond to any question in this Part I

Revenue APR 13 2012

1	Contributions, gifts, grants, and similar amounts received	1	18,278.
2	Program service revenue including government fees and contracts	2	
3	Membership dues and assessments	3	
4	Investment income	4	
5a	Gross amount from sale of assets other than inventory	5a	
b	Less: cost or other basis and sales expenses	5b	
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
6	Gaming and fundraising events		
a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	85,425.
c	Less: direct expenses from gaming and fundraising events	6c	32,514.
d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	52,911.
7a	Gross sales of inventory, less returns and allowances	7a	
b	Less: cost of goods sold	7b	
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
8	Other revenue (describe in Schedule O)	8	
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	71,189.
10	Grants and similar amounts paid (list in Schedule O)	10	3,000.
11	Benefits paid to or for members	11	
12	Salaries, other compensation, and employee benefits	12	
13	Professional fees and other payments to independent contractors	13	4,395.
14	Occupancy, rent, utilities, and maintenance	14	11,160.
15	Printing, publications, postage, and shipping	15	12,460.
16	Other expenses (describe in Schedule O)	16	20,550.
17	Total expenses. Add lines 10 through 16	17	51,565.
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	19,624.
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	24,357.
20	Other changes in net assets or fund balances (explain in Schedule O)	20	0.
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	43,981.



LHA For Paperwork Reduction Act Notice, see the separate instructions.

Form **990-EZ** (2010)

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Part II Balance Sheets. (see the instructions for Part II.)

Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	24,357.	31,286.
23 Land and buildings		
24 Other assets (describe in Schedule O) SEE SCHEDULE O	0.	24,640.
25 Total assets	24,357.	55,926.
26 Total liabilities (describe in Schedule O) SEE SCHEDULE O	0.	11,945.
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	24,357.	43,981.

Part III Statement of Program Service Accomplishments (see the instructions for Part III.)

Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? **SEE SCHEDULE O**

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided; the number of persons benefited; and other relevant information for each program title

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 SEE SCHEDULE O		28a	500.
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>			
29 SEE SCHEDULE O		29a	1,000.
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>			
30 SEE SCHEDULE O		30a	1,500.
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>			
31 Other program services (describe in Schedule O)		31a	
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>			
32 Total program service expenses (add lines 28a through 31a)		32	3,000.

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated (see the instructions for Part IV)

Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
JOHN R. LEE, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	PRESIDENT	0.	0.	0.
KERNIE L. ANDERSON, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
LOU BENSON, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
APRIL RAVEN BOBYN, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
ELAINE EDMONDS, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
RANDA GUASTELLA, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
ANTHONY HARMON, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
DEBI JACKSON, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
LIANNA LEE, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
MAC MCDONALD, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
AARON MORGAN, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	DIRECTOR	0.	0.	0.
ASIYAH RAY, 244 MADISON AVENUE, #500, NEW YORK, NY 10016	SECRETARY	0.	0.	0.

Part V Other Information (Note the statement requirements in the instructions for Part V)

Check if the organization used Schedule O to respond to any question in this Part V

- 33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
- 34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)
- 35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.
 - a Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?
 - b If "Yes," has it filed a tax return on Form 990-T for this year?
- 36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
- 37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a | _____ 0.
- b Did the organization file Form 1120-POL for this year?
- 38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
 - b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b | _____ N/A
- 39 Section 501(c)(7) organizations. Enter:
 - a Initiation fees and capital contributions included on line 9 39a | _____ N/A
 - b Gross receipts, included on line 9, for public use of club facilities 39b | _____ N/A
- 40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ _____ 0.; section 4912 ▶ _____ 0.; section 4955 ▶ _____ 0.
- b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year, that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
- c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ _____ 0.
- d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ _____ 0.
- e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
- 41 List the states with which a copy of this return is filed. ▶ NY
- 42a The organization's books are in care of ▶ TAXPAYER Telephone no. ▶ 212-459-4696
 Located at ▶ 244 MADISON AVENUE, NEW YORK, NY ZIP + 4 ▶ 10016
- b 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)?
 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.
- c At any time during the calendar year, did the organization maintain an office outside of the U.S.?
 If "Yes," enter the name of the foreign country: ▶ _____
- 43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 - Check here
 and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 | _____ N/A

	Yes	No
33		X
34		X
35a		X
35b	N/A	
36		X
37b		X
38a		X
38b		
39a		
39b		
40b		X
40c		
40e		X
42b		X
42c		X
43		
44a		X
44b		X
44c		X
44d		

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		X
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ		X
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51. Check if the organization used Schedule O to respond to any question in this Part VI

	Yes	No
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
49a Did the organization make any transfers to an exempt non-charitable related organization?		X
b If "Yes," was the related organization a section 527 organization?		

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 ▶ _____

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." **NONE**

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation

d Total number of other independent contractors each receiving over \$100,000 ▶ _____

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ▶ Yes No

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

Sign Here
 Signature of officer: John R. Lee Date: 3/12/12
 Type or print name and title: JOHN R. LEE, PRESIDENT

Paid Preparer Use Only
 Print/Type preparer's name: STEWART BLUMGOLD THAL Preparer's signature: [Signature] Date: 3/6/12 Check if self-employed PTIN: _____
 Firm's name: MBAF CPAS, LLC Firm's EIN: _____
 Firm's address: 440 PARK AVE SOUTH, 5TH FL Phone no.: 212-576-1400
NEW YORK, NY 10016

May the IRS discuss this return with the preparer shown above? See instructions ▶ Yes No

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

MAKE THE GRADE FOUNDATION

Employer identification number

14-1909228

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - 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 it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(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?		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2010

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	76,314.	76,275.	79,702.	52,065.	103,663.	388,019.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	76,314.	76,275.	79,702.	52,065.	103,663.	388,019.
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)						50,729.
6 Public support. Subtract line 5 from line 4						337,290.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	76,314.	76,275.	79,702.	52,065.	103,663.	388,019.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						388,019.
12 Gross receipts from related activities, etc. (see instructions)				12		
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	86.93	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15		%
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>			

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here.** The organization qualifies as a publicly supported organization

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))		
		GOLF EVENT (event type)	ANNUAL GALA (event type)	NONE (total number)			
Revenue	1	Gross receipts	14,750.	70,675.		85,425.	
	2	Less. Charitable contributions					
	3	Gross income (line 1 minus line 2)	14,750.	70,675.		85,425.	
Direct Expenses	4	Cash prizes					
	5	Noncash prizes					
	6	Rent/facility costs					
	7	Food and beverages					
	8	Entertainment					
	9	Other direct expenses	10,532.	21,982.		32,514.	
	10	Direct expense summary. Add lines 4 through 9 in column (d)					(32,514)
	11	Net income summary. Combine line 3, column (d), and line 10					52,911.

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

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

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

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-EZ PAGE 1

990-EZ

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year * Deduction
1	FORD VAN & NEW SHELL	010510	200DB5	5.00	21	35,800.		11,160.	24,640.			11,160.
	* TOTAL 990-EZ PG 1 DEPR					35,800.		11,160.	24,640.	0.	0.	11,160.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

MAKE THE GRADE FOUNDATION

Employer identification number

14-1909228

FORM 990-EZ, PART I, LINE 10, GRANTS AND ALLOCATIONS:

ACTIVITY CLASSIFICATION: EDUCATIONAL

GRANTEE RELATIONSHIP: UNRELATED DONEE

DATE OF GIFT: 04/09/10

AMOUNT GIVEN: 500.

ACTIVITY CLASSIFICATION: EDUCATIONAL

GRANTEE RELATIONSHIP: UNRELATED DONEE

DATE OF GIFT: 09/25/10

AMOUNT GIVEN: 1,000.

ACTIVITY CLASSIFICATION: EDUCATIONAL

GRANTEE NAME: SCHOLARSHIP - CAMP BROOKLYN FUND

GRANTEE ADDRESS: 37 COURT STREET #607 BROOKLYN, NY 11201

GRANTEE RELATIONSHIP: UNRELATED DONEE

DATE OF GIFT: 12/10/10

AMOUNT GIVEN: 500.

ACTIVITY CLASSIFICATION: EDUCATIONAL

GRANTEE NAME: STEVE HARVEY FOUNDATION

GRANTEE ADDRESS: PO BOX 52817 ATLANTA, GA 30355

GRANTEE RELATIONSHIP: UNRELATED DONEE

DATE OF GIFT: 05/05/10

AMOUNT GIVEN: 1,000.

TOTAL INCLUDED ON FORM 990-EZ, LINE 10 3,000.

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FORM 990-EZ, PART I, LINE 14, OCCUPANCY, RENT, UTILITIES, AND MAINTENANCE:

DESCRIPTION OF EXPENSES:	AMOUNT:
DEPRECIATION	11,160.

FORM 990-EZ, PART I, LINE 16, OTHER EXPENSES:

DESCRIPTION OF OTHER EXPENSES:	AMOUNT:
ADVERTISING	250.
AUTO EXPENSE	8,627.
BANK CHARGES	68.
BUSINESS MEALS	2,699.
COMPUTER	3,741.
CONFERENCES	113.
INSURANCE	24.
GRAPHICS	250.
MISCELLANEOUS	476.
TELEPHONE	4,302.
TOTAL TO FORM 990-EZ, LINE 16	20,550.

FORM 990-EZ, PART II, LINE 24, OTHER ASSETS:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
OTHER DEPRECIABLE ASSETS	0.	24,640.

FORM 990-EZ, PART II, LINE 26, OTHER LIABILITIES:

DESCRIPTION	BEG. OF YEAR	END OF YEAR
FORD CREDIT	0.	11,945.

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FORM 990-EZ, PART III, PRIMARY EXEMPT PURPOSE - MAKE THE GRADE FOUNDATION IS A 501(C)(3) NON-PROFIT ORGANIZATION THAT FACILITATES AND ENCOURAGES ACADEMIC ACHIEVEMENT BY IMPLEMENTING PROGRAMS TO TUTOR, MENTOR AND MOTIVATE STUDENTS, AND PROVIDING INCENTIVES AND FUNDING. THE ORGANIZATION ENHANCES THE EDUCATIONAL EXPERIENCE OF YOUNG PEOPLE THROUGH COLLABORATION WITH STUDENTS, PARENTS, EDUCATORS, CLERGY AND THE COMMUNITY.

FORM 990-EZ, PART III, LINE 28, PROGRAM SERVICE ACCOMPLISHMENTS:

MAKE THE GRADE FOUNDATION IS AN ORGANIZATION THAT FACILITATES AND ENCOURAGES ACADEMIC ACHIEVEMENT BY IMPLEMENTING PROGRAMS TO TUTOR, MENTOR AND MOTIVATE STUDENTS AND PROVIDING INCENTIVES AND FUNDING. MAKE THE GRADE ENHANCES THE EDUCATIONAL EXPERIENCE OF YOUNG PEOPLE THROUGH COLLABORATION WITH STUDENTS, PARENTS, EDUCATORS, CLERGY AND THE COMMUNITY.

FORM 990-EZ, PART III, LINE 29, PROGRAM SERVICE ACCOMPLISHMENTS:

MENTORING AND TUTORING PROGRAMS; THIS PROGRAM WILL PARTNER WITH SCHOOL GUIDANCE COUNSELORS, TEACHERS AND PARENTS TO IDENTIFY STUDENTS IN NEED OF ROLE MODELS AND/OR ONE ON ONE HELP WITH ACADEMIC SUBJECTS. THE PROGRAM WILL RECRUIT EDUCATORS, COLLEGE STUDENTS, SCHOOL ADMINISTRATORS, MEMBERS OF THE BUSINESS COMMUNITY AND QUALIFIED VOLUNTEERS TO MENTOR AND/OR TUTOR STUDENTS. MENTORS WILL ALSO ASSIST IN SECURING SUMMER JOBS AND INTERNSHIP/APPRENTICESHIPS FOR MENTEES WITH INTERESTS OF SKILLS IN PARTICULAR AREAS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010
Open to Public
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Name of the organization

MAKE THE GRADE FOUNDATION

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14-1909228

FORM 990-EZ, PART III, LINE 30, PROGRAM SERVICE ACCOMPLISHMENTS:

COLLEGE SCHOLARSHIP PROGRAM; THE ORGANIZATION'S LONG TERM

GOAL IS TO RAISE FUNDS TO PROVIDE ANNUAL MONETARY COLLEGE

SCHOLARSHIPS TO STUDENTS WHO HAVE SHOWN SIGNIFICANT

ACADEMIC COMMITMENT, PROGRESS OR GROWTH IN HIGH SCHOOL AND COMMUNITY

INVOLVEMENT.

FORM 990-EZ, PART V, INFORMATION REGARDING PERSONAL BENEFIT CONTRACTS:

**THE ORGANIZATION DID NOT, DURING THE YEAR, RECEIVE ANY FUNDS, DIRECTLY,
OR INDIRECTLY, TO PAY PREMIUMS ON A PERSONAL BENEFIT CONTRACT.**

**THE ORGANIZATION, DID NOT, DURING THE YEAR, PAY ANY PREMIUMS, DIRECTLY,
OR INDIRECTLY, ON A PERSONAL BENEFIT CONTRACT.**

4562

Form

Depreciation and Amortization 990-EZ (Including Information on Listed Property)

OMB No 1545-0172

2010

Department of the Treasury Internal Revenue Service (99)

See separate instructions. Attach to your tax return.

Attachment Sequence No 67

Name(s) shown on return

Business or activity to which this form relates

Identifying number

MAKE THE GRADE FOUNDATION

FORM 990-EZ PAGE 1

14-1909228

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

Table with 5 columns: Line number, Description, and Amount. Includes lines 1-13 for Section 179 election details.

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

Table with 2 columns: Line number and Description. Includes lines 14-16 for special depreciation allowance.

Part III MACRS Depreciation (Do not include listed property) (See instructions)

Section A

Table with 2 columns: Line number and Description. Includes lines 17-18 for MACRS deductions.

Section B - Assets Placed in Service During 2010 Tax Year Using the General Depreciation System

Table with 7 columns: (a) Classification of property, (b) Month and year placed in service, (c) Basis for depreciation, (d) Recovery period, (e) Convention, (f) Method, (g) Depreciation deduction. Includes rows 19a-i for various property types.

Section C - Assets Placed in Service During 2010 Tax Year Using the Alternative Depreciation System

Table with 6 columns: Line number, Class life, and Depreciation deduction. Includes rows 20a-c for alternative depreciation system.

Part IV Summary (See instructions)

Table with 2 columns: Line number and Amount. Includes lines 21-23 for summary totals.

018251 12-21-10

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? **Yes** **No** **24b** If "Yes," is the evidence written? **Yes** **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
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25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use **25** 11,160.

26 Property used more than 50% in a qualified business use:

FORD VAN & NEW		%						
SHELL	010510	100.00 %	35,800.	24,640.	5.00	200DB-HY		
		%						

27 Property used 50% or less in a qualified business use:

		%				S/L -		
		%				S/L -		
		%				S/L -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1 **28** 11,160.

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1 **29**

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2010 tax year					

43 Amortization of costs that began before your 2010 tax year **43**

44 Total. Add amounts in column (f). See the instructions for where to report **44**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II	Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print File by the extended due date for filing your return See instructions	Name of exempt organization MAKE THE GRADE FOUNDATION	Employer identification number 14-1909228
	Number, street, and room or suite no. If a P.O. box, see instructions. 244 MADISON AVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10016	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

TAXPAYER

- The books are in the care of **244 MADISON AVENUE - NEW YORK, NY 10016**
 Telephone No **212-459-4696** 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 is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011

5 For calendar year 2010, or other tax year beginning _____, and ending _____

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension SEE STATEMENT 1

8a 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.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature Title Date

FORM 8688

EXPLANATION FOR EXTENSION

STATEMENT 1

EXPLANATION

AN ATTEMPT TO OBTAIN INFORMATION NECESSARY FOR FILING A RETURN WAS REQUESTED IN A TIMELY FASHION, BUT THE INFORMATION WAS NOT FURNISHED IN SUFFICIENT TIME TO PERMIT THE TIMELY FILING OF THE RETURN, OR THE TAXPAYER PERSONALLY VISITED AN IRS OFFICE FOR THE PURPOSE OF SECURING INFORMATION OR ADVICE AND WAS UNABLE TO MEET WITH AN IRS REPRESENTATIVE

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions.	Name of exempt organization MAKE THE GRADE FOUNDATION INC.	Employer identification number 14-1909228
	Number, street, and room or suite no. If a P.O. box, see instructions. 244 MADISON AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK NY 10016	

Enter the Return code for the return that this application is for (file a separate application for each return) **03**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ **John K Lee**
Telephone No. ▶ **(212) 459-4696** 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 is for.

4 I request an additional 3-month extension of time until **FEBRUARY 15**, 20**12**.

5 For calendar year **2010**, or other tax year beginning **20**, and ending **20**.

6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension **CROSS RECEIPTS EXCEED \$100,000. TO PREPARE REVIEW REPORT NEED TO LOOK FOR ANOTHER ACCOUNTING FIRM.**

8a 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.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶  Title ▶ **Agent** Date ▶ **11/9/11**