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**Return of Organization Exempt From Income Tax**

**2010**

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

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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 7/01, 2010, and ending 6/30, 2011**

**B** Check if applicable

Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

The Breakthrough Collaborative  
545 Sansome Street #700  
San Francisco, CA 94111-2913

**D Employer Identification Number**

94-3140620

**E Telephone number**

(415) 442-0600

**G Gross receipts \$** 2,761,216.

**F Name and address of principal officer** Eric Fischer  
Same As C Above

**H(a)** Is this a group return for affiliates?  Yes  No  
**H(b)** Are all affiliates included?  Yes  No  
If 'No,' attach a list (see instructions)

**I Tax-exempt status**  501(c)(3)  501(c) ( ) (insert no)  4947(a)(1) or  527

**J Website:** www.breakthroughcollaborative.org

**H(c)** Group exemption number

**K Form of organization**  Corporation  Trust  Association  Other **L Year of Formation** 2001 **M State of legal domicile** CA

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities. <u>Breakthrough Collaborative 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.</u>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	28
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	26
	<b>5</b> Total number of individuals employed in calendar year 2010 (Part V, line 2a)	<b>5</b>	21
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0.
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0.	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	1,960,821.	2,238,991.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	159,000.	153,000.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,320.	9,063.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,409,046.	340,624.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,409,046.	2,741,678.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,432,538.	1,586,639.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)		
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 286,959.		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	779,047.	955,779.
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	2,211,585.	2,542,418.	
<b>19</b> Revenue less expenses Subtract line 18 from line 12	197,461.	199,260.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	1,554,714.	1,866,824.
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	638,896.	751,533.
		915,818.	1,115,291.

**Part II Signature Block**

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

**Sign Here**

Signature of officer: Eric Fischer Date: 1/17/12  
Type or print name and title: Interim Exec Dir

**Paid Preparer Use Only**

Print/Type preparer's name: Steven J. Olds CPA Preparer's signature: [Signature] Date: 1/09/12 Check  if self-employed PTIN: P01343979  
Firm's name: WILLIAMS & OLDS, CPAs  
Firm's address: 900 UNIVERSITY AVENUE SUITE 100 SACRAMENTO, CA 95825-6737 Firm's EIN: 01-0560769 Phone no: (916) 858-1680

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

SCANNED JAN 31 2012

Call me

**Part III Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III

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 \$ 1,950,914. including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

See Schedule O

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 ▶ 1,950,914.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I		X
4 <b>Section 501(c)(3) organizations</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	X	
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 a Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach its audited financial statements to this return? <b>Note.</b> Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		
20b		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> 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
<b>22</b> 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
<b>23</b> 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
<b>24a</b> 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
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> 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
<b>25b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
<b>26</b> 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
<b>27</b> 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
<b>28</b> 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)		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>		X
<b>30</b> 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
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
<b>32</b> 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
<b>33</b> 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
<b>34</b> 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
<b>35</b> Is any related organization a controlled entity within the meaning of section 512(b)(13)?		X
<b>a</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>36 Section 501(c)(3) organizations.</b> 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
<b>37</b> 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
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V

		Yes	No
<b>1 a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <b>1 a</b> 37		
<b>1 b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <b>1 b</b> 0		
<b>1 c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2 a</b>	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. <b>2 a</b> 21		
<b>2 b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
<b>3 a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
<b>3 b</b>	If 'Yes,' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
<b>4 a</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)?		X
<b>4 b</b>	If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5 a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5 b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5 c</b>	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
<b>6 a</b>	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
<b>6 b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7 a</b>	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	
<b>7 b</b>	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
<b>7 c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7 d</b>	If 'Yes,' indicate the number of Forms 8282 filed during the year. <b>7 d</b>		
<b>7 e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7 f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7 g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7 h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9 a</b>	<b>Sponsoring organizations maintaining donor advised funds.</b> Did the organization make any taxable distributions under section 4966?		
<b>9 b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10 a</b>	Initiation fees and capital contributions included on Part VIII, line 12. <b>10 a</b>		
<b>10 b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <b>10 b</b>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11 a</b>	Gross income from members or shareholders. <b>11 a</b>		
<b>11 b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). <b>11 b</b>		
<b>12 a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? <b>12 a</b>		
<b>12 b</b>	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. <b>12 b</b>		
<b>13 a</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O. <b>13 a</b>		
<b>13 b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. <b>13 b</b>		
<b>13 c</b>	Enter the amount of reserves on hand. <b>13 c</b>		
<b>14 a</b>	Did the organization receive any payments for indoor tanning services during the tax year? <b>14 a</b>		X
<b>14 b</b>	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O. <b>14 b</b>		

**Part VI Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year		
1 b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Does the organization have members or stockholders?		X
7 a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b	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:		
8 a	The governing body?	X	
8 b	Each committee with authority to act on behalf of the governing body?	X	
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
10 a	Does the organization have local chapters, branches, or affiliates?	X	
10 b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
11 a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11 b	Describe in Schedule O the process, if any, used by the organization to review this Form 990 See Schedule O		
12 a	Does the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
12 b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12 c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done See Schedule O	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15 a	The organization's CEO, Executive Director, or top management official See Schedule O	X	
15 b	Other officers of key employees of the organization See Schedule O If 'Yes' to line 15a or 15b, describe the process in Schedule O (See instructions )	X	
16 a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16 b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

- 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**

Check if Schedule O contains a response to any question in this Part VII

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

1 a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of 'key employee'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order individual trustees or directors, institutional trustees, officers; key employees; highest compensated employees, and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
(1) Marshall Milligan Trustee	2	X					0.	0.	0.	
(2) Nadine Terman Chairman	6	X		X			0.	0.	0.	
(3) Trevor Watt Treasurer	4	X		X			0.	0.	0.	
(4) Nerine Torres Trustee	2	X					0.	0.	0.	
(5) Andrew Ach Trustee	2	X					0.	0.	0.	
(6) Glen Tripp Trustee	2	X					0.	0.	0.	
(7) Melissa Buckley Vice Chair	3	X		X			0.	0.	0.	
(8) Mike Van Leesten Trustee	2	X					0.	0.	0.	
(9) John Flickinger Trustee	3	X					0.	0.	0.	
(10) Betsy Hannaford Vice Chair	3	X		X			0.	0.	0.	
(11) Sheila Larsen Trustee	2	X					0.	0.	0.	
(12) Timothy Barton Trustee	3	X					0.	0.	0.	
(13) Robert Macrae Trustee	2	X					0.	0.	0.	
(14) Alex Bender Trustee	2	X					0.	0.	0.	
(15) Lyne Brown Trustee	2	X					0.	0.	0.	
(16) Jose Davila Secretary	3	X		X			0.	0.	0.	
(17) Billy Peebles 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 (describe hours for related organizations in Sch O)	(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			
(18) Matthew Gunn Trustee	2	X						0.	0.	0.
(19) Charles Johnson Trustee	2	X						0.	0.	0.
(20) Elizabeth Fisher Marshall Trustee	2	X						0.	0.	0.
(21) June Rimmer Trustee	2	X						0.	0.	0.
(22) Van Sapp Trustee	2	X						0.	0.	0.
(23) Grace Voorhis Trustee	2	X						0.	0.	0.
(24) Joan Wattles Trustee	2	X						0.	0.	0.
(25) Michael Schweitzer Trustee	2	X						0.	0.	0.
(26) Andy Shin Trustee	2	X						0.	0.	0.
(27) Beth Porter Natl Exec Direc	50			X				133,522.	0.	0.
(28) Eric Fischer Dir of Finance	40			X				113,684.	0.	0.
(29) -----										
<b>1 b Sub-total</b>								247,206.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								247,206.	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

	Yes	No
3 Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual</i>		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? <i>If 'Yes,' complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person</i>		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

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

2 Total number of independent contractors (including 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	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns	<b>1 a</b>				
	<b>b</b> Membership dues	<b>1 b</b>				
	<b>c</b> Fundraising events	<b>1 c</b>				
	<b>d</b> Related organizations	<b>1 d</b>				
	<b>e</b> Government grants (contributions)	<b>1 e</b> 21,662.				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1 f</b> 2,217,329.				
	<b>g</b> Noncash contributions included in lns 1a-1f \$	400.				
	<b>h Total.</b> Add lines 1a-1f		2,238,991.			
<b>PROGRAM SERVICE REVENUE</b>	<b>2 a</b> Affiliation fees	Business Code 611710	153,000.	153,000.		
	<b>b</b> -----					
	<b>c</b> -----					
	<b>d</b> -----					
	<b>e</b> -----					
	<b>f</b> All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f		153,000.			
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts)		5,885.		5,885.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross Rents	(i) Real	25,500.			
		(ii) Personal				
		<b>b</b> Less rental expenses				
		<b>c</b> Rental income or (loss)	25,500.			
	<b>d</b> Net rental income or (loss)		25,500.	25,500.		
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	3,178.			
		(ii) Other				
		<b>b</b> Less cost or other basis and sales expenses				
		<b>c</b> Gain or (loss)	3,178.			
	<b>d</b> Net gain or (loss)		3,178.		3,178.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b> 313,613.				
		<b>b</b> Less direct expenses	19,538.			
<b>c</b> Net income or (loss) from fundraising events			294,075.		294,075.	
<b>9 a</b> Gross income from gaming activities See Part IV, line 19	<b>a</b>					
	<b>b</b> Less. direct expenses					
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less cost of goods sold					
	<b>c</b> Net income or (loss) from sales of inventory					
<b>11 a</b> Miscellaneous	Miscellaneous Revenue	Business Code 900099	21,049.		21,049.	
	<b>b</b> -----					
	<b>c</b> -----					
	<b>d</b> All other revenue					
	<b>e Total.</b> Add lines 11a-11d		21,049.			
<b>12 Total revenue.</b> See instructions		2,741,678.	178,500.	0.	324,187.	

**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	270,096.	202,572.	29,711.	37,813.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	1,072,375.	802,334.	123,716.	146,325.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	48,538.	34,639.	6,497.	7,402.
9 Other employee benefits	101,093.	49,239.	37,566.	14,288.
10 Payroll taxes	94,537.	67,634.	12,524.	14,379.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	131,902.	94,336.	24,635.	12,931.
12 Advertising and promotion	19,356.	19,356.		
13 Office expenses	10,877.	9,062.	825.	990.
14 Information technology				
15 Royalties				
16 Occupancy	144,924.	94,965.	22,707.	27,252.
17 Travel	82,061.	65,254.	14,162.	2,645.
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	19,681.	12,896.	3,084.	3,701.
23 Insurance	17,338.	11,361.	2,717.	3,260.
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a <u>Sponsored affiliates</u>	314,673.	314,673.		
b <u>Educational and recruitment</u>	131,414.	131,414.		
c <u>Dues, licenses, service fees</u>	30,225.	7,547.	19,183.	3,495.
d <u>Equipment Rental &amp; Maint.</u>	24,836.	14,659.	3,298.	6,879.
e <u>Telephone</u>	22,114.	14,822.	3,314.	3,978.
f All other expenses	6,378.	4,151.	606.	1,621.
25 Total functional expenses. Add lines 1 through 24f	2,542,418.	1,950,914.	304,545.	286,959.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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	727,677.	1	281,225.
	2	Savings and temporary cash investments	637,609.	2	1,521,891.
	3	Pledges and grants receivable, net	2,875.	3	
	4	Accounts receivable, net	106,850.	4	20,000.
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	32,726.	9	14,249.
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 361,592.		
	b	Less accumulated depreciation	10b 351,127.	27,980.	10c 10,465.
	11	Investments — publicly traded securities	17,657.	11	18,654.
	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	1,340.	15	340.
16	<b>Total assets</b> Add lines 1 through 15 (must equal line 34)	1,554,714.	16	1,866,824.	
LIABILITIES	17	Accounts payable and accrued expenses	65,256.	17	102,748.
	18	Grants payable		18	
	19	Deferred revenue	573,640.	19	648,785.
	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	<b>Total liabilities.</b> Add lines 17 through 25	638,896.	26	751,533.
NET ASSETS OR FUND BALANCES	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.</b>				
	27	Unrestricted net assets	705,678.	27	896,706.
	28	Temporarily restricted net assets	96,840.	28	105,285.
	29	Permanently restricted net assets	113,300.	29	113,300.
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	<b>Total net assets or fund balances</b>	915,818.	33	1,115,291.
	34	<b>Total liabilities and net assets/fund balances.</b>	1,554,714.	34	1,866,824.

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Form 990 (2010)

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,741,678.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,542,418.
3	Revenue less expenses. Subtract line 2 from line 1	3	199,260.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	915,818.
5	Other changes in net assets or fund balances (explain in Schedule O) See Schedule O	5	213.
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,115,291.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

- 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 separate basis, consolidated 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		

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**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**  
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

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

OMB No 1545-0047

**2010**

**Open to Public Inspection**

Name of the organization <b>The Breakthrough Collaborative</b>	Employer identification number <b>94-3140620</b>
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**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 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
<b>11 g (i)</b>		
<b>11 g (ii)</b>		
<b>11 g (iii)</b>		

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 column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

**BAA 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 'unusual grants')	1,327,954.	3,154,540.	2,949,478.	1,960,821.	2,258,991.	11,651,784.
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 by a governmental unit to the organization without charge						0.
4 <b>Total.</b> Add lines 1 through 3	1,327,954.	3,154,540.	2,949,478.	1,960,821.	2,258,991.	11,651,784.
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)						1,612,346.
6 <b>Public support.</b> Subtract line 5 from line 4						10,039,438.

**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	1,327,954.	3,154,540.	2,949,478.	1,960,821.	2,258,991.	11,651,784.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	29,876.	67,825.	19,680.	4,320.	9,063.	130,764.
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 <b>Total support.</b> Add lines 7 through 10						11,782,548.
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 2010 (line 6, column (f) divided by line 11, column (f))	14	85.2 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	87.7 %

16a **33-1/3% support test – 2010.** 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 – 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. ▶

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. ▶

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. ▶

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

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

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

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
<b>1</b> Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
<b>2</b> 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.						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513.						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge.						
<b>6 Total.</b> Add lines 1 through 5.						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons.						
<b>b</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.						
<b>c</b> Add lines 7a and 7b.						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

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

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

**Section D. Computation of Investment Income Percentage**

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

**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



**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

**2010**

Open to Public Inspection

Name of the organization

Employer identification number

The Breakthrough Collaborative

94-3140620

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

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

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

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

**Part V Endowment Funds.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
- b Permanent endowment ▶ \_\_\_\_\_ %
- c Term endowment ▶ \_\_\_\_\_ %

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

	Yes	No
3a(i) unrelated organizations		
3a(ii) related organizations		
3b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?		

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

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 Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		361,592.	351,127.	10,465.
e Other				

**Total.** Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c) ) ▶ 10,465.

**Part VII Investments—Other Securities.** See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990 Part X, column (B) line 12.) ▶		

**Part VIII Investments—Program Related.** (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.) ▶		

**Part IX Other Assets.** (See Form 990, Part X, line 15) N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column(B), line 15) ▶	

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

(a) Description of liability	(b) Amount
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). See Part XIV

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)		2,741,678.
2	Total expenses (Form 990, Part IX, column (A), line 25)		2,542,418.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		199,260.
4	Net unrealized gains (losses) on investments		213.
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		213.
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9		199,473.

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

1	Total revenue, gains, and other support per audited financial statements	1	3,536,701.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	213.
b	Donated services and use of facilities	2b	794,810.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	795,023.
3	Subtract line 2e from line 1	3	2,741,678.
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	2,741,678.

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

1	Total expenses and losses per audited financial statements	1	3,337,228.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	794,810.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	794,810.
3	Subtract line 2e from line 1	3	2,542,418.
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	2,542,418.

**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 X - FIN 48 Footnote

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Organization to report information regarding its exposure to various tax positions taken. The Organization has determined whether any tax positions meet the recognition threshold

**Part XIV Supplemental Information** (continued)

**Part X - FIN 48 Footnote (continued)**

and have measured the exposure to those tax positions. Management believes that the Organization has adequately addressed all relevant tax positions and that there are no unrecorded tax liabilities. Federal and state tax authorities generally have the right to examine and audit the previous three years of tax returns filed. Any interest or penalties assessed to the Organization are recorded in operating expenses. No interest or penalties from federal or state tax authorities were recorded in the accompanying financial statements.





**Part III 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 6a. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1 BB4B Dinner (event type)	(b) Event #2 Mixer Event (event type)	(c) Other events (total number)	(d) Total events (add column (a) through column (c))	
	1	Gross receipts	301,968.	11,200.		313,168.
2	Less Charitable contributions					
3	Gross income (line 1 minus line 2)	301,968.	11,200.		313,168.	
DIRECT EXPENSES	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages		400.		400.
	8	Entertainment				
	9	Other direct expenses	17,286.	132.		17,418.
	10	Direct expense summary Add lines 4- through 9 in column (d)				17,818.
11	Net income summary Combine line 3, column (d), and line 10				295,350.	

**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 column (a) through column (c))
	1	Gross revenue			
DIRECT EXPENSES	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary Add lines 2 through 5 in column (d)				
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?  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 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

11 Does the organization operate gaming activities with nonmembers?  Yes  No

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

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?  Yes  No

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?  Yes  No

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 ▶ \$ \_\_\_\_\_

**Part IV Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

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**SCHEDULE O**  
**(Form 990 or 990-EZ)**

**Supplemental Information to Form 990 or 990-EZ**

OMB No 1545-0047

**2010**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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.

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**Program Service Accomplishments (cont'd)**

Curricular Advancements

We implemented the Mathematics Diagnostic Testing Project (MDTP) with almost all of the affiliates in the Collaborative 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. 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 developed and piloted curricula and assessments for 7th grade Literature, 7th grade Writing, Physics, Pre-Algebra and Algebra using the National Core Standards with 16 affiliates this summer. These curricula and assessments will be revised and finalized this year, partially through an October convening of piloting directors to analyze results of using the materials and develop standardized rubrics and anchor papers as assessments for Literature and Writing. Curricula and assessments for 8th grade Literature, 8th grade Writing, Geometry, Biology and Chemistry will be developed this year.

Research

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To continue an emphasis on research-driven practice in student programming, we continued to use our Research & Policy blog which highlights current data, research and policy activity relevant to Breakthrough students and programs. Breakthrough's Research & Policy blog features Breakthrough Research & Policy Briefs to synthesize data and research on a variety of topics, including "Challenges of the Ninth Grade Transition". Other 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

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 affiliates 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 FY11 Breakthrough trained and supported over 30 campus 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

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Breakthrough National. For the 2011 summer session, 724 teachers were selected from a pool of 1,897 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.

- 54% are teachers of color;
- 10% attended Breakthrough as students;
- 28% are returning teachers;
- The average GPA is 3.6; and
- 71% are campus leaders.

**Program Service Accomplishments (cont'd)**

**Teacher Training**

Historically, Breakthrough's 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 un sustainable. 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.

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With strategic support from the Gap Foundation, we developed, piloted and refined the Intern Teacher Training Initiative (ITTI) to promote best practices in teacher training. After two rounds of piloting, the full ITTI package of materials were shared with the entire Collaborative of affiliates via the annual conference and subsequent regional conferences. 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 2011 summer session, 84% of summer teachers expressed interest in pursuing careers in education, and 62% were "Extremely" or "Quite a bit" interested in pursuing careers as teachers.

#### Teacher Pipeline

During FY11, Breakthrough continued to improve and refine the recruitment, admissions, and tracking database on the Salesforce.com platform. 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 teachers at triple the rate of the entire applicant pool; and three charter

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management organizations: Aspire Public Schools in the San Francisco Bay Area, Boston MATCH in the Northeast, and Yes Prep! In Houston. We met our goal of formalizing four partnerships this past year. We will continue to develop additional formal partnerships this coming year.

#### Program Service Accomplishments (cont'd)

##### IV. Expanding the Impact

While we wait for a full economic recovery, we continue our organic expansion efforts through second-site replication and the development of new affiliates.

Breakthrough Atlanta opened a second site at Atlanta Youth Academy. Breakthrough Kent Denver also opened a second site. 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 other locally interested champions of the program.

Discussions are underway to solidify a host school with an expected program start date in Fall 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 FY10, we concluded FY11 with nearly 10 months of financial reserves and significant new corporate funders, including American Honda, Bank of America, Toyota, and Motorola. Additionally, Gap Foundation named Breakthrough Collaborative a national partner for the second year in a row, contributing a combined \$270,000 in

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grant funds to Breakthrough Collaborative.

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

- All but two affiliates have completed strategic plans.
- All but two affiliates have multi-year development plans.
- Half of the affiliates are financially stable as indicated by our benchmark of having a surplus of at least 6 months cash on hand.
- All of the sites except four now operate under the "Breakthrough" name.

Sustainability goals for FY11 include training for affiliate directors on accessing internal resources for grant writing and fundraising, improving the ease and functionality of an online resource library in the Salesforce.com platform, support with individual fundraising, and continued one-on-one support. To build off the success of quarterly updates on the progress and challenges of the Collaborative tailored to host schools and boards, we will continue messaging key highlights through an electronic newsletter.

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. Additionally, the website format and

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structure was created as a replicable template for affiliate Breakthrough sites, with several sites successfully adopting the new website format in 2010-2011 and more sites continuing to do so.

#### Program Service Accomplishments (cont'd)

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 2011 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 alive as well.

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 FY11, we had three staffing changes at the national office. In June 2011, Carlos Alvarado was released from the position of Research & Evaluation Specialist. Rosalind Holland, a part-time employee moved to full-time in June 2011 as a Database Specialist and assumed most of the responsibilities. In July of 2010, Madeleine Clarke was released from the position of Development Director. Jessica Dolan began as full-time Development Director in June 2011. Breakthrough is currently seeking candidates for three open positions: 1) Professional Development Specialist, 2)

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Development and Communications Specialist, and 3) Development Associate.

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.

Form 990, Part III, Line 1 - Organization Mission

Breakthrough Collaborative 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 III, Line 4a - Program Service Accomplishments

I. Executive Summary

During FY11, Breakthrough supported the academic success of 2,700 underserved middle-school students and 5,400 high-school students and provided over 700 college and high-school students with transformative summer teaching internships at over 30 Breakthrough sites in 26 cities across the country and in Hong Kong.

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

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high-school programs and to ensure that at least 85% of them enter 4-year colleges.

## High-school placement and support

In preparation for high-school transitions, we refined 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 seven affiliates achieved or exceeded our aspiration al goal of enrolling 90% of their students in college-prep high-school programs. For the entire Collaborative, the average for FY11 was 73%.

Based on the successful professional learning community model developed during the Gap Improving Teacher Training Initiative, we convened a work group of directors to analyze existing Breakthrough high school services and resources, investigate practices of other youth serving organizations supporting this age group, and develop strategies as key supports that all Breakthrough high school students should receive during their high school years. This workgroup, titled College Bound, comprised directors from from affiliates across the country and resulted in the following module products:

"Implementing Effective High School Options Counseling

"Conducting High School Course Planning & Selection

"Collecting & Analyzing Transcripts

"Building an Academic Support Network

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**Form 990, Part III, Line 4a - Program Service Accomplishments** Building a Breakthrough Tutoring Program Effectively Engaging School Guidance Counselors Starting a College Search Engaging Supports (NACAC & ConnectEDU) to Conducting a College Search Providing Financial Aid Counseling Support

The College Bound workgroup will solicit requests for proposals from all affiliates in the Collaborative to receive training on pilot testing the materials during this next academic year in order to revise them as necessary. Final deliverable products will be released, alongside comprehensive training on their usage, at the annual conference in November 2012.

## College placement data

This year we continued to partner with the National Student Clearinghouse (NSC), an independent organization that tracks the college matriculation rates of students.

NSC determined that 78% of Breakthrough students are currently in college (59% in 4-year colleges; 19% in 2-year colleges). 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-re sourced urban public schools.

 88% of Breakthrough students are of color. 63% qualify for free or reduced-price lunch. 33% speak English as a second language, and 47% will be the first in their families to attend college.

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**Form 990, Part III, Line 4a - Program Service Accomplishments**

□36% live in single-parent households.

See further discussion in Supplemental Schedule O

**Form 990, Part VI, Line 11b - Form 990 Review Process**

A draft of 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. A final draft of Form 990 is reviewed by the Executive Director and Director of Finance & Operations.

Upon approval by the Executive Director, the reviewed Form 990 is sent to the Finance Committee of the Board of Trustees for review, questions, and approval.

Upon approval by the Finance Committee, Form 990 is signed by the Executive Director and is filed. An 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 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:

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

-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

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

Name of the organization

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**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.

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**Form 990, Part XI, Line 5**  
**Other Changes in Net Assets or Fund Balances**

Net Unrealized Gains or Losses on Investments

	\$	213.
Total	\$	<u>213.</u>