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Form 990

## Return of Organization Exempt From Income Tax

2011

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 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

C Name of organization

AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

Doing Business As

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

1110 VERNONT AVENUE NW NO 900

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

WASHINGTON, DC 20005

F Name and address of principal officer

MARGUERITE KONDACKE  
1110 VERNONT AVENUE NW NO 900  
WASHINGTON, DC 20005

D Employer identification number

54-1848713

E Telephone number

(202) 657-0616

G Gross receipts \$ 9,098,953

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

H(a) Is this a group return for affiliates?

 Yes  NoH(b) Are all affiliates included?  Yes  No

If "No," attach a list (see instructions)

H(c) Group exemption number ►

J Website: ► WWW.AMERICASPROMISE.ORG

K Form of organization  Corporation  Trust  Association  Other ►

L Year of formation 1997

M State of legal domicile MD

## Part I Summary

1 Briefly describe the organization's mission or most significant activities

AMERICA'S PROMISE GRAD NATION CAMPAIGN MOBILIZES AMERICANS TO END THE DROPOUT CRISIS

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a) . . . . .

3 40

4 Number of independent voting members of the governing body (Part VI, line 1b) . . . . .

4 39

5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . . . .

5 74

6 Total number of volunteers (estimate if necessary) . . . . .

6 0

7a Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .

7a 0

b Net unrelated business taxable income from Form 990-T, line 34 . . . . .

7b 0

		Prior Year	Current Year
8	Contributions and grants (Part VIII, line 1h) . . . . .	25,378,476	7,538,319
9	Program service revenue (Part VIII, line 2g) . . . . .	0	34,000
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .	252,373	236,651
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .	2,351	-66,427
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .	25,633,200	7,742,543

		Prior Year	Current Year
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .	2,924,094	2,009,259
14	Benefits paid to or for members (Part IX, column (A), line 4) . . . . .	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . .	5,357,718	5,952,197
16a	Professional fundraising fees (Part IX, column (A), line 11e) . . . . .	600,000	537,588
b	Total fundraising expenses (Part IX, column (D), line 25) ► 687,769		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . .	7,204,783	7,026,357
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .	16,086,595	15,525,401
19	Revenue less expenses Subtract line 18 from line 12 . . . . .	9,546,605	-7,782,858

		Beginning of Current Year	End of Year
20	Total assets (Part X, line 16) . . . . .	39,258,159	31,309,655
21	Total liabilities (Part X, line 26) . . . . .	2,568,246	2,622,307
22	Net assets or fund balances Subtract line 21 from line 20 . . . . .	36,689,913	28,687,348

## 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  DONNA M ANDERSON CFO, CAO Type or print name and title	2012-05-02 Date
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Paid Preparer's Use Only	Preparer's signature ► FRANK H SMITH  Firm's name (or yours if self-employed), address, and ZIP + 4 ► RAFFA PC 1899 L STREET NW SUITE 900 WASHINGTON, DC 20036	Date 2012-05-03 Check if self-employed ► <input type="checkbox"/> Preparer's taxpayer identification number (see instructions) P00639053	EIN ► 52-1511275  Phone no ► (202) 822-5000
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May the IRS discuss this return with the preparer shown above? (see instructions) . . . . .  Yes  No

**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

AMERICA'S PROMISE ALLIANCE (AMERICA'S PROMISE) IS THE NATION'S LARGEST PARTNERSHIP ORGANIZATION DEDICATED TO IMPROVING THE LIVES OF CHILDREN AND YOUTH BY RAISING AWARENESS, SUPPORTING COMMUNITIES, AND ENGAGING IN NON-PARTISAN ADVOCACY

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**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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 3,596,007 including grants of \$ 126,650 ) (Revenue \$ 0 )

AWARENESS - AS PART OF WHAT MUST BE AN ONGOING EFFORT, WE CONTINUE TO RAISE AWARENESS NATIONALLY AND LOCALLY. WE ARE WORKING TO HELP THE NATION BETTER RECOGNIZE THE RESOURCES ALL CHILDREN NEED, WHERE NEEDS ARE GOING UNMET, HOW ALL AMERICANS ARE AFFECTED, WHERE CHANGE NEEDS TO OCCUR, AND HOW ALL AMERICANS CAN TAKE ACTION AND BE PART OF THE SOLUTION. OURS IS AN AWARENESS EFFORT THAT NOT ONLY INFORMS BUT MOTIVATES OUR AUDIENCES TO ACT. IN THIS WAY WE ARE BUILDING SUPPORT FOR POSITIVE CHANGE

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**4b** (Code ) (Expenses \$ 3,190,055 including grants of \$ 1,222,603 ) (Revenue \$ 0 )

COMMUNITY ACTION - STRENGTHENING COMMUNITIES LIES AT THE HEART OF OUR GRAD NATION WORK. COMMUNITIES ARE THE FRONT LINE FOR STOPPING THE DROPOUT CRISIS AND ENSURING THAT YOUNG PEOPLE EXPERIENCE THE FIVE PROMISES. OUR ROLE, AS PART OF BUILDING A MOVEMENT, IS TO ENGAGE COMMUNITIES, SUPPORT THEIR EFFORTS TO INCREASE THE PRESENCE OF THE FIVE PROMISES, AS THEY SEEK TO END THEIR LOCAL DROPOUT CRISSES, AND TO HELP THEM ORGANIZE THEIR WORK

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**4c** (Code ) (Expenses \$ 2,513,300 including grants of \$ 432,056 ) (Revenue \$ 34,000 )

FIRST FOCUS - BIPARTISAN ADVOCACY PROGRAM THAT IS COMMITTED TO MAKING CHILDREN AND FAMILIES A PRIORITY IN FEDERAL POLICY AND BUDGET DECISIONS. FIRST FOCUS BRINGS BOTH TRADITIONAL AND NON-TRADITIONAL LEADERS TOGETHER TO ADVOCATE FOR FEDERAL POLICIES THAT WILL IMPROVE THE LIVES OF AMERICA'S CHILDREN. CHILD HEALTH, EDUCATION, FAMILY ECONOMICS, CHILD WELFARE, AND CHILD SAFETY ARE THE CORE ISSUE AREAS IN WHICH FIRST FOCUS PROMOTES BIPARTISAN POLICY SOLUTIONS

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(Code ) (Expenses \$ 1,937,031 including grants of \$ 227,950 ) (Revenue \$ )

KNOWLEDGE MANAGEMENT

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(Code ) (Expenses \$ 949,460 including grants of \$ ) (Revenue \$ )

RELATIONSHIP DEVELOPMENT

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(Code ) (Expenses \$ 353,283 including grants of \$ ) (Revenue \$ )

ALLIANCE BUILDING

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**4d** Other program services (Describe in Schedule O )

(Expenses \$ 3,239,774 including grants of \$ 227,950 ) (Revenue \$ )

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**4e** Total program service expenses \$ 12,539,136

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**Part IV Checklist of Required Schedules**

	<b>Yes</b>	<b>No</b>
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	1 Yes	
<b>2</b> Is the organization required to complete Schedule B, <i>Schedule of Contributors</i> (see instructions)?	2 Yes	
<b>3</b> 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.	3	No
<b>4</b> <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.	4 Yes	
<b>5</b> 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.	5	No
<b>6</b> Did the organization maintain any donor advised funds or any similar funds or accounts for which 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.	6	No
<b>7</b> 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.	7	No
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.	8	No
<b>9</b> 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.	9	No
<b>10</b> Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.	10	No
<b>11</b> 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		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	11a Yes	
<b>b</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.	11b	No
<b>c</b> 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.	11c	No
<b>d</b> 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.	11d	No
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	11e Yes	
<b>f</b> 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.	11f Yes	
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	12a Yes	
<b>b</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.	12b	No
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
<b>b</b> Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I.	14b	No
<b>15</b> 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 U.S.? If "Yes," complete Schedule F, Part II and IV.	15	No
<b>16</b> 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 U.S.? If "Yes," complete Schedule F, Part III and IV.	16	No
<b>17</b> 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.	17 Yes	
<b>18</b> 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.	18 Yes	
<b>19</b> 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.	19	No
<b>20a</b> Did the organization operate one or more hospitals? If "Yes," complete Schedule H.	20a	No
<b>b</b> If "Yes" to line 20a, did the organization attach its audited financial statement to this return? <b>Note.</b> All Form 990 filers that operated one or more hospitals must attach audited financial statements.	20b	

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

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25	24a	No	
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	<b>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? If "Yes," complete Schedule L, Part I	25a	No	
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b	No	
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26	No	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If "Yes," complete Schedule L, Part III	27	No	
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	No	
28b	a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b	No	
28c	b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c	No	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29	No	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	No	
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	No	
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32	No	
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	33	No	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34	No	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	No	
35b	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)? If "Yes," complete Schedule R, Part V, line 2	35b	No	
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	36	No	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37	No	
38	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	38	Yes	

**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>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	52
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return	2a	74
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b	Yes
<p><b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)</p>			
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	No
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
<b>4a</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 or securities account)?	4a	No
<b>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>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	No
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	No
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
<b>6a</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?	6a	No
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	Yes
<b>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?	7b	Yes
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	No
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year	7e	No
<b>e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	No
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	
<b>g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	
<b>h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	
<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?	9a	
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>	9b	
<b>a</b>	Did the organization make any taxable distributions under section 4966?	10a	
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	11a	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	11b	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter	12a	
<b>a</b>	Gross income from members or shareholders	11a	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12b	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	13a	
<b>a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state	13b	
<b>b</b>	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13c	
<b>c</b>	Enter the aggregate amount of reserves on hand		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?	14a	No
<b>b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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
1a Enter the number of voting members of the governing body at the end of the tax year . . . . .	1a	40
b Enter the number of voting members included in line 1a, above, who are independent . . . . .	1b	39
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? . . . . .	2	Yes
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? . . . . .	3	No
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	4	No
5 Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	5	No
6 Did the organization have members or stockholders? . . . . .	6	No
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .	7a	No
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	7b	No
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body? . . . . .	8a	Yes
b Each committee with authority to act on behalf of the governing body? . . . . .	8b	Yes
9 Is there any officer, director, 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 . . . . .	9	No

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates? . . . . .	10a	No
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b Describe in Schedule O the process, if any, used by the organization to review the Form 990 . . . . .		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	12a	Yes
b Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	12b	Yes
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	12c	Yes
13 Did the organization have a written whistleblower policy? . . . . .	13	Yes
14 Did the organization have a written document retention and destruction policy? . . . . .	14	Yes
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official . . . . .	15a	Yes
b Other officers or key employees of the organization . . . . .	15b	Yes
If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions) . . . . .		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .	16a	No
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .	16b	

### Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed	AL	AK	AZ	AR	CA	CO	CT	FL	GA	HI	IL	KS	KY	LA	ME	MD	MA	MI	MN	MO	MS	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA	RI	SC	TN	UT	VA	WA	WV	WI
---	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----	----

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made 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 made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

DONNA M ANDERSON

1110 VERNONT AVENUE NW SUITE 900

WASHINGTON, DC 20005

(202) 657-0616

## **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 VI

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List 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, or 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, compensation of \$100,000 or more in the calendar year

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 organizations compensated any current or former officer, director, or trustee.

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

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ►16

	<b>Yes</b>	<b>No</b>
<b>3</b> 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>	<b>3</b>	No
<b>4</b> 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>	<b>4</b>	Yes
<b>5</b> 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>	<b>5</b>	No

## **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. Report compensation for the calendar year ending with or within the organization's tax year

(A)	Name and business address	(B)	Description of services	(C)	Compensation
THE WARFIELD GROUP	9115 FOX MEADOW LANE				
POTOMAC, MD 20854					687,620
DUKE UNIVERSITY	2024 W MAIN STREET ERWIN MILL BUI				
DURHAM, NC 27708					484,574
COLE DESIGN INC	1408 SEVENTEENTH AVENUE SOUTH				
NASHVILLE, TN 37212					249,996
ENVIRONICS COMMUNICATIONS	2000 L STREET NW SUITE 520				
WASHINGTON, DC 20036					247,520
TATE & TRYON	2021 L STREET NW SUITE 400				
WASHINGTON, DC 20036					214,213

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►10

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## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns . . . . .	1a 2,137				
	b Membership dues . . . . .	1b				
	c Fundraising events . . . . .	1c 137,400				
	d Related organizations . . . . .	1d				
	e Government grants (contributions)	1e 231,007				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 7,167,775				
	g Noncash contributions included in lines 1a-1f \$ _____					
	h Total. Add lines 1a-1f . . . . .	► 7,538,319				
Program Service Revenue	2a CONTRACT REVENUE	Business Code 900099	34,000	34,000		
	b _____					
	c _____					
	d _____					
	e _____					
	f All other program service revenue					
	g Total. Add lines 2a-2f . . . . .	► 34,000				
	3 Investment income (including dividends, interest and other similar amounts) . . . . .	► 185,772				185,772
4 Income from investment of tax-exempt bond proceeds . . . . .	►					
5 Royalties . . . . .	► 323				323	
6a Gross rents	(I) Real	(II) Personal				
b Less rental expenses						
c Rental income or (loss)						
d Net rental income or (loss) . . . . .	►					
7a Gross amount from sales of assets other than inventory	(I) Securities	(II) Other				
b Less cost or other basis and sales expenses	1,310,939					
c Gain or (loss)	1,260,060					
d Net gain or (loss) . . . . .	► 50,879				50,879	
8a Gross income from fundraising events (not including \$ 137,400 of contributions reported on line 1c) See Part IV, line 18 . . . . .	a 29,600					
b Less direct expenses . . . . .	b 96,350					
c Net income or (loss) from fundraising events . . . . .	► -66,750				-66,750	
9a Gross income from gaming activities See Part IV, line 19 . . . . .	a					
b Less direct expenses . . . . .	b					
c Net income or (loss) from gaming activities . . . . .	►					
10a Gross sales of inventory, less returns and allowances . . . . .	a					
b Less cost of goods sold . . . . .	b					
c Net income or (loss) from sales of inventory . . . . .	►					
Miscellaneous Revenue	Business Code					
11a _____						
b _____						
c _____						
d All other revenue . . . . .						
e Total. Add lines 11a-11d . . . . .	►					
12 Total revenue. See Instructions . . . . .	► 7,742,543	34,000	0	170,224		

**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)

Check if Schedule O contains a response to any question in this Part IX **Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,998,009	1,998,009		
<b>2</b> Grants and other assistance to individuals in the United States See Part IV, line 22	11,250	11,250		
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees . . . . .	1,039,645	382,833	610,262	46,550
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .				
<b>7</b> Other salaries and wages	4,090,718	2,871,420	1,160,880	58,418
<b>8</b> Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	107,283	79,150	27,522	611
<b>9</b> Other employee benefits . . . . .	404,755	251,256	140,234	13,265
<b>10</b> Payroll taxes . . . . .	309,796	199,649	109,060	1,087
<b>11</b> Fees for services (non-employees)				
<b>a</b> Management . . . . .				
<b>b</b> Legal . . . . .	37,715		37,715	
<b>c</b> Accounting . . . . .	340,615		340,615	
<b>d</b> Lobbying . . . . .				
<b>e</b> Professional fundraising See Part IV, line 17 . . . . .	537,588			537,588
<b>f</b> Investment management fees . . . . .				
<b>g</b> Other . . . . .	2,633,201	2,301,847	330,937	417
<b>12</b> Advertising and promotion . . . . .	105,861	105,861		
<b>13</b> Office expenses . . . . .	573,075	312,961	260,114	
<b>14</b> Information technology . . . . .	226,032	105,926	120,106	
<b>15</b> Royalties . . . . .				
<b>16</b> Occupancy . . . . .	697,809		697,809	
<b>17</b> Travel . . . . .	357,687	233,171	124,516	
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
<b>19</b> Conferences, conventions, and meetings . . . . .	1,297,923	1,204,084	64,006	29,833
<b>20</b> Interest . . . . .	27,143		27,143	
<b>21</b> Payments to affiliates . . . . .				
<b>22</b> Depreciation, depletion, and amortization . . . . .	274,257		274,257	
<b>23</b> Insurance . . . . .	49,538		49,538	
<b>24</b> 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 )				
<b>a</b> TV & VIDEO PRODUCTION	193,021	193,021		
<b>b</b> BAD DEBT EXPENSE	120,833		120,833	
<b>c</b> DUES & MEMBERSHIPS	76,088	76,088		
<b>d</b> MISCELLANEOUS	15,559	7,801	7,758	
<b>e</b>				
<b>f</b> All other expenses		2,204,809	-2,204,809	
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24f	15,525,401	12,539,136	2,298,496	687,769
<b>26</b> <b>Joint costs.</b> Check here <input type="checkbox"/> <input checked="" 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**

		<b>(A)</b> Beginning of year		<b>(B)</b> End of year
Assets	<b>1</b> Cash—non-interest-bearing . . . . .	3,469,221	<b>1</b>	4,611,515
	<b>2</b> Savings and temporary cash investments . . . . .	4,345,662	<b>2</b>	943,650
	<b>3</b> Pledges and grants receivable, net . . . . .	25,964,925	<b>3</b>	19,621,215
	<b>4</b> Accounts receivable, net . . . . .	2,130	<b>4</b>	14,251
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .	93,898	<b>9</b>	179,545
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D . . . . .	2,670,918	<b>10a</b>	
	<b>b</b> Less accumulated depreciation . . . . .	1,024,016	<b>10b</b>	1,331,348
	<b>11</b> Investments—publicly traded securities . . . . .	4,017,496	<b>11</b>	4,147,179
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .		<b>12</b>	
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets See Part IV, line 11 . . . . .	33,479	<b>15</b>	145,398
	<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	39,258,159	<b>16</b>	31,309,655
Liabilities	<b>17</b> Accounts payable and accrued expenses . . . . .	1,083,849	<b>17</b>	870,126
	<b>18</b> Grants payable . . . . .	87,000	<b>18</b>	102,556
	<b>19</b> Deferred revenue . . . . .		<b>19</b>	
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .	1,397,397	<b>25</b>	1,649,625
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	2,568,246	<b>26</b>	2,622,307
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>			
	<b>27</b> Unrestricted net assets . . . . .	8,215,036	<b>27</b>	6,672,931
	<b>28</b> Temporarily restricted net assets . . . . .	28,474,877	<b>28</b>	22,014,417
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
	<b>33</b> Total net assets or fund balances . . . . .	36,689,913	<b>33</b>	28,687,348
	<b>34</b> Total liabilities and net assets/fund balances . . . . .	39,258,159	<b>34</b>	31,309,655

**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	7,742,543
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,525,401
3	Revenue less expenses Subtract line 2 from line 1	3	-7,782,858
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	36,689,913
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-219,707
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	28,687,348

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990	<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O	
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2b Were the organization's financial statements audited by an independent accountant?	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2c If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	<input type="checkbox"/>	<input type="checkbox"/>
2d 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	<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	<input type="checkbox"/>	<input checked="" type="checkbox"/>

2011

Open to Public  
Inspection**SCHEDULE A**  
(Form 990 or 990EZ)**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.

Department of the Treasury  
Internal Revenue ServiceName of the organization  
AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

Employer identification number

54-1848713

**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 **section 170(b)(1)(A)(i)**.

2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E )

3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II )

6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II )

8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )

9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III )

10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(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 the supported organization?

(ii) a family member of a person described in (i) above?

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

h  Provide the following information about the supported organization(s)

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

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

**Part II Support Schedule for Organizations Described in IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	24,465,355	23,296,734	11,660,803	25,378,476	7,538,319	92,339,687
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 <b>Total.</b> Add lines 1 through 3	24,465,355	23,296,734	11,660,803	25,378,476	7,538,319	92,339,687
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)						28,365,548
6 <b>Public Support.</b> Subtract line 5 from line 4						63,974,139

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	24,465,355	23,296,734	11,660,803	25,378,476	7,538,319	92,339,687
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	245,503	174,828	177,370	199,436	186,095	983,232
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets		1,883				1,883
11 <b>Total support</b> (Add lines 7 through 10)						93,324,802
12 Gross receipts from related activities, etc (See instructions)					12	152,648
13 <b>First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	68 550 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	65 420 %
16a <b>33 1/3% support test—2011.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►✓
b <b>33 1/3% support test—2010.</b> If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization		►✓
17a <b>10%-facts-and-circumstances test—2011.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►✓
b <b>10%-facts-and-circumstances test—2010.</b> 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 <b>stop here</b> . Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization		►✓
18 <b>Private Foundation</b> 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 IRC 509(a)(2)**

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 <b>Total.</b> Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 <b>Public Support</b> (Subtract line 7c from line 6 )						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
13 <b>Total support</b> (Add lines 9, 10c, 11 and 12 )						
14 <b>First Five Years</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b>						

**Section C. Computation of Public Support Percentage**

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15
16 Public support percentage from 2010 Schedule A, Part III, line 15	16

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

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18
19a <b>33 1/3% support tests—2011.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
b <b>33 1/3% support tests—2010.</b> 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 <b>stop here</b> . The organization qualifies as a publicly supported organization	
20 <b>Private Foundation</b> If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions	

**Part IV** **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

**Facts And Circumstances Test**

**Explanation**

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## Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 54-1848713  
**Name:** AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

### Form 990, Special Condition Description:

#### Special Condition Description

### Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

#### 4d. Other program services

(Code	) (Expenses \$	1,937,031	including grants of \$	227,950	) (Revenue \$	)
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KNOWLEDGE MANAGEMENT

(Code	) (Expenses \$	949,460	including grants of \$	) (Revenue \$	)
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RELATIONSHIP DEVELOPMENT

(Code	) (Expenses \$	353,283	including grants of \$	) (Revenue \$	)
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ALLIANCE BUILDING

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Or director	Individual trustee	Institutional Trustee	Office	Key employee	Highest compensated employee	Former	
ALMA J POWELL CHAIR PERSON	10 00	X		X				0	0
C GREGG PETERSMEYER VICE CHAIR	1 00	X		X				0	0
KATHLEEN A MURPHY SECRETARY/TREASURER	1 00	X		X				0	0
JAMES L BARKSDALE BOARD MEMBER	1 00	X						0	0
DONNA BARKSDALE BOARD MEMBER	1 00	X						0	0
IKO 'TSIMISKIMAKI BECK BOARD MEMBER	1 00	X						0	0
STEPHANIE BELL-ROSE BOARD MEMBER	1 00	X						0	0
PETER L BENSON PHD BOARD MEMBER	1 00	X						0	0
ALYSSA BISANZ BOARD MEMBER	1 00	X						0	0
KATHERINE BRADLEY BOARD MEMBER	1 00	X						0	0
NEIL BUSH BOARD MEMBER	1 00	X						0	0
DANIEL CASEY BOARD MEMBER	1 00	X						0	0
RAYMOND G CHAMBERS BOARD MEMBER	1 00	X						0	0
BRIAN COMER BOARD MEMBER	1 00	X						0	0
ANGELA DIAZ BOARD MEMBER	1 00	X						0	0
DAVID DUKES BOARD MEMBER	1 00	X						0	0
RAUL FERNANDEZ BOARD MEMBER	1 00	X						0	0
HAROLD FORD BOARD MEMBER	1 00	X						0	0
BRIAN GALLAGHER BOARD MEMBER	1 00	X						0	0
REV DR W WILSON GOODE SR BOARD MEMBER	1 00	X						0	0
DANIEL HAMBURGER BOARD MEMBER	1 00	X						0	0
LAWRENCE HARRIS BOARD MEMBER	1 00	X						0	0
LARRY A KLANE BOARD MEMBER	2 00	X						0	0
JOEL KLEIN BOARD MEMBER	1 00	X						0	0
CHARLENE LAKE BOARD MEMBER	1 00	X						0	0

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)					(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee			
JOHN E MAUPIN JR BOARD MEMBER	1 00	X					0	0	0
MARGARET MCKENNA BOARD MEMBER	1 00	X					0	0	0
GLENN MEANS BOARD MEMBER	1 00	X					0	0	0
ANDREA MITCHELL BOARD MEMBER	1 00	X					0	0	0
MICHAEL K POWELL BOARD MEMBER	1 00	X					0	0	0
DEBORAH QUAZZO BOARD MEMBER	1 00	X					0	0	0
EDWARD B RUST BOARD MEMBER	1 00	X					0	0	0
JIN ROY RYU BOARD MEMBER	1 00	X					0	0	0
RON SIMON BOARD MEMBER	1 00	X					0	0	0
MARGARET SPELLINGS BOARD MEMBER	1 00	X					0	0	0
RICK STEPHENS BOARD MEMBER	1 00	X					0	0	0
CARMITA VAUGHAN BOARD MEMBER	1 00	X					0	0	0
HARRIS WOFFORD BOARD MEMBER	1 00	X					0	0	0
ELAINE WYNN BOARD MEMBER	1 00	X					0	0	0
MARGUERITE KONDRAKE PRESIDENT/CHIEF EXECUTIVE OFFICER	40 00	X		X			355,044	0	17,210
RET GEN COLIN L POWELL FOUNDING CHAIRMAN	1 00			X			0	0	0
DONNA M ANDERSON CFO & CAO	40 00			X			221,868	0	16,141
BRUCE LESLEY PRESIDENT, FIRST FOCUS	40 00			X			220,572	0	22,608
DAVID PARK EVP, MISSION ADVANCEMENT	40 00				X		173,596	0	12,604
ELIZABETH MORGAN EXECUTIVE DIRECTOR, GRAD NATION	40 00				X		224,963	0	15,825
FORREST MOORE EVP, KNOWLEDGE MANAGEMENT	40 00				X		192,660	0	21,657
MELINDA HUDSON EXECUTIVE VICE PRESIDENT	40 00				X		187,423	0	20,511
PAMELA BENDER EVP, PARTNER & COMMUNITY ENGAGEMENT	40 00				X		164,286	0	13,627
RALPH FORSH SENIOR VICE PRESIDENT - FIRST FOCUS	40 00				X		146,768	0	21,864

**SCHEDULE C**  
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2011****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

**Open to Public  
Inspection**

If the organization answered "Yes," to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes," to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes," to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization  
AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

Employer identification number  
54-1848713

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV
- 2 Political expenditures ► \$ \_\_\_\_\_
- 3 Volunteer hours

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  Yes  No
- 4a Was a correction made?  Yes  No
- 4b If "Yes," describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ \_\_\_\_\_
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year?  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

**A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

**B** Check  if the filing organization checked box A and "limited control" provisions apply

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		<b>(a) Filing Organization's Totals</b>	<b>(b) Affiliated Group Totals</b>
<b>1a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)			
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)		1,751	
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)		1,751	
<b>d</b> Other exempt purpose expenditures		14,986,062	
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)		14,987,813	
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns		899,391	
<b>If the amount on line 1e, column (a) or (b) is:</b>	<b>The lobbying nontaxable amount is:</b>		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)		224,848	
<b>h</b> Subtract line 1g from line 1a If zero or less, enter -0-		0	
<b>i</b> Subtract line 1f from line 1c If zero or less, enter -0-		0	
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No

**4-Year Averaging Period Under Section 501(h)**

**(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)**

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
<b>Calendar year (or fiscal year beginning in)</b>	<b>(a) 2008</b>	<b>(b) 2009</b>	<b>(c) 2010</b>	<b>(d) 2011</b>	<b>(e) Total</b>
<b>2a</b> Lobbying non-taxable amount	959,037	1,000,000	919,472	899,391	3,777,900
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					5,666,850
<b>c</b> Total lobbying expenditures	275,959	135,986	60,000	1,751	473,696
<b>d</b> Grassroots non-taxable amount	239,759	250,000	229,868	224,848	944,475
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					1,416,713
<b>f</b> Grassroots lobbying expenditures					

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

	(a)		(b)	
	Yes	No	Amount	
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
<b>a</b> Volunteers?				
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?				
<b>c</b> Media advertisements?				
<b>d</b> Mailings to members, legislators, or the public?				
<b>e</b> Publications, or published or broadcast statements?				
<b>f</b> Grants to other organizations for lobbying purposes?				
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?				
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?				
<b>i</b> Other activities? If "Yes," describe in Part IV				
<b>j</b> Total lines 1c through 1i				
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?				
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912				
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
<b>3</b> Did the organization agree to carryover lobbying and political expenditures from the prior year?	3	

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".**

<b>1</b> Dues, assessments and similar amounts from members	1	
<b>2</b> Section 162(e) non-deductible lobbying and political expenditures ( <b>do not include amounts of political expenses for which the section 527(f) tax was paid</b> )	2a	
<b>a</b> Current year	2b	
<b>b</b> Carryover from last year	2c	
<b>c</b> Total	3	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	5	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)		

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 11. Also, complete this part for any additional information

Identifier	Return Reference	Explanation

**SCHEDULE D**

(Form 990)

**Supplemental Financial Statements****2011****Open to Public Inspection**Department of the Treasury  
Internal Revenue Service

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b  
 ► Attach to Form 990. ► See separate instructions.

**Name of the organization**

AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

**Employer identification number**

54-1848713

**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?  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?  Yes  No

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

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

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically importantly land area

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Year
2a	
2b	
2c	
2d	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 170(h)(4)(B)(ii)?  Yes  No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

3 Using the organization's 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      d  Loan or exchange programs  
 b  Scholarly research      e  Other  
 c  Preservation for future generations

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 the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

**Part V Endowment Funds.** Complete if 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 Investment earnings or losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

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

a Board designated or quasi-endowment ►

b Permanent endowment ►

c Term endowment ►

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

(i) unrelated organizations . . . . .  Yes  No

(ii) related organizations . . . . .  Yes  No

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

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 property	(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 . . . . .		1,419,689		447,296	972,393
d Equipment . . . . .		1,234,197		566,617	667,580
e Other . . . . .		17,032		10,103	6,929
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) . . . . .					1,646,902

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12.)		

**Part VIII Investments—Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	

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

(a) Description of Liability	(b) Amount	
Federal Income Taxes		
DEFERRED RENT	1,227,518	
CAPITAL LEASE OBLIGATION	422,107	
Total. (Column (b) should equal Form 990, Part X, col (B) line 25.)	1,649,625	

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 (ASC740)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,742,543
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	15,525,401
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-7,782,858
4	Net unrealized gains (losses) on investments	4	-219,707
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 - 8	9	-219,707
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-8,002,565

**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	7,729,878
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-219,707
b	Donated services and use of facilities	2b	110,692
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	96,350
e	Add lines 2a through 2d	2e	-12,665
3	Subtract line 2e from line 1	3	7,742,543
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment 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	0
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12 )	5	7,742,543

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

1	Total expenses and losses per audited financial statements	1	15,732,443
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	110,692
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	96,350
e	Add lines 2a through 2d	2e	207,042
3	Subtract line 2e from line 1	3	15,525,401
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment 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	0
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18 )	5	15,525,401

**Part XIV Supplemental Information**

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

Identifier	Return Reference	Explanation
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	AMERICA'S PROMISE ALLIANCE PERFORMED AN EVALUATION OF UNCERTAIN TAX POSITIONS FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010, AND DETERMINED THAT THERE WERE NO MATTERS THAT WOULD REQUIRE RECOGNITION IN THE FINANCIAL STATEMENTS OR THAT MAY HAVE ANY EFFECT ON ITS TAX-EXEMPT STATUS
PART XII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSES 96,350
PART XIII, LINE 2D - OTHER ADJUSTMENTS		SPECIAL EVENT EXPENSES 96,350

2011

Open to Public  
InspectionSCHEDULE G  
(Form 990 or 990-EZ)Supplemental Information Regarding  
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,  
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization

AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

Employer identification number

54-1848713

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

a <input checked="" type="checkbox"/> Mail solicitations	e <input checked="" type="checkbox"/> Solicitation of non-government grants
b <input checked="" type="checkbox"/> Internet and e-mail solicitations	f <input type="checkbox"/> Solicitation of government grants
c <input type="checkbox"/> Phone solicitations	g <input checked="" type="checkbox"/> Special fundraising events
d <input checked="" type="checkbox"/> In-person solicitations	

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

 Yes  No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization Form 990-EZ filers are not required to complete this table

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
THE WARFIELD GROUP 9115 FOX MEADOW LANE POTOMAC, MD 20854	PROFESSIONAL FUNDRAISING SERVICE		No	2,020,000	537,588	1,332,380
<b>Total . . . . .</b>				2,020,000	537,588	1,332,380

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

AL, AK, AZ, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, LA, ME, MD, MA, MI, MN, MS, MO, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WV, WI

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

		(a) Event #1 <b>GOLF TOURNAMENT</b> (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col (a) through col (c))
Revenue	1 Gross receipts . . .	167,000			167,000
	2 Less Charitable contributions . . .	137,400			137,400
	3 Gross income (line 1 minus line 2) . . .	29,600			29,600
Direct Expenses	4 Cash prizes . . .				
	5 Non-cash prizes . . .	1,740			1,740
	6 Rent/facility costs . . .	24,097			24,097
	7 Food and beverages . . .	10,100			10,100
	8 Entertainment . . .				
	9 Other direct expenses . . .	60,413			60,413
	10 Direct expense summary Add lines 4 through 9 in column (d) . . . . .				( 96,350 )
	11 Net income summary Combine lines 3 and 10 in column (d) . . . . .				-66,750

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col (c))
Revenue	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 and 7 in column (d) . . . . .				

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

13a
13b

**a** The organization's facility . . . . .

**b** An outside facility . . . . .

**14** Provide 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 contract 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

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 distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ \_\_\_\_\_

**Part IV** Complete this part to provide additional information for responses to questions on Schedule G (see instructions.)

Identifier

ReturnReference

Explanation

**Schedule I  
(Form 990)**

## **Grants and Other Assistance to Organizations, Governments and Individuals in the United States**

**Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22**

**► Attach to Form 990**

2011

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization  
**AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH**

**Employer identification number**

## Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .  Yes  No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed .

<b>(a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC Code section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
See Additional Data Table							

**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) JOURNALISM AWARD	5	11,250			

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 AMERICA'S PROMISE REQUIRES THAT ALL ORGANIZATIONS RECEIVING GRANTS SUBMIT PLANS AND REPORT PROGRESS ON AN INTERIM AND FINAL BASIS IN ADDITION, AMERICA'S PROMISE PROGRAM STAFF WORK CLOSELY WITH GRANT RECIPIENTS TO MONITOR PROGRESS

**Software ID:**  
**Software Version:**  
**EIN:** 54-1848713  
**Name:** AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

## Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TUFTS UNIVERSITY 20 PROFESSORS ROW MEDFORD, MA 021555807	04-2103634	501(C)(3)	227,950				APPLIED RESEARCH ON YOUTH DEVELOPMENT
JACKSON COUNTY CIVIC ACTION COMMITTEEPO BOX 8723 MOSS POINT, MS 395628723	64-0434184	501(C)(3)	185,000				PROMISE ZONE
HARRIS COUNTY COMMISSIONER PRECINCT ONE1001 PRESTON SUITE 950 HOUSTON, TX 77002	76-0454514	N/A	147,500				PROMISE ZONE
INTERFAITH WORKS 839 ST CHARLES AVENUE SUITE 100 NEW ORLEANS, LA 70130	20-8816026	501(C)(3)	145,000				PROMISE ZONE
OPERATION SHOESTRING1711 BAILEY AVENUE JACKSON, MS 392831223	64-0471554	501(C)(3)	100,000				PROMISE ZONE
ALIGNMENT NASHVILLE421 GREAT CIRCLE ROAD NASHVILLE, TN 37228	45-0549393	501(C)(3)	82,000				GRAD NATION COMMUNITY & 100 BEST
DC PROMISE NEIGHBORHOOD INC709 12TH STREET SE WASHINGTON, DC 20003	27-0675043	501(C)(3)	81,500				GRAD NATION COMMUNITY & PROMISE NEIGHBORHOOD
OAKLAND ALLIANCE OF COMMUNITY PARTNERSHIPSPO BOX 29804 ENCINA WAY OAKLAND, CA 94604	20-5673793	501(C)(3)	79,500				GRAD NATION COMMUNITY
UNITED WAY FOR SOUTHEASTERN MICHIGAN1212 GRISWOLD STREET DETROIT, MI 48226	20-3099071	501(C)(3)	79,500				GRAD NATION COMMUNITY
JEFFERSON COUNTY PUBLIC EDUCATION FOUNDATION INC PO BOX 34020 LOUISVILLE, KY 40232	61-1021128	501(C)(3)	67,912				GRAD NATION COMMUNITY
PENNSYLVANIA PARTNERSHIP FOR CHILDREN116 PINE STREET SUITE 430 HARRISBURG, PA 17101	23-2613869	501(C)(3)	42,556				GRAD NATION COMMUNITY
VOICE FOR OHIO'S CHILD CIF3634 EUCLID AVENUE CLEVELAND, OH 44115	34-1941907	501(C)(3)	40,000				FIRST FOCUS - CHILD IN FOCUS
UNITED WAY OF THE CAPITAL AREA INC 843 NORTH PRESIDENT STREET JACKSON, MS 39202	64-0303075	501(C)(3)	30,000				PROMISE ZONE
ADVOCATES FOR CHILDREN OF NEW JERSEY35 HALSEY STREET NEWARK, NJ 07102	22-1695034	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
ARKANSAS ADVOCATES FOR CHILDREN & FAMILIESUNION STATION SUITE 306 LITTLE ROCK, AR 72201	71-0492205	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
BOARD OF EDUCATION OF THE CITY OF DECATUR 758 SCOTT BLVD DECATUR, GA 30030	58-6001470	N/A	20,000				ADVANTAGE ACADEMY
CENTER FOR PUBLIC POLICY PRIORITIES 900 LYDIA STREET AUSTIN, TX 78702	74-2898197	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
CHILDRENS ALLIANCE718 6TH AVENUE SOUTH SEATTLE, WA 98104	91-0982879	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
HOUSTON ADVANTAGE ACADEMY1700 GREGG STREET HOUSTON, TX 77020	74-6001255	501(C)(3)	20,000				ADVANTAGE ACADEMY
MARYLAND ADVOCATES FOR CHILDREN8 MARKET PLACE 5TH FLOOR BALTIMORE, MD 21202	52-1555895	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS

**Form 990, Schedule I, Part II, Grants and Other Assistance to Governments and Organizations in the United States**

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
RHODE ISLAND KIDS COUNT ONE UNION STATION PROVIDENCE, RI 02903	06-1485449	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
THE CHILDREN'S PARTNERSHIP 1351 3RD STREET PROMENADE SUITE 206 206 SANTA MONICA, CA 90410	94-3213100	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
VOICES FOR MICHIGAN'S CHILDREN 428 WENAWEE STREET LANSING, MI 489332240	38-3078577	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
VOICES FOR VIRGINIA'S CHILDREN 701 EAST FRANKLIN STREET SUITE 807 RICHMOND, VA 23210	54-1726265	501(C)(3)	20,000				FIRST FOCUS - CHILD IN FOCUS
CHILD AND FAMILY POLICY CENTER 505 5TH AVENUE SUITE 404 DES MOINES, IA 50309	42-1378567	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
CHILDREN FIRST FOR OREGON PO BOX 14914 PORTLAND, OR 97293	94-3168157	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
CHILDREN'S ALLIANCE OF NEW HAMPSHIRE TWO DELTA DRIVE CONCORD, NH 03301	22-2936618	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
COLORADO CHILDREN'S CAMPAIGN 1580 LINCOLN STREET DENVER, CO 80203	74-2374672	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
DENALI FAMILY SERVICES 6411 A STREET ANCHORAGE, AK 99518	92-0155751	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
KENTUCKY YOUTH ADVOCATES 11001 BLUEGRASS PARKWAY JEFFERSON TOWN, KY 40299	61-0929390	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
MAINE CHILDREN'S ALLIANCE 303 STATE STREET AUGUSTA, MA 04330	22-2546643	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
NEW MEXICO VOICES FOR CHILDREN 2340 ALAMO AVENUE SE SUITE 120 ALBUQUERQUE, NM 87106	85-0348301	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
VOICES FOR CHILDREN IN NEBRASKA 7521 MAIN STREET SUITE 103 OMAHA, NE 68127	36-3528940	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
VOICES FOR UTAH'S CHILDREN 747 EAST SOUTH TEMPLE SUITE 100 SALT LAKE CITY, UT 84102	87-0428873	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
WISCONSIN COUNCIL ON CHILDREN AND FAMILIES 555 WEST WASHINGTON AVENUE SUITE 200 MADISON, WI 53703	39-0806301	501(C)(3)	15,000				FIRST FOCUS - CHILD IN FOCUS
BOYS & GIRLS CLUB OF AMERICA 1275 PEACHTREE ST NE ATLANTA, GA 30309	13-5562976	501(C)(3)	10,200				26 SECONDS CAMPAIGN
SKILLSUSA 14001 SKILLSUSA WAY LEESBURG, VA 201765494	23-7122568	501(C)(3)	7,600				26 SECONDS CAMPAIGN

**Schedule J**  
(Form 990)**Compensation Information**

OMB No 1545-0047

**2011**Department of the Treasury  
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees  
**► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.**  
**► Attach to Form 990. ► See separate instructions.**

**Open to Public Inspection****Name of the organization**

AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH

**Employer identification number**

54-1848713

**Part I Questions Regarding Compensation**

Yes No

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)

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

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

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

<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

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

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

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

<b>1b</b>		
<b>2</b>		
<b>4a</b>		No
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>	Yes	
<b>8</b>		No
<b>9</b>		

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 if additional space needed.

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

**Note.** The sum of columns (B)(i)-(III) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual.

**Part III Supplemental Information**

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

Identifier	Return Reference	Explanation
	PART I, LINE 7	DURING 2011, IN LIEU OF AN ANNUAL SALARY INCREASE, THE BOARD OF DIRECTORS OF AMERICA'S PROMISE ISSUED A 7% BONUS TO THE CEO IN ACCORDANCE WITH THE CEO COMPENSATION PHILOSOPHY. THIS BONUS IS BASED ON A PERFORMANCE APPRAISAL

**SCHEDULE O**  
(Form 990 or 990-EZ)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

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

**2011****Open to Public  
Inspection**Name of the organization  
AMERICA'S PROMISE - THE ALLIANCE FOR YOUTH**Employer identification number**  
54-1848713

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 2	MICHAEL POWELL, BOARD MEMBER, IS THE SON OF THE FOUNDING CHAIRMAN, RETIRED GENERAL COLIN L POWELL, AND ALMA J POWELL, CHAIR PERSON, WHO BOTH SERVE ON THE BOARD OF DIRECTORS IN ADDITION, BOARD MEMBER, JAMES BARKSDALE IS THE SPOUSE OF BOARD MEMBER, DONNA BARKSDALE
	FORM 990, PART VI, SECTION B, LINE 11	THE AMERICA'S PROMISE ALLIANCE BOARD OF DIRECTORS CHARGES THE AUDIT & FINANCE COMMITTEE WITH REVIEWING THE FORM 990 PRIOR TO FILING A COPY OF THE FORM 990 IS PROVIDED TO THE COMMITTEE AND A CONFERENCE CALL IS HELD TO DISCUSS THE FORM PRIOR TO FILING THE RETURN AFTER REVIEW AND APPROVAL OF THE FORM 990 BY THE AUDIT & FINANCE COMMITTEE, THE FORM 990 IS MADE AVAILABLE TO THE FULL BOARD OF DIRECTORS VIA THE AMERICA'S PROMISE ALLIANCE BOARD OF DIRECTORS WEBSITE PRIOR TO FILING ALL BOARD MEMBERS RECEIVE A PRINTED COPY OF THE FORM 990 WITH THEIR BOARD MEETING MATERIALS
	FORM 990, PART VI, SECTION B, LINE 12C	AMERICA'S PROMISE ALLIANCE REVIEWS ALL CONTRACTS, AGREEMENTS AND EMPLOYEES FOR CONNECTIONS TO THE BOARD MEMBER IF A CONFLICT WERE IDENTIFIED, IT WOULD BE REPORTED TO THE PRESIDENT, WHO WOULD IN TURN BRING THE CONFLICT TO THE BOARD OF DIRECTORS
	FORM 990, PART VI, SECTION B, LINE 15	THE FULL BOARD OF DIRECTORS OF AMERICA'S PROMISE ENDORSES A COMPENSATION PHILOSOPHY FOR THE CEO THE COMPENSATION PHILOSOPHY IS THE GUIDING FRAMEWORK FOR CEO COMPENSATION THE BOARD LOOKS TO THE EXECUTIVE COMMITTEE OF THE BOARD TO MAKE A SPECIFIC DETERMINATION OF THE CEO'S COMPENSATION, INCLUDING BASE SALARY, BONUSES (IF ANY), AND OTHER BENEFITS THIS DETERMINATION IS DONE IN THE CONTEXT OF THE BOARD'S CEO COMPENSATION PHILOSOPHY THE EXECUTIVE COMMITTEE'S CONSIDERATION INCLUDES AN ASSESSMENT OF THE CEO'S COMPENSATION IN COMPARISON TO RELEVANT UNIVERSES OF PEER ORGANIZATIONS, THE PERFORMANCE OF THE CEO AGAINST OBJECTIVES AND OTHER RELEVANT FACTORS THE EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS REPORTS TO THE FULL BOARD OF DIRECTORS BOTH ITS COMPENSATION DECISIONS AS WELL AS A CONFIRMATION THAT THIS PROCESS WAS APPROPRIATELY UNDERTAKEN TO MAKE ITS DETERMINATION THE AUDIT AND FINANCE COMMITTEE PROVIDES SUPPORT TO THE EXECUTIVE COMMITTEE BY ENGAGING AN INDEPENDENT COMPENSATION CONSULTANT TO CONDUCT A PEER REVIEW ANALYSIS FROM WHICH RECOMMENDATIONS ARE MADE THE AUDIT & FINANCE COMMITTEE APPROVES THE USE OF AN ANNUAL SALARY COMPENSATION SURVEY BASED ON AT LEAST THREE INDEPENDENT SURVEYS THE ANNUAL SURVEY, PREPARED BY AN INDEPENDENT COMPENSATION CONSULTANT, INCLUDES THE POSITION OF PRESIDENT AND CEO AND IS AVAILABLE TO MEMBERS OF THE EXECUTIVE COMMITTEE THE AUDIT COMMITTEE, SERVING AS THE COMPENSATION COMMITTEE, REVIEWS AND APPROVES THE COMPENSATION OF THE OFFICERS AND KEY EMPLOYEES BASED ON AN ANNUAL REPORT DERIVED FROM AT LEAST THREE INDEPENDENT SURVEYS PREPARED AND PRESENTED TO THE AUDIT AND FINANCE COMMITTEE THE COMPENSATION COMMITTEE APPROVES THE USE OF THE SURVEY DATA THE DECISION IS DOCUMENTED IN THE MINUTES OF THE AUDIT AND FINANCE/COMPENSATION COMMITTEE
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST TO THE CFO
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS -219,707
		FORM 990, PART IV, LINE 34 AMERICA'S PROMISE HAS ENTERED INTO A COST-SHARING AGREEMENT WITH FIRST FOCUS CAMPAIGN FOR CHILDREN (FFCC) THAT PROVIDES FOR SHARING OF PERSONNEL, ADMINISTRATION AND EQUIPMENT COSTS THE TWO ORGANIZATIONS FUNCTION WITH A COMMON MISSION AND SHARE COMMON MANAGEMENT, BUT OPERATE AS SEPARATE ENTITIES WITH SEPARATE BOARDS OF DIRECTORS THEREFORE, IN ACCORDANCE WITH THE IRS INSTRUCTIONS FFCC WILL NOT BE DISCLOSED ON SCHEDULE R AS A RELATED TAX-EXEMPT ENTITY