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Form **990-EZ**
 Department of the Treasury
 Internal Revenue Service

Short Form
Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
 (except black lung benefit trust or private foundation)
 Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions)
 All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-1150
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, and ending 12-31-2012

| | | |
|---|--|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization MAKE THE GRADE FOUNDATION | D Employer identification number 14-1909228 |
| | Number and street (or P O box, if mail is not delivered to street address) Room/suite 244 MADISON AVE | E Telephone number (718) 541-5250 |
| | City or town, state or country, and ZIP + 4 NEW YORK, NY 10016 | F Group Exemption Number |

G Accounting Method Cash Accrual Other (specify) _____

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

I Website: WWW.MAKETHEGRADE.ORG

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

K Check if the organization is not a section 509(a)(3) supporting organization or a section 527 organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. **\$ 73,355**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I)
 Check if the organization used Schedule O to respond to any question in this Part I

| | | | |
|---|---|-----------|--------|
| Revenue | 1 Contributions, gifts, grants, and similar amounts received | 1 | 30,755 |
| | 2 Program service revenue including government fees and contracts | 2 | |
| | 3 Membership dues and assessments | 3 | |
| | 4 Investment income | 4 | |
| | 5a Gross amount from sale of assets other than inventory | 5a | |
| | b Less cost or other basis and sales expenses | 5b | |
| | c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a) | 5c | |
| | 6 Gaming and fundraising events | | |
| | a Gross income from gaming (attach Schedule G if greater than \$15,000) | 6a | |
| | b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000) | 6b | 42,600 |
| c Less direct expenses from gaming and fundraising events | 6c | 23,399 | |
| d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c) | 6d | 19,201 | |
| 7a Gross sales of inventory, less returns and allowances | 7a | | |
| b Less cost of goods sold | 7b | | |
| c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a) | 7c | | |
| 8 Other revenue (describe in Schedule O) | 8 | | |
| 9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8 | 9 | 49,956 | |
| Expenses | 10 Grants and similar amounts paid (list in Schedule O) | 10 | 1,350 |
| | 11 Benefits paid to or for members | 11 | |
| | 12 Salaries, other compensation, and employee benefits | 12 | |
| | 13 Professional fees and other payments to independent contractors | 13 | 8,800 |
| | 14 Occupancy, rent, utilities, and maintenance | 14 | 7,899 |
| | 15 Printing, publications, postage, and shipping | 15 | 7,462 |
| | 16 Other expenses (describe in Schedule O) | 16 | 21,607 |
| 17 Total expenses. Add lines 10 through 16 | 17 | 47,118 | |
| Net Assets | 18 Excess or (deficit) for the year (Subtract line 17 from line 9) | 18 | 2,838 |
| | 19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return) | 19 | 26,870 |
| | 20 Other changes in net assets or fund balances (explain in Schedule O) | 20 | 0 |
| | 21 Net assets or fund balances at end of year. Combine lines 18 through 20 | 21 | 29,708 |

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

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

| | (A) Beginning of year | (B) End of year |
|--|-----------------------|------------------|
| 22 Cash, savings, and investments | 15,929 | 22 16,323 |
| 23 Land and buildings | | 23 |
| 24 Other assets (describe in Schedule O) | 19,540 | 24 19,356 |
| 25 Total assets | 35,469 | 25 35,679 |
| 26 Total liabilities (describe in Schedule O) | 8,599 | 26 5,971 |
| 27 Net assets or fund balances (line 27 of column (B) must agree with line 21) | 26,870 | 27 29,708 |

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

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

Expenses

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

What is the organization's primary exempt purpose?
 MAKE THE GRADE FOUNDATION IS A 501(C)(3) NON-PROFIT ORGANIZATION THAT FACILITATES AND ENCOURAGES ACADEMIC ACHIEVEMENT BY IMPLEMENTING PROGRAMS TO TUTOR, MENTOR AND MOTIVATE STUDENTS, AND PROVIDING INCENTIVES AND FUNDING THE ORGANIZATION ENHANCES THE EDUCATIONAL EXPERIENCE OF YOUNG PEOPLE THROUGH COLLABORATION WITH STUDENTS, PARENTS, EDUCATORS, CLERGY AND THE COMMUNITY

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title

| | | |
|--|------------|-----|
| 28 MAKE THE GRADE FOUNDATION IS AN ORGANIZATION THAT FACILITATES AND ENCOURAGES ACADEMIC ACHIEVEMENT BY IMPLEMENTING PROGRAMS TO TUTOR, MENTOR AND MOTIVATE STUDENTS AND PROVIDING INCENTIVES AND FUNDING MAKE THE GRADE ENHANCES THE EDUCATIONAL EXPERIENCE OF YOUNG PEOPLE THROUGH COLLABORATION WITH STUDENTS, PARENTS, EDUCATORS, CLERGY AND THE COMMUNITY (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/> | 28a | 500 |
|--|------------|-----|

| | | |
|--|------------|-----|
| 29 MENTORING AND TUTORING PROGRAMS, THIS PROGRAM WILL PARTNER WITH SCHOOL GUIDANCE COUNSELORS, TEACHERS AND PARENTS TO IDENTIFY STUDENTS IN NEED OF ROLE MODELS AND/OR ONE ON ONE HELP WITH ACADEMIC SUBJECTS THE PROGRAM WILL RECRUIT EDUCATORS, COLLEGE STUDENTS, SCHOOL ADMINISTRATORS, MEMBERS OF THE BUSINESS COMMUNITY AND QUALIFIED VOLUNTEERS TO MENTOR AND/OR TUTOR STUDENTS MENTORS WILL ALSO ASSIST IN SECURING SUMMER JOBS AND INTERNSHIP/APPRENTICESHIPS FOR MENTEES WITH INTERESTS OF SKILLS IN PARTICULAR AREAS (Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/> | 29a | 500 |
|--|------------|-----|

| | | |
|---|------------|--|
| 30 (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/> | 30a | |
|---|------------|--|

| | | |
|---|------------|--|
| 31 Other program services (describe in Schedule O) (Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/> | 31a | |
|---|------------|--|

| | | |
|---|-----------|-------|
| 32 Total program service expenses (add lines 28a through 31a) <input type="checkbox"/> | 32 | 1,000 |
|---|-----------|-------|

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

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

| (a) Name and title | (b) Average hours per week devoted to position | (c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|---------------------------|--|--|---|--|
| See Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |

Part V Other Information (Note the Schedule A and personal benefit contract statement requirements in the

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

33 Did the organization engage in any significant activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O
34 Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name
35a Did the organization have unrelated business gross income of \$1,000 or more during the year from business activities (such as those reported on lines 2, 6a, and 7a, among others)?
35b If "Yes," to line 35a, has the organization filed a Form 990-T for the year? If "No," provide an explanation in Schedule O
35c Was the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements during the year? If "Yes," complete Schedule C, Part III
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N
37a Enter amount of political expenditures, direct or indirect, as described in the instructions
37b Did the organization file Form 1120-POL for this year?
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?
38b If "Yes," complete Schedule L, Part II and enter the total amount involved
39 Section 501(c)(7) organizations Enter
39a Initiation fees and capital contributions included on line 9
39b Gross receipts, included on line 9, for public use of club facilities
40a Section 501(c)(3) organizations Enter amount of tax imposed on the organization during the year under section 4911, section 4912, and section 4955
40b Section 501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I
40c Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958
40d Section 501(c)(3) and 501(c)(4) organizations Enter amount of tax on line 40c reimbursed by the organization
40e All organizations At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T
41 List the states with which a copy of this return is filed
42a The organization's books are in care of Telephone no Located at ZIP + 4
42b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.
42c At any time during the calendar year, did the organization maintain an office outside the U S ? If "Yes," enter the name of the foreign country
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year
44a Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44b Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ
44c Did the organization receive any payments for indoor tanning services during the year?
44d If "Yes," to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O
45a Did the organization have a controlled entity within the meaning of section 512(b)(13)?
45b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)

| | | |
|----|-----|----|
| | Yes | No |
| 46 | | No |

46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

Part VI Section 501(c)(3) organizations only

All section 501(c)(3) organizations must answer questions 47-49b and 52, and complete the tables for lines 50 and 51

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

| | | |
|-----|-----|----|
| | Yes | No |
| 47 | | No |
| 48 | | No |
| 49a | | No |
| 49b | | |

47 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

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

49a Did the organization make any transfers to an exempt non-charitable related organization?

b If "Yes," was the related organization a section 527 organization?

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

| (a) Name and title of each employee paid more than \$100,000 | (b) Average hours per week devoted to position | (c) Reportable compensation (Forms W-2/1099-MISC) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|--|--|---|---|--|
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

| (a) Name and address of each independent contractor paid more than \$100,000 | (b) Type of service | (c) Compensation |
|--|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

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

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

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

| | | |
|------------------|--|--------------------|
| Sign Here | ***** Signature of officer | 2013-11-06 Date |
| | JOHN R LEE PRESIDENT Type or print name and title | |

| | | | | | |
|-------------------------------|--|----------------------|------|---|----------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN P00259721 |
| | Firm's name MBAF CPAS LLC | | | Firm's EIN 13-3842744 | |
| | Firm's address 440 PARK AVE SOUTH 5TH FL NEW YORK, NY 10016 | | | Phone no (212) 576-1400 | |

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

Additional Data**Software ID:****Software Version:****EIN:** 14-1909228**Name:** MAKE THE GRADE FOUNDATION**Form 990EZ, Part IV - List of Officers, Directors, Trustees, and Key Employees**

| (a) Name and title | (b) Average hours per week devoted to position | (c) Reportable compensation (Forms W-2/1099-MISC) (if not paid, enter -0-) | (d) Health benefits, contributions to employee benefit plans, and deferred compensation | (e) Estimated amount of other compensation |
|-------------------------------|---|---|--|---|
| JOHN R LEE PRESIDENT | 0 00 | 0 | 0 | 0 |
| KERNIE L ANDERSON DIRECTOR | 0 00 | 0 | 0 | 0 |
| LOU BENSON DIRECTOR | 0 00 | 0 | 0 | 0 |
| APRIL RAVEN BOBYN DIRECTOR | 0 00 | 0 | 0 | 0 |
| ELAINE EDMONDS DIRECTOR | 0 00 | 0 | 0 | 0 |
| RANDA GUASTELLA DIRECTOR | 0 00 | 0 | 0 | 0 |
| ANTHONY HARMON DIRECTOR | 0 00 | 0 | 0 | 0 |
| DEBI JACKSON DIRECTOR | 0 00 | 0 | 0 | 0 |
| LIANNA LEE DIRECTOR | 0 00 | 0 | 0 | 0 |
| MAC MCDONALD DIRECTOR | 0 00 | 0 | 0 | 0 |
| AARON MORGAN DIRECTOR | 0 00 | 0 | 0 | 0 |
| ASIYAH RAY SECRETARY | 0 00 | 0 | 0 | 0 |

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Name of the organization
MAKE THE GRADE FOUNDATION

Employer identification number

14-1909228

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

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I 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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | 79,702 | 52,065 | 103,663 | 68,151 | 75,855 | 379,436 |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 4 Total. Add lines 1 through 3 | 79,702 | 52,065 | 103,663 | 68,151 | 75,855 | 379,436 |
| 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) | | | | | | 78,571 |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 300,865 |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|-----------|-----------|
| 7 Amounts from line 4 | 79,702 | 52,065 | 103,663 | 68,151 | 75,855 | 379,436 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) | | | | | | |
| 11 Total support (Add lines 7 through 10) | | | | | | 379,436 |
| 12 Gross receipts from related activities, etc (see instructions) | | | | | 12 | |

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

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|----------|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 79 290 % |
| 15 Public support percentage for 2011 Schedule A, Part II, line 14 | 15 | 84 580 % |

16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization

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

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support (Subtract line 7c from line 6) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|--|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15 | 16 | |

Section D. Computation of Investment Income Percentage

| | | |
|--|-----------|--|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) | 17 | |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17 | 18 | |

- 19a 33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

| |
|-------------------------------------|
| Facts And Circumstances Test |
|-------------------------------------|

| |
|--------------------|
| Explanation |
| |
| |
| |
| |

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

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. Form 990-EZ filers are not required to complete this part.

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

Department of the Treasury Internal Revenue Service

Name of the organization MAKE THE GRADE FOUNDATION

Employer identification number 14-1909228

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 Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events

2a Did the organization have a written or oral agreement with any individual... 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

Table with 6 columns: (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. Includes a Total row at the bottom.

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

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

| | | (a) Event #1 <u>GOLF EVENT</u> (event type) | (b) Event #2 <u>ANNUAL GALA</u> (event type) | (c) Other events _____ (total number) | (d) Total events (add col (a) through col (c)) |
|--|--|---|--|---|--|
| Revenue | 1 Gross receipts | 15,455 | 27,145 | | 42,600 |
| | 2 Less Contributions | | | | |
| | 3 Gross income (line 1 minus line 2) | 15,455 | 27,145 | | 42,600 |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | | | | |
| | 7 Food and beverages | | | | |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | 11,389 | 12,010 | | 23,399 |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | | (23,399) |
| 11 Net income summary Combine line 3, column (d), and line 10 ▶ | | | | 19,201 | |

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 | | | | |
| | 2 Cash prizes | | | | |
| Direct Expenses | 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 _____

Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

| | | |
|--------------------------------------|------------|--|
| a The organization's facility | 13a | |
| b An outside facility | 13b | |

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

Name ▶

Address ▶

15a Does the organization have a 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 of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

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

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

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

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.**

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
MAKE THE GRADE FOUNDATION

Employer identification number

14-1909228

| Identifier | Return Reference | Explanation |
|--|-------------------------------|---|
| GRANTS AND SIMILAR AMOUNTS PAID | FORM 990-EZ, PART I, LINE 10 | ACTIVITY CLASSIFICATION EDUCATIONAL GRANTEE NAME UFT ELEMENTARY CHARTER SCHOOL FUND GRANTEE ADDRESS 52 BROADWAY NEW YORK, NY 10004 GRANTEE RELATIONSHIP UNRELATED GRANTEE DATE OF GIFT 02/10/12 AMOUNT GIVEN 500 |
| GRANTS AND SIMILAR AMOUNTS PAID | FORM 990-EZ, PART I, LINE 10 | ACTIVITY CLASSIFICATION OUTREACH GRANTEE NAME UFT DISASTER RELIEF FUND GRANTEE ADDRESS 52 BROADWAY NEW YORK, NY 10004 GRANTEE RELATIONSHIP UNRELATED GRANTEE DATE OF GIFT 10/08/12 AMOUNT GIVEN 500 |
| GRANTS AND SIMILAR AMOUNTS PAID | FORM 990-EZ, PART I, LINE 10 | ACTIVITY CLASSIFICATION OUTREACH GRANTEE NAME WHEELCHAIR CHARITY GRANTEE RELATIONSHIP UNRELATED GRANTEE DATE OF GIFT 08/15/12 AMOUNT GIVEN 350 TOTAL INCLUDED ON FORM 990-EZ, LINE 10 1,350 |
| OCCUPANCY, RENT, UTILITIES AND MAINTENANCE | FORM 990-EZ, PART I, LINE 14 | DESCRIPTION DEPRECIATION AMOUNT 7,350 DESCRIPTION OTHER EXPENSES AMOUNT 549 TOTAL TO FORM 990-EZ, LINE 14 7,899 |
| OTHER EXPENSES | FORM 990-EZ, PART I, LINE 16 | DESCRIPTION TELEPHONE AMOUNT 2,856 DESCRIPTION ADVERTISING & PROMOTION AMOUNT 1,000 DESCRIPTION AUTO EXPENSE AMOUNT 9,879 DESCRIPTION OFFICE EXPENSE AMOUNT 555 DESCRIPTION TRAVEL AMOUNT 378 DESCRIPTION BOOKS, SUBSCRIPTIONS, REFERENCE AMOUNT 350 DESCRIPTION BUSINESS MEALS AMOUNT 2,620 DESCRIPTION BANK CHARGES AMOUNT 54 DESCRIPTION REPAIR & MAINTENANCE AMOUNT 161 DESCRIPTION SUPPLIES AND SMALL EQUIPMENTS AMOUNT 3,719 DESCRIPTION LICENSE AMOUNT 35 TOTAL TO FORM 990-EZ, LINE 16 21,607 |
| OTHER ASSETS | FORM 990-EZ, PART II, LINE 24 | DESCRIPTION OTHER DEPRECIABLE ASSETS BEG OF YEAR AMOUNT 19,540 END OF YEAR AMOUNT 19,356 |

Form **4562**
 Department of the Treasury
 Internal Revenue Service (99)

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No 1545-0172
2012
 Attachment
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

| | | |
|--|---|---|
| Name(s) shown on return MAKE THE GRADE FOUNDATION | Business or activity to which this form relates FORM 990-EZ PAGE 1 | Identifying number 14-1909228 |
|--|---|---|

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

| | | |
|---|----------|-----------|
| 1 Maximum amount (see instructions) | 1 | 500,000 |
| 2 Total cost of section 179 property placed in service (see instructions) | 2 | |
| 3 Threshold cost of section 179 property before reduction in limitation (see instructions) | 3 | 2,000,000 |
| 4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0- | 4 | |
| 5 Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5 | |

| 6 (a) Description of property | (b) Cost (business use only) | (c) Elected cost |
|---|------------------------------|------------------|
| 7 Listed property Enter the amount from line 29 | 7 | |
| 8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7 | 8 | |
| 9 Tentative deduction Enter the smaller of line 5 or line 8 | 9 | |
| 10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562 | 10 | |
| 11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) | 11 | |
| 12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 | 12 | |
| 13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 | 13 | |

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

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

| | | |
|---|-----------|-------|
| 14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) | 14 | 3,583 |
| 15 Property subject to section 168(f)(1) election | 15 | |
| 16 Other depreciation (including ACRS) | 16 | |

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

Section A

| | | |
|--|-----------|--|
| 17 MACRS deductions for assets placed in service in tax years beginning before 2012 | 17 | |
| 18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/> | | |

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only—see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|---------------------------------------|--------------------------------------|--|---------------------|----------------|------------|----------------------------|
| 19a 3-year property | | | | | | |
| b 5-year property | | 3,583 | 5 0 | HY | 200 DB | 717 |
| c 7-year property | | | | | | |
| d 10-year property | | | | | | |
| e 15-year property | | | | | | |
| f 20-year property | | | | | | |
| g 25-year property | | | 25 yrs | | S/L | |
| h Residential rental property | | | 27 5 yrs | MM | S/L | |
| | | | 27 5 yrs | MM | S/L | |
| i Nonresidential real property | | | 39 yrs | MM | S/L | |
| | | | | MM | S/L | |

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

| | | | | | | |
|-----------------------|--|--|--------|----|-----|--|
| 20a Class life | | | | | S/L | |
| b 12-year | | | 12 yrs | | S/L | |
| c 40-year | | | 40 yrs | MM | S/L | |

Part IV Summary (see instructions)

| | | |
|--|-----------|-------|
| 21 Listed property Enter amount from line 28 | 21 | 3,050 |
| 22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions | 22 | 7,350 |
| 23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs | 23 | |

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

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

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

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

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

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

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost. Example row: FORD VAN, 2010-01-05, 100.000%, 35,800, 24,640, 5.0, 200 DB-HY, 3,050.

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

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost. Example row: S/L -

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28 3,050

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

Section B-Information on Use of Vehicles

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

Table with 6 main columns: (a) Vehicle 1, (b) Vehicle 2, (c) Vehicle 3, (d) Vehicle 4, (e) Vehicle 5, (f) Vehicle 6. Rows include 30 Total business/investment miles, 31 Total commuting miles, 32 Total other personal miles, 33 Total miles driven, 34-36 Personal use questions.

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

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

Table with 2 columns: Question, Yes/No. Rows include 37-41 questions about written policies, information retention, and demonstration use.

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

Part VI Amortization

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2012 tax year (see instructions)

43 Amortization of costs that began before your 2012 tax year 43

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

TY 2012 Transfers Personal Benefits Contracts Declaration

Name: MAKE THE GRADE FOUNDATION

EIN: 14-1909228

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