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Form 990

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2012

Open to Public
InspectionDepartment of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung
benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning , 2012, and ending , 20

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☒ Amended return ☐ Application pending	C Name of organization TELECOMPIONEERS		D Employer identification number 16-1634095	
	Doing Business As			
	Number and street (or P O box if mail is not delivered to street address)		Room/suite	E Telephone number
	1801 CALIFORNIA STREET		4400	(303) 571-1200
	City, town or post office, state, and ZIP code DENVER, CO 80202			
F Name and address of principal officer CHARLENE HILL, CEO 1801 CALIFORNIA ST, STE 4400 DENVER, CO 80202		G Gross receipts \$ 11,169,551.		
		H(a) Is this a group return for affiliates? ☐ Yes ☒ No H(b) Are all affiliates included? ☐ Yes ☒ No If "No," attach a list (see instructions)		
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527		H(c) Group exemption number ▶		
J Website ▶ WWW.PIONEERSVOLUNTEER.ORG				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶		L Year of formation 1911 M State of legal domicile CO		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities PIONEERS IS A NETWORK OF VOLUNTEERS WHO EFFECT IMMEDIATE, TANGIBLE CHANGE IN LOCAL COMMUNITIES, IN PARTNERSHIP WITH THEIR SPONSORS.			
	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	15.	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15.	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	21.	
	6 Total number of volunteers (estimate if necessary)	6	330,000.	
	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)	6,260,453.	4,476,622.	
9 Program service revenue (Part VIII, line 2g)	970,077.	784,055.		
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	234,795.	351,882.		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,489,567.	1,301,593.		
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	8,954,892.	6,914,152.		
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	1,606,809.	1,998,329.		
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)	1,836,578.	1,105,850.		
16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0		
b Total fundraising expenses (Part IX, column (D), line 25) ▶	0			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	7,762,251.	4,235,687.		
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	11,205,638.	7,339,866.		
19 Revenue less expenses Subtract line 18 from line 12	-2,250,746.	-425,714.		
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year	
	21 Total liabilities (Part X, line 26)	22,097,138.	20,195,666.	
	22 Net assets or fund balances Subtract line 21 from line 20	1,710,633.	113,722.	
		20,386,505.	20,081,944.	

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 <i>Charlene Hill</i>	Date 2/10/15			
	Type or print name and title Charlene Hill Executive Director				
Paid Preparer Use Only	Print/Type preparer's name Rita F Worster	Preparer's signature <i>Rita F Worster</i>	Date 2/11/15	Check ☐ if self-employed	PTIN P00290681
	Firm's name ▶ BKD, LLP	Firm's EIN ▶ 44-0160260			
	Firm's address ▶ 111 SOUTH TEJON, SUITE 800 COLORADO SPRINGS, CO 80903-9848		Phone no 719 471-4290		

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2012)

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Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission:

PIONEERS IS A NETWORK OF VOLUNTEERS WHO EFFECT IMMEDIATE, TANGIBLE
CHANGE IN LOCAL COMMUNITIES, IN PARTNERSHIP WITH THEIR SPONSORS.

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 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 \$ 2,541,176 including grants of \$ 1,099,080) (Revenue \$ 215,628)

TELECOMPIONEERS PROVIDES VOLUNTEER COMMUNITY SERVICE PROJECTS IN
EDUCATION, ENVIRONMENTAL, HEALTH AND HUMAN SERVICES, LIFE
ENRICHMENT, AND SCHOLARSHIPS. EDUCATION PROGRAMS INCLUDE POWER UP
TO READ, PROJECT CONNECT, PLAYGROUND MAPS, AND READ ALOUD TO
CHILDREN. ENVIRONMENTAL PROGRAMS INCLUDE CLEAN UP OF PARKS,
BEACHES, PLANTING TREES, AND HANDING OUT RECYCLE BAGS. PROGRAMS
IN HEALTH AND HUMAN SERVICES INCLUDE SHOE BOXES FOR TROOPS, CELL
PHONES FOR SOLDIERS, ADOPT A FAMILY, HUG A BEARS, BEEP BASEBALL
FOR THE BLIND, AND BUILDING WHEELCHAIR RAMPS, ETC. PIONEERS ALSO
GIVES OUT THOUSANDS OF DOLLARS IN SCHOLARSHIPS.

4b (Code:) (Expenses \$ 1,436,434 including grants of \$ 899,249) (Revenue \$ 83,622)

TELECOMPIONEERS PROVIDES DONATIONS OF FOOD, CLOTHING, AND OTHER
ITEMS AND VOLUNTEERS THOUSANDS OF HOURS IN THE COMMUNITY.
TELECOMPIONEERS REPAIRED TALKING BOOK MACHINES IN CONJUNCTION WITH
THE LIBRARY OF CONGRESS FOR CHILDREN AND BLIND PEOPLE AND
DISTRIBUTED BOOKS AS PART OF THE DICTIONARY, POWER UP TO READ, AND
OTHER PROGRAMS. TELECOMPIONEERS ALSO PROVIDED DONATIONS TO OTHER
NON-PROFIT ORGANIZATIONS SUCH AS THE AMERICAN CANCER SOCIETY,
SCHOOLS, ETC.

4c (Code:) (Expenses \$ 1,816,901 including grants of \$) (Revenue \$ 484,805)

TELECOMPIONEERS PROVIDES RECRUITMENT, DEVELOPMENT, AND RETENTION
OF MEMBERS. THIS INCLUDES MEMBER RECRUITMENT DRIVES, DATABASE
(IMIS) TO TRACK MEMBERSHIP, APPLICATION (PALS) TO PLAN AND CONDUCT
EVENTS, TRAINING, MEETINGS TO PLAN PROJECTS, PIONEERS ANNUAL
MEETING, MEMBER LUNCHEONS, ETC.

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

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ▶ 5,794,511.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. 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	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	X
6 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	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; 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	X
10 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 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
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, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19 X	
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V. ☐

	Yes	No
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	1a 38	
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b 0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 21	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	2b X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a 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)?	4a X	
b If "Yes," enter the name of the foreign country: ► CANADA		
See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a 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 as charitable contributions?	6a	X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7 Organizations that may receive deductible contributions under section 170(c).		
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9 Sponsoring organizations maintaining donor advised funds.		
a Did the organization make any taxable distributions under section 4966?	9a	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10 Section 501(c)(7) organizations. Enter		
a Initiation fees and capital contributions included on Part VIII, line 12	10a	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11 Section 501(c)(12) organizations. Enter		
a Gross income from members or shareholders	11a	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13 Section 501(c)(29) qualified nonprofit health insurance issuers.		
a Is the organization licensed to issue qualified health plans in more than one state?	13a	
Note. See the instructions for additional information the organization must report on Schedule O		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c Enter the amount of reserves on hand	13c	
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
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 line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒ X**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 15		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1b 15		
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		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? 3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 4	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets? 5		X
6 Did the organization have members or stockholders? 6	X	
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	X	
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	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? 8a	X	
b Each committee with authority to act on behalf of the governing body? 8b	X	
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		X

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	X	
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	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? 11a	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13 12a	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? 12b	X	
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	X	
13 Did the organization have a written whistleblower policy? 13	X	
14 Did the organization have a written document retention and destruction policy? 14	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official 15a	X	
b Other officers or key employees of the organization 15b	X	
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		X
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 ► ME, MA, NJ, NY, RI, SC, VA, WA,

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 ☐ Other (explain in Schedule O)

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 during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► DEBRA ALTHOFF 1801 CALIFORNIA STREET, STE 4400 DENVER, CO 80202 303-571-1200

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JAMES SCHMIT CHAIRMAN OF THE BOARD	1.00 1.00	X		X				0	0	0
(2) MICHAEL SEARS VICE CHAIRMAN OF THE BOARD	1.00 1.00	X		X				0	0	0
(3) DAN KATZE NEW OUTLOOK PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(4) STEPHEN KOHN VERIZON PIONEERS - TERM ENDED	1.00 39.00	X						123,570.	0	0
(5) BRADLEY YATES AT&T PIONEERS - TERM ENDED	1.00 1.00	X						0	0	0
(6) JANIE MILBY CENTURYLINK PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(7) ANN SMALLEY AT&T PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(8) CHERI JONES AT&T PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(9) GLORIA PAZEL AT&T PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(10) SHIRLEY SANZ AT&T PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(11) MYKIE SANDERS AT&T PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(12) LAURA MCADAM AT&T PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(13) KEN KEESEY CANADIAN PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(14) CHERYL DAUGHTRY CENTURYLINK PIONEERS DIRECTOR	1.00 1.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) BOB WHITEMAN NEW OUTLOOK PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(16) DEB FOLEY VERIZON PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(17) JACKIE GUNN VERIZON PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(18) JAYNE MAYER VERIZON PIONEERS DIRECTOR	1.00 1.00	X						0	0	0
(19) KRISTY LACROIX VERIZON PIONEERS - TERM ENDED	1.00 1.00	X						0	0	0
(20) CAREY WIRTZFELD PRESIDENT & CEO	36.00 4.00			X				55,418.	0	0
(21) DEBRA ALTHOFF VP - FINANCE	36.00 4.00			X				88,734.	0	579.
(22) CHARLENE HILL EXECUTIVE DIRECTOR	36.00 4.00			X				63,984.	0	3,190.
1b Sub-total								123,570.	0	0
c Total from continuation sheets to Part VII, Section A								208,136.	0	3,769.
d Total (add lines 1b and 1c)								331,706.	0	3,769.

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 **1**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII. ☐

				(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 356,528					
	b	Membership dues	1b 1,414,694					
	c	Fundraising events	1c 82,229					
	d	Related organizations	1d 1,458,931					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f 1,164,240					
	g	Noncash contributions included in lines 1a-1f \$	70,634					
	h	Total. Add lines 1a-1f		4,476,622				
Program Service Revenue	Business Code							
	2a	COMMISSIONS AND ROYALTIES	900099	171,709	171,709			
	b	MEETING FEES	900099	484,805	484,805			
	c	PUBLICATIONS	511190	43,919	43,919			
	d	MISCELLANEOUS	900099	83,622	83,622			
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		784,055				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 1		217,502			217,502	
	4	Income from investment of tax-exempt bond proceeds		0				
	5	Royalties		0				
		(i) Real	(ii) Personal					
	6a	Gross rents						
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)		0				
	7a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		3,434,953						
	b	Less cost or other basis and sales expenses						
		3,300,573						
	c	Gain or (loss)						
		134,380						
	d	Net gain or (loss)		134,380			134,380	
	8a	Gross income from fundraising events (not including \$ 82,229 of contributions reported on line 1c) See Part IV, line 18	ATCH 2					
		1,717,946						
	b	Less direct expenses		561,503				
	c	Net income or (loss) from fundraising events	ATCH 3		1,156,443		1,156,443	
	9a	Gross income from gaming activities See Part IV, line 19						
	123,017							
b	Less direct expenses		25,769					
c	Net income or (loss) from gaming activities	ATCH 4		97,248		97,248		
10a	Gross sales of inventory, less returns and allowances							
	415,456							
b	Less cost of goods sold	ATCH 5		367,554				
c	Net income or (loss) from sales of inventory			47,902		47,902		
Miscellaneous Revenue			Business Code					
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d		0					
12	Total revenue. See instructions		6,914,152	784,055		1,653,475		

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).

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
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	1,893,229.	1,893,229.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22	105,100.	105,100.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	335,475.		335,475.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7 Other salaries and wages	628,206.	514,020.	114,186.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9 Other employee benefits	77,349.	63,289.	14,060.	
10 Payroll taxes	64,820.	53,038.	11,782.	
11 Fees for services (non-employees):				
a Management	0			
b Legal	0			
c Accounting	74,283.		74,283.	
d Lobbying	0			
e Professional fundraising services See Part IV, line 17	0			
f Investment management fees	60,087.		60,087.	
g Other (if line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	123,753.		123,753.	
12 Advertising and promotion	72,405.	72,405.		
13 Office expenses	430,188.	88,189.	341,999.	
14 Information technology	98,039.	27,597.	70,442.	
15 Royalties	0			
16 Occupancy	71,884.	50,067.	21,817.	
17 Travel	220,289.	13,454.	206,835.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	3,318.	1,094.	2,224.	
20 Interest	3,701.		3,701.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	49,593.		49,593.	
23 Insurance	101,315.		101,315.	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a MEMBER DEV'T & RETENTION	1,179,334.	1,179,334.		
b JOINT FUNDRAISING- SOP 98-2	336,700.	336,700.		
c EDUC, ENVIRON & HEALTH PRGRM	1,394,477.	1,394,477.		
d OTHER EXPENSES	16,321.	2,518.	13,803.	
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	7,339,866.	5,794,511.	1,545,355.	
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☒ if following SOP 98-2 (ASC 958-720)	336,700.	336,700.		

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	773.	1	465.
	2 Savings and temporary cash investments	12,232,851.	2	13,668,527.
	3 Pledges and grants receivable, net	194,935.	3	0
	4 Accounts receivable, net	1,275,884.	4	199,141.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	5	0
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	476,391.	8	594,979.
	9 Prepaid expenses and deferred charges	22,498.	9	45,332.
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a 1,608,089.		
	b Less: accumulated depreciation	10b 1,575,994.		
		80,984.	10c	32,095.
	11 Investments - publicly traded securities	7,692,305.	11	5,439,136.
	12 Investments - other securities. See Part IV, line 11	0	12	0
	13 Investments - program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
15 Other assets. See Part IV, line 11	120,517.	15	215,991.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	22,097,138.	16	20,195,666.	
Liabilities	17 Accounts payable and accrued expenses	1,643,127.	17	91,225.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0	21	0
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	67,506.	23	22,497.
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 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	0	25	0
	26 Total liabilities. Add lines 17 through 25	1,710,633.	26	113,722.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	15,260,137.	27	15,187,537.
	28 Temporarily restricted net assets	4,776,368.	28	4,544,407.
	29 Permanently restricted net assets	350,000.	29	350,000.
	Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	20,386,505.	33	20,081,944.
	34 Total liabilities and net assets/fund balances.	22,097,138.	34	20,195,666.

Form 990 (2012)

Part XI Reconciliation of Net AssetsCheck 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	6,914,152.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,339,866.
3	Revenue less expenses. Subtract line 2 from line 1	3	-425,714.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,386,505.
5	Net unrealized gains (losses) on investments	5	121,153.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	20,081,944.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	2a	X
b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: ☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	2c	X
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?	3a	X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

Form **990** (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

TELECOMPIONEERS

Employer identification number

16-1634095

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? ☐

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

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")	7,604,169	9,159,100	8,011,199	6,260,453	4,476,622	35,511,543
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	7,604,169	9,159,100	8,011,199	6,260,453	4,476,622	35,511,543
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).						6,792,781
6 Public support. Subtract line 5 from line 4						28,718,762

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	7,604,169	9,159,100	8,011,199	6,260,453	4,476,622	35,511,543
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	542,769	595,796	264,087	234,795	217,502	1,854,949
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
11 Total support. Add lines 7 through 10						37,366,492
12 Gross receipts from related activities, etc. (see instructions)					12	6,084,911
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	76.86%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	78.42%
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 section 501(c)(3) organization, check this box and stop here. ☐						

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).

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

TELECOMPIONEERS

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Employer identification number

16-1634095

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ 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 education)	☐ Preservation of an historically important land area
☐ Protection of natural habitat	☐ Preservation of a certified historic structure
☐ Preservation of open space	

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

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

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

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

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

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

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

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

9 In Part XIII, 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 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

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

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

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

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

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2012

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

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

a ☐ Public exhibition
b ☐ Scholarly research

c ☐ Preservation for future generations

d ☐ Loan or exchange programs
e ☐ Other _____

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

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 XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	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 XIII. Check here if the explanation has been provided in Part XIII. ☐ Yes ☐ No

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	5,126,368.	5,177,649.	5,066,242.	3,192,262.	3,468,527.
b Contributions	470,404.	2,076,988.	1,414,378.	3,080,613.	1,428,448.
c Net investment earnings, gains, and losses	214,484.	-62,861.	307,132.	15,706.	
d Grants or scholarships	503,414.		10,000.		
e Other expenditures for facilities and programs	413,435.	1,902,780.	1,397,326.	919,439.	1,064,713.
f Administrative expenses		162,405.	203,000.	302,900.	640,000.
g End of year balance	4,894,407.	5,126,591.	5,177,426.	5,066,242.	3,192,262.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ _____ %

b Permanent endowment ▶ 7.1500 %

c Temporarily restricted endowment ▶ 92.8500 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII 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		21,598.	21,598.	
d Equipment		601,259.	589,095.	12,164.
e Other		985,232.	965,301.	19,931.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c)				32,095.

Schedule D (Form 990) 2012

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		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must 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
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
Total. (Column (b) must 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
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
(11) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	

2. FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	8,353,863.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	121,153.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	1,318,558.
e	Add lines 2a through 2d	2e	1,439,711.
3	Subtract line 2e from line 1	3	6,914,152.
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 XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	6,914,152.

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

1	Total expenses and losses per audited financial statements	1	8,658,424.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	1,318,558.
e	Add lines 2a through 2d	2e	1,318,558.
3	Subtract line 2e from line 1	3	7,339,866.
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 XIII.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	7,339,866.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

ENDOWMENT FUND PURPOSE

SCHEDULE D, PART V, QUESTION 4

TELECOMPIONEERS HAS THREE PERMANENT ENDOWMENTS, THE INCOME OF WHICH IS TO BE USED ONLY FOR THE BENEFIT OF RECIPIENTS IN THE BELL SOUTH PIONEERS FLORIDA AREA, CHILDREN IN ARIZONA, AND FOR PROGRAMS OF THE SOUTH TEXAS CHAPTER OF TELECOMPIONEERS. MOST OF THE TERM ENDOWMENT RESULTS FROM A CONTRIBUTION FROM THE PIONEERS FOUNDATION (LATER DISSOLVED). UNTIL 2024 UP TO \$30,000 OF EARNINGS MAY BE SPENT ON ADMINISTRATION AND 80% OF THE ADDITIONAL EARNINGS MAY BE USED TO SUPPORT EDUCATIONAL OR CHARITABLE ACTIVITIES. IN 2024, WITH APPROVAL OF 2/3 OF THE GENERAL ASSEMBLY (OR EQUIVALENT) THE PRINCIPAL MAY BE USED TO SUPPORT GENERAL ACTIVITIES. ADDITIONAL TEMPORARILY RESTRICTED NET ASSETS ARE AVAILABLE TO SUPPORT THE PROGRAMS OF TELECOMPIONEERS.

PRIOR YEAR ENDOWMENTS

PART V, COLUMN B

THE PRIOR YEAR COLUMNS HAVE BEEN ADJUSTED TO REFLECT CONTRIBUTIONS AND RELEASES PER THE 2012 AUDITED FINANCIAL STATEMENTS.

OTHER REVENUE ON BOOKS, NOT ON RETURN

SCHEDULE D, PART XI, LINE 2D

TELECOMPIONEERS CHARITABLE FOUNDATION REVENUE	905,310
SPECIAL EVENT EXPENSES RECLASSIFIED AS REVENUE	413,248
TOTAL	1,318,558

Part XIII Supplemental Information (continued)

OTHER EXPENSES ON BOOKS, NOT ON RETURN

SCHEDULE D, PART XII, LINE 2D

TELECOMPIONEERS CHARITABLE FOUNDATION REVENUE	905,310
SPECIAL EVENT EXPENSES RECLASSIFIED AS REVENUE	413,248
TOTAL	1,318,558

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

- Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

Name of the organization

Employer identification number

TELECOMPIONEERS

16-1634095

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e g , fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) NORTH AMERICA			FUNDRAISING		27,271.
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total,					27,271
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					27,271

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2012

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter.

3 Enter total number of other organizations or entities

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Schedule F (Form 990) 2012

Part IV Foreign Forms

- 1 Was the organization a US transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a US Transferor of Property to a Foreign Corporation (see Instructions for Form 926). ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a US Owner (see Instructions for Forms 3520 and 3520-A). ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of US Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471). ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621). ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of US Persons With Respect To Certain Foreign Partnerships (see Instructions for Form 8865). ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713). ☐ Yes ☒ No

Schedule F (Form 990) 2012

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

TELECOMPIONEERS

**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

OMB No 1545-0047

2012

Open to Public
Inspection

Employer identification number

16-1634095

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.
Form 990-EZ filers are not required to complete this part.

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

- | | |
|--|---|
| a ☐ Mail solicitations | e ☐ Solicitation of non-government grants |
| b ☐ Internet and email solicitations | f ☐ Solicitation of government grants |
| c ☐ Phone solicitations | g ☐ Special fundraising events |
| d ☐ 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.

(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			
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Total

3 List all states in which the organization is registered or licensed to solicit contributions 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 AMUSEMENT PARKS (event type)	(b) Event #2 GOLF TOURNEY (event type)	(c) Other events 35. (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	226,068.	303,481.	1,270,626.	1,800,175.
	2 Less Contributions		82,229.		82,229.
	3 Gross income (line 1 minus line 2).	226,068.	221,252.	1,270,626.	1,717,946.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes	117.	18,351.		18,468.
	6 Rent/facility costs		26,110.		26,110.
	7 Food and beverages	71.	19,124.		19,195.
	8 Entertainment		600.		600.
	9 Other direct expenses	235,807.	73,334.	187,989.	497,130.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(561,503.)
	11 Net income summary. Combine line 3, column (d), and line 10				1,156,443.

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			123,017.	123,017.
	2 Cash prizes			21,777.	21,777.
Direct Expenses	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses			3,992.	3,992.
	6 Volunteer labor	☐ Yes _____ % ☐ No	☐ Yes _____ % ☐ No	☒ Yes 100.0000 % ☐ No	
	7 Direct expense summary. Add lines 2 through 5 in column (d)				(25,769.)
	8 Net gaming income summary. Combine line 1, column d, and line 7				97,248.

9 Enter the state(s) in which the organization operates gaming activities: SEE SUPPLEMENTAL PAGE

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☒ No

b If "No," explain: _____

10 a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☒ No

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☒ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☒ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|------------|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | 100.0000 % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ CHARLENE HILL

Address ▶ 1801 CALIFORNIA STREET, STE 4400 DENVER, CO 80202

- 15 a** 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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanation 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).

PART III, QUESTION 9B

GAMING LICENSES

NO LICENSES FOR GAMING ARE REQUIRED IN THE STATES OF AZ, OK, MO, OR TX.

IN ALL OF THE OTHER STATES, THE INDIVIDUAL CHAPTERS OF TELECOMPIONEERS

RUNNING THE GAMING ACTIVITY ARE RESPONSIBLE FOR OBTAINING THE REQUIRED

LICENSES.

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15 a** 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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanation 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).

PART III, QUESTION 16

GAMING MANAGERS

GAMING ACTIVITY IS MANAGED BY INDIVIDUAL CHAPTERS WITHIN TELECOMPIONEERS.

GAMING MANAGER INFORMATION IS AVAILABLE UPON REQUEST FOR EACH GAMING ACTIVITY THAT HAS OCCURRED DURING THE YEAR. NO COMPENSATION IS PROVIDED TO GAMING MANAGERS AS THEY ARE ALL VOLUNTEERS.

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15 a 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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanation 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).

PART III, QUESTION 17

GAMING LICENSES

ALL PROCEEDS FROM GAMING ACTIVITIES ARE EITHER DISTRIBUTED TO OTHER

EXEMPT ORGANIZATIONS OR SPENT IN THE ORGANIZATION'S OWN EXEMPT ACTIVITIES

DURING THE TAX YEAR.

- 11** Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13** Indicate the percentage of gaming activity operated in
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records.

Name ▶ _____

Address ▶ _____

- 15 a** 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 to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanation 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).

SCHEDULE G, PART III-STATES IN WHICH ORG. OPERATES GAMING ACTIVITIES

AZ, CA, CT, FL, IL, LA, ME, MI, MN, MO, NH, NJ, NY, OH, OK, OR, PA, SD, TX, VA, WI,

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service
Name of the organization

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.

OMB No 1545-0047

2012

Open to Public
Inspection

TELECOMPIONEERS

Employer identification number

16-1634095

Part I General Information on Grants and Assistance

- 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
- 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. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1)	CHRISTUS FOUNDATION S-B 1 SAINT MARY PL SHREVEPORT, LA 71101	72-1219280	501(C)(3)	35,700				OPERATIONAL SUPPORT
(2)	FOOD BANK OF NEW YORK 39 BROADWAY, 10TH FLOOR NEW YORK, NY 10006	13-3179546	501(C)(3)	27,000				FOOD DRIVE
(3)	THE SALVATION ARMY PO BOX 1427 ALEXANDRIA, VA 22313	13-2923701	501(C)(3)	25,666				OPERATIONAL SUPPORT
(4)	AMERICAN CANCER SOCIETY EASTERN DIVISION NEW YORK, NY 10019	16-0743902	501(C)(3)	24,979				OPERATIONAL SUPPORT
(5)	LSU HEALTH FOUNDATION 1501 KINGS HWY BOX 105 SHREVEPORT, LA 71103	72-1402222	501(C)(3)	22,000				OPERATIONAL SUPPORT
(6)	LEUKEMIA & LYMPHOMA SOCIETY 1311 MAMARONECK AVE WHITE PLAINS, NY 10605	13-5644916	501(C)(3)	21,215				OPERATIONAL SUPPORT
(7)	CITY OF LAKE STATION 2500 PIKE STREET LAKE STATION, IN 46405	35-6001012	501(C)(3)	18,000				NEW PLAYGROUND EQUIP
(8)	TOWN OF GRIFFITH 111 NORTH BROAD ST GRIFFITH, IN 46319	35-6001051	501(C)(3)	17,000				OPERATIONAL SUPPORT
(9)	SHRINERS HOSPITAL FOR CHILDREN PO BOX 31356 TAMPA, FL 33631	36-2193608	501(C)(3)	15,401				OPERATIONAL SUPPORT
(10)	RONALD MCDONALD HOUSE 825 SW BUCHANAN TOPEKA, KS 66606	48-1022967	501(C)(3)	12,625				OPERATIONAL SUPPORT
(11)	MEALS ON WHEELS 2701 SW EAST CIRCLE DR TOPEKA, KS 66606	48-0792685	501(C)(3)	11,920				OPERATIONAL SUPPORT
(12)	AMERICAN RED CROSS 2025 E ST WASHINGTON, DC 20006	53-0196605	501(C)(3)	11,686				OPERATIONAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

JSA

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4746 AMENDED

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

TELECOMPIONEERS

Employer identification number

16-1634095

Part I General Information on Grants and Assistance

- 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
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. ☒ Yes ☐ No

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. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1) LINKS FOR LIFE	1706 CHESTER AVE BAKERSFIELD, CA 93301	93-1086003	501(C)(3)	10,500				OPERATIONAL SUPPORT
(2) LAKESHORE FOUNDATION	4000 RIDGEWAY DRIVE BIRMINGHAM, AL 35209	63-0288847	501(C)(3)	10,300				OPERATIONAL SUPPORT
(3) SECOND HARVEST	1140 GERVAS AVE ST. PAUL, MN 55109	23-7417654	501(C)(3)	10,205				FOOD DRIVE
(4) KIDS CANCER ALLIANCE	455 SOUTH FOURTH ST LOUISVILLE, KY 40202	61-1256743	501(C)(3)	9,500				OPERATIONAL SUPPORT
(5) MARCH OF DIMES	1275 MARAONECK AVE WHITE PLAINS, NY 10605	13-1846366	501(C)(3)	8,937				OPERATIONAL SUPPORT
(6) BOYS & GIRLS CLUB OF AMERICA	PO BOX 2793 ORANGEBURG, SC 29116	57-0834510	501(C)(3)	8,900				OPERATIONAL SUPPORT
(7) SPECIAL OLYMPICS	1133 19TH ST WASHINGTON, DC 20036	52-0889518	501(C)(3)	8,475				OPERATIONAL SUPPORT
(8) JUNIOR ACHIEVEMENT	ONE EDUCATION WAY COLO SPGS, CO 80906	84-1267604	501(C)(3)	8,396				OPERATIONAL SUPPORT
(9) MINNESOTA ASSISTANCE COUNCIL OF VETERANS	360 ROBERT STREET NORTH ST PAUL, MN 55101	41-1694717	501(C)(3)	8,225				OPERATIONAL SUPPORT
(10) USO	2111 WILSON BLVD ARLINGTON, VA 22201	13-1610451	501(C)(3)	7,895				OPERATIONAL SUPPORT
(11) AMERICAN LEGION	700 N PENNSYLVANIA INDIANAPOLIS, IN 46204	35-0144250	501(C)(3)	7,539				OPERATIONAL SUPPORT
(12) WOUNDED WARRIOR PROJECT	4899 BELFORT ROAD JACKSONVILLE, FL 32256	20-2370934	501(C)(3)	7,496				OPERATIONAL SUPPORT

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

JSA

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**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.

Department of the Treasury
Internal Revenue Service

Name of the organization

TELECOMPIONEERS

Employer identification number

16-1634095

OMB No 1545-0047

2012

**Open to Public
Inspection**

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. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1)	AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVENUE DALLAS, TX 75231	13-5613797	501(C)(3)	7,160				OPERATIONAL SUPPORT
(2)	UNITED WAY 701 N FAIRFAX ST ALEXANDRIA, VA 22314	13-1635294	501(C)(3)	7,140				OPERATIONAL SUPPORT
(3)	MORRISTOWN NEIGHBORHOOD HOUSE 12 FLAGLER ST MORRISTOWN, NJ 07960	22-1487584	501(C)(3)	7,000				OPERATIONAL SUPPORT
(4)	REGIONAL FOOD BANK PO BOX 270968 OKLAHOMA CITY, OK 73137	42-1589809	501(C)(3)	6,500				OPERATIONAL SUPPORT
(5)	THE HUMANE SOCIETY 1013 TRI-VIEW AVENUE SIOUX CITY, IA 51103	42-6000336	501(C)(3)	6,125				OPERATIONAL SUPPORT
(6)	BIG BROTHER BIG SISTERS 230 N 13TH ST PHILADELPHIA, PA 19107	23-1365190	501(C)(3)	6,113				OPERATIONAL SUPPORT
(7)	YMCA CAMP FULLER 222 RICHMOND ST PROVIDENCE, RI 02903	05-0258878	501(C)(3)	6,000				OPERATIONAL SUPPORT
(8)	ARIZONA BURN FOUNDATION, INC PO BOX 1329 PHOENIX, AZ 85001	86-0207519	501(C)(3)	6,000				OPERATIONAL SUPPORT
(9)	BREATHS ACROSS AMERICA PO BOX 249 COLUMBIA FALLS, ME 04623	20-8362270	501(C)(3)	5,620				OPERATIONAL SUPPORT
(10)	MULTIPLE SCLEROSIS SOCIETY 733 THIRD AVENUE NEW YORK, NY 10017	13-5661935	501(C)(3)	5,493				OPERATIONAL SUPPORT
(11)	THE FISHER HOUSE (FOUNDATION) 111 ROCKVILLE PIKE ROCKVILLE, MD 20850	11-3158401	501(C)(3)	5,350				OPERATIONAL SUPPORT
(12)	AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD ST ALEXANDRIA, VA 22311	13-1623888	501(C)(3)	5,260				OPERATIONAL SUPPORT

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

JSA

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4746 AMENDED

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.

Department of the Treasury
Internal Revenue Service
Name of the organization
TELECOMPIONEERS

OMB No. 1545-0047

2012

Open to Public
Inspection

Employer identification number
16-1634095

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. Part II can be duplicated if additional space is needed.

1	(a) Name and address of organization or government	(b) EIN	(c) IRC 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
(1)	ARKANSAS FOOD BANK NETWORK 4301 WEST 65TH ST LITTLE ROCK, AR 72209	71-0596734	501(C)(3)	5,200				OPERATIONAL SUPPORT
(2)								
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 37
- 3 Enter total number of other organizations listed in the line 1 table 37

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Part III can be duplicated 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 SCHOLARSHIPS	125	105,100.			
2					
3					
4					
5					
6					
7					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, QUESTION 2

PROCEDURE FOR MONITORING USE OF GRANT FUNDS IN THE U.S.

SCHOLARSHIPS ARE AWARDED DIRECTLY TO UNIVERSITIES. THE UNIVERSITIES

ASSUME THE RESPONSIBILITY FOR ADMINISTERING THE SCHOLARSHIP FUNDS TO

QUALIFIED STUDENTS.

ALL OTHER GRANT FUNDS ARE SPECIFIED FOR USES WHICH ARE IN ACCORDANCE WITH

TELECOMPIONEER'S MISSION AND THUS NO MONITORING IS REQUIRED.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No 1545-0047

2012

Open To Public Inspection

Name of the organization
TELECOMPIONEERS

Employer identification number
16-1634095

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		1,909.	FAIR MARKET VALUE
5 Clothing and household goods	X		59,166.	THRIFT VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	39.	8,158.	FAIR MARKET VALUE
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (ATCH 1)		13.	1,401.	
26 Other ▶ ()				
27 Other ▶ ()				
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

ATTACHMENT 1SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
PROJECT MATERIALS	X	12.	751.	FAIR MARKET VALUE
GIFT CARDS	X	1.	650.	FAIR MARKET VALUE
TOTALS		<u>13.</u>	<u>1,401.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

TELECOMPIONEERS

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

16-1634095

CLASSES OF MEMBERS OR STOCKHOLDERS

FORM 990, PART VI, QUESTION 6

TELECOMPIONEERS HAS 620,000 MEMBERS WHO ARE CURRENT OR RETIRED TELECOM
INDUSTRY EMPLOYEES.

MEMBERS OR STOCKHOLDERS WHO CAN ELECT MEMBERS OF THE GOVERNING BODY

FORM 990, PART VI, QUESTION 7A & 7B

MEMBERS ELECT GROUP VICE PRESIDENTS WHO SERVE ON THE BOARD. DELEGATES
MUST VOTE ON ANY BY-LAW CHANGES.

PROCESS TO REVIEW THE FORM 990

FORM 990, PART VI, QUESTION 11B

THE FORM 990 IS PREPARED BY A THIRD PARTY. A REVIEW OF THE FORM 990 IS
CONDUCTED BY THE EXECUTIVE DIRECTOR, THE FINANCIAL MANAGEMENT COMMITTEE
AND THE BOARD OF DIRECTORS FOR APPROVAL PRIOR TO FILING WITH THE IRS.

PROCESS FOR MONITORING COMPLIANCE WITH CONFLICT OF INTEREST POLICY

FORM 990, PART VI, QUESTION 12C

EACH BOARD MEMBER COMPLETES AND SIGNS A CONFLICT OF INTEREST STATEMENT
ANNUALLY. ANY KNOW OR SUSPECTED CONFLICT OF INTEREST IS BROUGHT TO THE
ATTENTION OF THE BOARD OF DIRECTORS FOR THEIR REVIEW. IF A CONFLICT OF
INTEREST EXISTS, THE DIRECTORS AND/OR OFFICERS DO NOT PARTICIPATE IN THE
DECISION RELATED TO THE CONFLICT.

Name of the organization

TELECOMPIONEERS

Employer identification number

16-1634095

REVIEW OF CEO OR TOP MGMT OFFICIAL COMPENSATION

FORM 990, PART VI, QUESTION 15A

IN 2010, A REVIEW OF EXECUTIVE COMPENSATION WAS PERFORMED BY AN OUTSIDE, INDEPENDENT EMPLOYERS' COUNCIL. THESE RESULTS WERE THEN REVIEWED BY THE HUMAN RESOURCE COMMITTEE WHOSE RECOMMENDATIONS WERE THEN PRESENTED TO THE BOARD OF DIRECTORS FOR THEIR APPROVAL.

REVIEW OF OTHER OFFICER OR KEY EMPLOYEES COMPENSATION

FORM 990, PART VI, QUESTION 15B

IN 2009, AN INDEPENDENT COMPENSATION STUDY WAS COMPLETED TO ENSURE OUR EXECUTIVE SALARIES WERE IN LINE WITH SIMILAR ORGANIZATIONS. AN ANNUAL REVIEW IS PERFORMED BY THE BOARD OF DIRECTORS TO DETERMINE THE COMPENSATION OF OTHER OFFICERS AND KEY EMPLOYEES. THE COMPENSATION FOR STEVE KOHN IS FUNDED BY A GRANT FROM VERIZON AND VERIZON ASSUMES RESPONSIBILITY FOR THE DETERMINATION AND REASONABLENESS OF HIS SALARY.

PUBLIC DISCLOSURE OF DOCUMENTS

FORM 990, PART VI, QUESTION 19

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE MADE AVAILABLE TO THE PUBLIC UPON REQUEST.

SIGNIFICANT CHANGES TO GOVERNING DOCUMENTS

PART VI, QUESTION 4

THE BY-LAWS OF TELECOMPIONEERS WERE AMENDED IN 2012 TO INCLUDE CHAIR, VICE CHAIR, EXECUTIVE DIRECTOR, SECRETARY AND TREASURER AS OFFICERS OF THE CORPORATION. ADDITIONALLY, THE BY-LAWS WERE AMENDED TO INCREASE THE

Name of the organization TELECOMPIONEERS	Employer identification number 16-1634095
---	--

MAXIMUM NUMBER OF BOARD MEMBERS.

990 AMENDED RETURN

FORM 990

THIS RETURN IS BEING AMENDED TO REFLECT THE 2012 AUDITED FINANCIAL
STATEMENTS INCLUDING CHANGES TO THE:

- STATEMENT OF REVENUE
- STATEMENT OF FUNCTIONAL EXPENSES
- BALANCE SHEET
- SCHEDULE A
- SCHEDULE D
- SCHEDULE G

ATTACHMENT 1

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
DIVIDENDS & INTEREST	217,502.			217,502.
TOTALS	<u>217,502.</u>			<u>217,502.</u>

ATTACHMENT 2

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
GOLF TOURNEY	82,229.
TOTAL	<u>82,229.</u>

Name of the organization TELECOMPIONEERS	Employer identification number 16-1634095
---	--

ATTACHMENT 3FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
AMUSEMENT PARKS	226,068.	235,995.	-9,927.
GOLF TOURNEY	221,252.	137,519.	83,733.
MISCELLANEOUS FUNDRAISERS	1,270,626.	187,989.	1,082,637.
TOTALS	<u>1,717,946.</u>	<u>561,503.</u>	<u>1,156,443.</u>

ATTACHMENT 4FORM 990, PART VIII - GAMING ACTIVITIES

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
OTHER GAMING	123,017.	25,769.	97,248.
TOTALS	<u>123,017.</u>	<u>25,769.</u>	<u>97,248.</u>

ATTACHMENT 5FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	415,456.
INVENTORY AT BEGINNING OF YEAR	476,391.
PURCHASES	486,142.
SALARIES AND WAGES	
OTHER COSTS	
SUBTOTAL	<u>962,533.</u>
MINUS ENDING INVENTORY	594,979.
COST OF GOODS SOLD	<u>367,554.</u>

Name of the organization

Employer identification number

TELECOMPIONEERS

16-1634095

ATTACHMENT 6

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
EQUITY SECURITIES	2,583,382.	2,250,815.	FMV
FIXED INCOME SECURITIES	2,394,819.	1,982,134.	FMV
CERTIFICATES OF DEPOSIT IN			
EXCESS OF ONE YEAR MATURITY	2,687,550.	1,180,941.	FMV
OTHER INVESTMENTS	26,554.	25,246.	FMV
TOTALS	<u>7,692,305.</u>	<u>5,439,136.</u>	

SCHEDULE R
(Form 990)Department of the Treasury
Internal Revenue Service**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012Open to Public
Inspection

Name of the organization

TELECOMPIONEERS

Employer identification number

16-1634095

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?
(1) TELECOMPIONEERS CHARITABLE FOUNDATION 84-1672030 1801 CALIFORNIA ST, STE 4400 DENVER, CO 80202	FUNDRAISING	CO	501 (C) (3)	LINE 7	TELECOMP.	X
(2) -----						
(3) -----						
(4) -----						
(5) -----						
(6) -----						
(7) -----						

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2012

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			
(1) _____											
(2) _____											
(3) _____											
(4) _____											
(5) _____											
(6) _____											
(7) _____											

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percen- tage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) _____									
(2) _____									
(3) _____									
(4) _____									
(5) _____									
(6) _____									
(7) _____									

Schedule R (Form 990) 2012

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.		Yes	No
1	During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a	Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity	1a	X
b	Gift, grant, or capital contribution to related organization(s)	1b	X
c	Gift, grant, or capital contribution from related organization(s)	1c	X
d	Loans or loan guarantees to or for related organization(s)	1d	X
e	Loans or loan guarantees by related organization(s)	1e	X
f	Dividends from related organization(s)	1f	
g	Sale of assets to related organization(s)	1g	X
h	Purchase of assets from related organization(s)	1h	X
i	Exchange of assets with related organization(s)	1i	X
j	Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k	Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l	Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m	Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o	Sharing of paid employees with related organization(s)	1o	X
p	Reimbursement paid to related organization(s) for expenses	1p	X
q	Reimbursement paid by related organization(s) for expenses	1q	X
r	Other transfer of cash or property to related organization(s)	1r	X
s	Other transfer of cash or property from related organization(s)	1s	X

If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)	TELECOMPIONEERS CHARITABLE FOUNDATION	C	1,458,931.	CASH TRANSFER
(2)	TELECOMPIONEERS CHARITABLE FOUNDATION	D	200,791.	BOOK VALUE
(3)	TELECOMPIONEERS CHARITABLE FOUNDATION	L	336,700.	ALLOC OF EXP
(4)	TELECOMPIONEERS CHARITABLE FOUNDATION	N	54,516.	ALLOC OF EXP
(5)				
(6)				

Schedule R (Form 990) 2012

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) _____													
(2) _____													
(3) _____													
(4) _____													
(5) _____													
(6) _____													
(7) _____													
(8) _____													
(9) _____													
(10) _____													
(11) _____													
(12) _____													
(13) _____													
(14) _____													
(15) _____													
(16) _____													

Schedule R (Form 990) 2012

Part VII **Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).