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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No 1545-0047

2012**Open to Public Inspection****A For the 2012 calendar year, or tax year beginning****and ending****B** Check if applicable

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

C Name of organization**ALLIANCE FOR CHILDREN AND FAMILIES, INC.****Doing Business As****Number and street (or P.O. box if mail is not delivered to street address) Room/suite**
11700 WEST LAKE PARK DRIVE**City, town, or post office, state, and ZIP code**
MILWAUKEE, WI 53224**F Name and address of principal officer.** **SUSAN N. DREYFUS**
SAME AS C ABOVE**D Employer identification number****39-1709925****E Telephone number****414-359-1040****G Gross receipts \$** **5,940,360.****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)

H(c) Group exemption number ▶**I Tax-exempt status:** ☒ 501(c)(3) ☐ 501(c) () (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** ▶ **WWW.ALLIANCE1.ORG****K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation:** **1992** **M State of legal domicile:** **DE****Part I Summary****1** Briefly describe the organization's mission or most significant activities: **THE ALLIANCE FOR CHILDREN AND FAMILIES, INC. MISSION IS TO STRENGTHEN THE CAPACITIES AND INFLUENCE****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** **33****4** Number of independent voting members of the governing body (Part VI, line 1b)**4** **33****5** Total number of individuals employed in calendar year 2012 (Part V, line 2a)**5** **0****6** Total number of volunteers (estimate if necessary)**6** **33****7a** Total unrelated business revenue from Part VIII, column (C), line 12**7a** **1,559,154.****b** Net unrelated business taxable income from Form 990-T, line 34**7b** **-220,756.****8** Contributions and grants (Part VIII, line 1h)

Prior Year	Current Year
9,211,398.	3,091,442.

9 Program service revenue (Part VIII, line 2g)**9** **752,270.** **826,196.****10** Investment income (Part VIII, column (A), lines 3, 4, and 7d)**10** **53,506.** **78,603.****11** Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)**11** **1,766,475.** **1,793,265.****12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)**12** **15,783,649.** **5,789,506.****13** Grants and similar amounts paid (Part IX, column (A), lines 1-3)**13** **2,939,765.** **871,226.****14** Benefits paid to or for members (Part IX, column (A), line 4)**14** **0.** **0.****15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-12)**15** **3,783,664.** **3,635,109.****16a** Professional fundraising fees (Part IX, column (A), line 11e)**16a** **0.** **0.****b** Total fundraising expenses (Part IX, column (D), line 25) ▶**315,092.****17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)**17** **2,372,192.** **2,791,612.****18** Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)**18** **9,095,621.** **7,297,947.****19** Revenue less expenses. Subtract line 18 from line 12**19** **2,688,028.** **-1,508,441.****20** Total assets (Part X, line 16)

Beginning of Current Year	End of Year
9,868,681.	7,769,009.

21 Total liabilities (Part X, line 26)**21** **3,385,029.** **2,726,907.****22** Net assets or fund balances. Subtract line 21 from line 20**22** **6,483,652.** **5,042,102.****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** **JOHN R. SCHMIDT, CFO/COO** **Date** **10/23/13**

▶ **Type or print name and title**

Paid Preparer Use Only

Print/Type preparer's name **TROY E. MARINE, CPA** **Preparer's signature** **Troy E. Marine, CPA** **Date** **10/16/13** **Check if self-employed** ☐ **PTIN** **P00187863**

Firm's name ▶ **BAKER TILLY VIRCHOW KRAUSE, LLP** **Firm's EIN** ▶ **39-0859910**

Firm's address ▶ **777 E WISCONSIN AVENUE, 32ND FLOOR** **Phone no.** **(414) 777-5500**

MILWAUKEE, WI 53202

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

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

☒ X**1** Briefly describe the organization's mission:

THE ALLIANCE FOR CHILDREN AND FAMILIES MISSION IS TO STRENGTHEN THE CAPACITIES AND INFLUENCE OF OUR NATIONAL NETWORK OF HIGH-IMPACT NONPROFIT HUMAN-SERVING ORGANIZATIONS SO THAT TOGETHER WE MAY PURSUE OUR VISION OF A HEALTHY SOCIETY AND STRONG COMMUNITIES FOR ALL

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 \$ 4,478,208. including grants of \$ 831,226.) (Revenue \$ 678,408.)
 MEMBER SERVICES TO MORE THAN 300 MEMBER AGENCIES REPRESENTING CHILD AND FAMILY SERVICES ORGANIZATIONS THROUGH THE UNITED STATES AND CANADA. ALLIANCE MEMBERS SERVE APPROXIMATELY 3 MILLION INDIVIDUALS EACH YEAR IN MORE THAN 8,000 COMMUNITIES, PROVIDING A VAST ARRAY OF SERVICES. ALLIANCE PROVIDES PEER NETWORKING, TIMELY, USEFUL INFORMATION AND VALUABLE TOOLS AND TECHNIQUES TO THEIR MEMBER AGENCIES.

4b (Code) (Expenses \$ 866,585. including grants of \$ 40,000.) (Revenue \$)
 NATIONAL ADVOCACY EFFORT REPRESENTING THE POLICY INTERESTS OF ALL MEMBERS TO FEDERAL AND STATE LEGISLATURES, THE ADMINISTRATION, AND OTHER ORGANIZATIONS.

4c (Code) (Expenses \$ 247,158. including grants of \$) (Revenue \$ 289,974.)
 PUBLICATION OF "FAMILIES IN SOCIETY", WHICH IS INTENDED TO PROVIDE INFORMATION TO THE FIELDS OF EDUCATION AND COMMUNICATION RELATING TO FAMILY ISSUES. PUBLICATION TO MEMBERS TITLED "THE ALLIANCE FOR CHILDREN & FAMILIES MAGAZINE" INFORMING THEM ON ISSUES ON SERVICING AND ADVOCATING FOR CHILDREN, FAMILIES AND COMMUNITIES.

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

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

4e Total program service expenses **5,591,951.**

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)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	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? <i>If "Yes," complete Schedule C, Part I</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? <i>If "Yes," complete Schedule C, Part II</i>	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? <i>If "Yes," complete Schedule C, Part III</i>	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? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	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? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	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? <i>If "Yes," complete Schedule D, Part VI</i>	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? <i>If "Yes," complete Schedule D, Part VII</i>	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? <i>If "Yes," complete Schedule D, Part VIII</i>	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? <i>If "Yes," complete Schedule D, Part IX</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	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)? <i>If "Yes," complete Schedule D, Part X</i>	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	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? <i>If "Yes," complete Schedule F, Parts I and IV</i>	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? <i>If "Yes," complete Schedule F, Parts II and IV</i>	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? <i>If "Yes," complete Schedule F, Parts III and IV</i>	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? <i>If "Yes," complete Schedule G, Part I</i>	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? <i>If "Yes," complete Schedule G, Part II</i>	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	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>	21 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>	22	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>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
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?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a 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>	25a	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>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest 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>	26	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>	27	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>	28a	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>	28b	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>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	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>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31	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>	32	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>	33	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>	34 X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a 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>	35b 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>	36	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>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	38 X	

Note. All Form 990 filers are required to complete Schedule O

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.	76	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
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.	0	
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? 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?	X	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	X	
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)?		X
4b	If "Yes," enter the name of the foreign country: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13a	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	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.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Form 990 (2012)

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

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

☒**Section A. Governing Body and Management**

	1a	1b	2	3	4	5	6	7a	7b	8a	8b	9
1a Enter the number of voting members of the governing body at the end of the tax year 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.	33											
b Enter the number of voting members included in line 1a, above, who are independent		33										
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?			X									
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?												
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?												
5 Did the organization become aware during the year of a significant diversion of the organization's assets?												
6 Did the organization have members or stockholders?												
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?												
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?												
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:												
a The governing body?												
b Each committee with authority to act on behalf of the governing body?												
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												

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

	10a	10b	11a	12a	12b	12c	13	14	15a	15b	16a	16b
10a Did the organization have local chapters, branches, or affiliates?												
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?												
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?			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				X								
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?				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						X						
13 Did the organization have a written whistleblower policy?						X						
14 Did the organization have a written document retention and destruction policy?						X						
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?												
a The organization's CEO, Executive Director, or top management official									X			
b Other officers or key employees of the organization									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?											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?												

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed: **WI**

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: **FAMILIES INTERNATIONAL, INC. - 414-359-1040**
11700 WEST LAKE PARK DRIVE, MILWAUKEE, WI 53224

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 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) ANDREW VANCHIERE BOARD MEMBER	0.50	X						0.	0.	0.
(2) ANGELE MARIE PARKER, PH.D. BOARD MEMBER	0.50	X						0.	0.	0.
(3) ANSELMO VILLARREAL BOARD MEMBER	0.50	X						0.	0.	0.
(4) BARBARA BRIZZLE BOARD MEMBER	0.50	X						0.	0.	0.
(5) BRIAN CARROLL BOARD MEMBER	0.50	X						0.	0.	0.
(6) CYNTHIA FRIAUF BOARD MEMBER	0.50	X						0.	0.	0.
(7) DENNIS M. RICHARDSON CHAIR OF THE BOARD	0.50	X		X				0.	0.	0.
(8) DONALD E. LORTON BOARD MEMBER	0.50	X						0.	0.	0.
(9) FATHER STEVEN BOES, M.S. VICE-CHAIR OF THE BOARD	0.50	X		X				0.	0.	0.
(10) FRED WAHRlich BOARD MEMBER	0.50	X						0.	0.	0.
(11) G. DENISE CROSS BOARD MEMBER	0.50	X						0.	0.	0.
(12) GREGORY M. COY BOARD MEMBER	0.50	X						0.	0.	0.
(13) HEATHER L. FELTMAN BOARD MEMBER	0.50	X		X				0.	0.	0.
(14) JACK DOWNEY BOARD MEMBER	0.50	X						0.	0.	0.
(15) JEREMY KOHOMBAN, PH.D. BOARD MEMBER	0.50	X						0.	0.	0.
(16) JEROLD GRUEBEL, PH.D. BOARD MEMBER	0.50	X						0.	0.	0.
(17) JERRY FRIEDMAN BOARD MEMBER	0.50	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 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			
(18) JON MATSUOKA, PH.D. BOARD MEMBER	0.50	X						0.	0.	0.
(19) JOSEPH M. REIBMAN, ESQ. BOARD MEMBER	0.50	X						0.	0.	0.
(20) LAURIE ANNE SPAGNOLA BOARD MEMBER	0.50	X						0.	0.	0.
(21) LAWRENCE L. STROUD BOARD MEMBER	0.50	X						0.	0.	0.
(22) LEONARD P. "LEN" IAQUINTA BOARD MEMBER	0.50	X						0.	0.	0.
(23) MARTIN L. MITCHELL BOARD MEMBER	0.50	X						0.	0.	0.
(24) MARY HOLLIE VICE-CHAIR OF THE BOARD	0.50	X		X				0.	0.	0.
(25) MICHAEL DELIA BOARD MEMBER	0.50	X						0.	0.	0.
(26) MOLLY GREENMAN BOARD MEMBER	0.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								686,952.	262,012.	108,847.
d Total (add lines 1b and 1c)								686,952.	262,012.	108,847.

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 **2**

- 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
FAMILIES INTERNATIONAL, INC., 11700 WEST LAKE PARK DRIVE, MILWAUKEE, WI 53224	MANAGEMENT FEES	381,675.
CARIBE ROYALE ORLANDO HOTEL 8101 WORLD CENTER DR., ORLANDO, FL 32821	MEETING FACILITIES	130,963.
XEROX CORPORATION, 400 S. EXECUTIVE DRIVE #105, BROOKFIELD, WI 53005	COPIER LEASE/MAINTENANCE	108,698.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **3**

SEE PART VII, SECTION A CONTINUATION SHEETS

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	1 a Federated campaigns	1a				
	b Membership dues	1b	2,546,417.			
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	67,176.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	477,849.			
	g Noncash contributions included in lines 1a-1f \$					
	h Total. Add lines 1a-1f		3,091,442.			
Program Service Revenue	2 a TRAINING INCOME	Business Code 624100	440,651.	440,651.		
	b PROGRAM SERVICE FEES	624100	385,545.	371,072.	14,473.	
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		826,196.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		77,422.			77,422.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real (ii) Personal				
	b Less rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other	18,694.			
	b Less cost or other basis and sales expenses		17,513.			
	c Gain or (loss)		1,181.			
	d Net gain or (loss)		1,181.			1,181.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a				
	b Less direct expenses	b				
	c Net income or (loss) from fundraising events					
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a	290,000.				
b Less: cost of goods sold	b	133,341.				
c Net income or (loss) from sales of inventory		156,659.	156,659.			
Miscellaneous Revenue		Business Code				
11 a MANAGEMENT FEES	900099	1,184,841.		1,184,841.		
b SPACE RENTAL	900002	338,325.		338,325.		
c OTHER INCOME	900099	113,440.		21,515.	91,925.	
d All other revenue						
e Total. Add lines 11a-11d		1,636,606.				
12 Total revenue. See instructions.		5,789,506.	968,382.	1,559,154.	170,528.	

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	871,226.	871,226.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	686,953.	556,630.	83,871.	46,452.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	2,188,270.	1,572,036.	463,948.	152,286.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	82,576.	62,258.	15,339.	4,979.
9 Other employee benefits	426,110.	321,265.	79,154.	25,691.
10 Payroll taxes	251,200.	189,392.	46,663.	15,145.
11 Fees for services (non-employees):				
a Management	331,418.	169,827.	122,092.	39,499.
b Legal				
c Accounting	18,509.		18,509.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	452,765.	345,001.	102,984.	4,780.
12 Advertising and promotion				
13 Office expenses	184,735.	138,389.	42,539.	3,807.
14 Information technology				
15 Royalties				
16 Occupancy	247,258.	182,674.	49,044.	15,540.
17 Travel	241,776.	222,005.	19,336.	435.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	553,658.	543,454.	10,204.	
20 Interest	8,572.		8,572.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	300,000.	141,095.	158,905.	
23 Insurance				
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 MISCELLANEOUS	237,530.	188,027.	49,503.	
b RENTAL AND MAINTENANCE	167,200.	43,008.	120,241.	3,951.
c PROVISION FOR BAD DEBTS	48,191.	45,664.		2,527.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	7,297,947.	5,591,951.	1,390,904.	315,092.
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)

Part X Balance SheetCheck 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	778,467.	1	586,560.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	4,353,967.	3	2,362,796.
	4 Accounts receivable, net	355,470.	4	106,098.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	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 instr) Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	68,900.	9	48,685.
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 5,741,087.		
	b Less: accumulated depreciation	10b 3,498,681.	10c	
	11 Investments - publicly traded securities	2,159,603.	11	2,382,180.
	12 Investments - other securities. See Part IV, line 11	2,110,050.	12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	42,224.	15	40,284.
16 Total assets. Add lines 1 through 15 (must equal line 34)	9,868,681.	16	7,769,009.	
Liabilities	17 Accounts payable and accrued expenses	2,714,692.	17	1,907,964.
	18 Grants payable		18	
	19 Deferred revenue	670,337.	19	587,545.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	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		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	231,398.
	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		25	
	26 Total liabilities. Add lines 17 through 25	3,385,029.	26	2,726,907.
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	2,666,746.	27	2,727,649.
	28 Temporarily restricted net assets	3,692,344.	28	2,174,607.
	29 Permanently restricted net assets	124,562.	29	139,846.
	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	6,483,652.	33	5,042,102.	
34 Total liabilities and net assets/fund balances	9,868,681.	34	7,769,009.	

Form 990 (2012)

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	5,789,506.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,297,947.
3	Revenue less expenses Subtract line 2 from line 1	3	-1,508,441.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	6,483,652.
5	Net unrealized gains (losses) on investments	5	46,457.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	20,434.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	5,042,102.

Part XII Financial Statements and Reporting

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

☒

- 1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
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
- 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
- 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
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number

39-1709925

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☒ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Non-functionally integrated
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

LHA 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.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
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 Public support. Subtract line 5 from line 4						

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						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► ☐						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	%
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 ► ☐		

Schedule A (Form 990 or 990-EZ) 2012

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.")	4369421.	2988041.	3627978.	9211398.	3107382.	23304220.
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	934,447.	900,026.	886,089.	752,270.	826,196.	4299028.
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	5303868.	3888067.	4514067.	9963668.	3933578.	27603248.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	1421677.	497,992.	1096506.	6596493.	307,500.	9920168.
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						0.
c Add lines 7a and 7b	1421677.	497,992.	1096506.	6596493.	307,500.	9920168.
8 Public support. (Subtract line 7c from line 6.)						17683080.

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	5303868.	3888067.	4514067.	9963668.	3933578.	27603248.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	52,673.	22,705.	36,258.	58,680.	77,422.	247,738.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	52,673.	22,705.	36,258.	58,680.	77,422.	247,738.
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)	123,238.	657,058.	635,534.	1571741.	1636606.	4624177.
13 Total support. (Add lines 9, 10c, 11, and 12.)	5479779.	4567830.	5185859.	11594089.	5647606.	32475163.

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	54.45 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	54.58 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	.76 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	.75 %

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 A, PART III, LINE 12, EXPLANATION FOR OTHER INCOME:**MANAGEMENT FEES**

2008 AMOUNT: \$ 123,238.

2009 AMOUNT: \$ 176,095.

2010 AMOUNT: \$ 209,703.

2011 AMOUNT: \$ 1,127,637.

2012 AMOUNT: \$ 1,184,841.

SPACE RENTAL

2009 AMOUNT: \$ 366,823.

2010 AMOUNT: \$ 364,156.

2011 AMOUNT: \$ 329,334.

2012 AMOUNT: \$ 338,325.

OTHER INCOME

2009 AMOUNT: \$ 114,140.

2010 AMOUNT: \$ 61,675.

2011 AMOUNT: \$ 114,770.

2012 AMOUNT: \$ 113,440.

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

OMB No 1545-0047

2012

**Open to Public
Inspection**

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

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

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

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

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

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

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

Name of organization **ALLIANCE FOR CHILDREN AND FAMILIES, INC.** Employer identification number **39-1709925**

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

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ _____
- 3 Volunteer hours _____

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

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

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

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

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

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

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

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		0.													
b Total lobbying expenditures to influence a legislative body (direct lobbying)		22,664.													
c Total lobbying expenditures (add lines 1a and 1b)		22,664.													
d Other exempt purpose expenditures		7,424,564.													
e Total exempt purpose expenditures (add lines 1c and 1d)		7,447,228.													
f Lobbying nontaxable amount. Enter the amount from the following table in both columns		522,361.													
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000.														
g Grassroots nontaxable amount (enter 25% of line 1f)		130,590.													
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.													
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.													
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			☐ Yes ☐ No												

4-Year Averaging Period Under Section 501(h)

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

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	364,504.	420,729.	610,266.	522,361.	1,917,860.
b Lobbying ceiling amount (150% of line 2a, column(e))					2,876,790.
c Total lobbying expenditures	84,717.	30,198.	24,807.	22,664.	162,386.
d Grassroots nontaxable amount	91,126.	105,182.	152,567.	130,590.	479,465.
e Grassroots ceiling amount (150% of line 2d, column (e))					719,198.
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012

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

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

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

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

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

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

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

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, 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

2012Open to Public
Inspection

Name of the organization

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number

39-1709925

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 ▶ \$ _____

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 exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes☐ Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐**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	134,095.	108,059.	75,934.	75,933.	75,933.
b Contributions	15,284.	26,630.	22,000.	1.	
c Net investment earnings, gains, and losses	14,648.	-594.	10,125.		
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	164,027.	134,095.	108,059.	75,934.	75,933.

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 ☒ 100.00 %c Temporarily restricted endowment ☐ %

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		390,000.		390,000.
b Buildings		2,973,445.	1,928,389.	1,045,056.
c Leasehold improvements				
d Equipment		2,377,642.	1,570,292.	807,350.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,242,406.

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. (Col. (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. (Col. (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	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	

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

1	Total expenses and losses per audited financial statements		1	
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		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
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	

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.

PART V, LINE 4: INTENDED USE OF THE ENDOWMENT IS TO CREATE A

LONG-TERM, CONSISTENT, AND RELIABLE SOURCE OF OPERATIONAL FUNDING FOR THE

ALLIANCE.

**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

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number
39-1709925

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
FAMILIES INTERNATIONAL, INC. 11700 W. LAKE PARK DR. MILWAUKEE, WI 53224	39-1710029	501(C)(3)	237,000.	0.			STRATEGY COUNTS - CSO
BEECH BROOK 3737 LANDER ROAD CLEVELAND, OH 44124-5712	34-0714597	501(C)(3)	100,000.	0.			STRATEGY COUNTS - TRANSFORMATIONAL
THE CHILDREN'S HOME OF CINCINNATI 5050 MADISON ROAD CINCINNATI, OH 45227	31-0536969	501(C)(3)	100,000.	0.			STRATEGY COUNTS - TRANSFORMATIONAL
GREAT CIRCLE 330 N. GORE AVE. ST. LOUIS, MO 63119-1600	43-0681471	501(C)(3)	100,000.	0.			STRATEGY COUNTS - TRANSFORMATIONAL
JCFS - MN 13100 WAYZATA BLVD, SUITE 400 MINNETONKA, MN 55305	41-0693860	501(C)(3)	100,000.	0.			STRATEGY COUNTS - TRANSFORMATIONAL
KIDS CENTRAL, INC. 2117 SW HIGHWAY 484 OCALA, FL 34473-7949	03-0423152	501(C)(3)	100,000.	0.			STRATEGY COUNTS - TRANSFORMATIONAL

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

▶ 15.

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

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

Schedule I (Form 990) (2012)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)

(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
LEGAL ACTION OF WISCONSIN, INC. 230 W WELLS ST RM 800 MILWAUKEE, WI 53203	39-1077192	501(C)(3)	47,626.	0.			ROAD TO OPPORTUNITIES
ALPERT JEWISH FAMILY & CHILDREN'S SERVICE - 5841 CORPORATE WAY, STE. 200 - WEST PALM BEACH, FL 33407	59-1520581	501(C)(3)	14,000.	0.			CIVIC ENGAGEMENT
THE FAMILY PARTNERSHIP 414 S. 8TH STREET MINNEAPOLIS, MN 55404	41-0693858	501(C)(3)	14,000.	0.			CIVIC ENGAGEMENT
CYPRESS HILLS LOCAL DEVELOPMENT CORPORATION - 625 JAMAICA AVE. - BROOKLYN, NY 11208-1203	11-2683663	501(C)(3)	8,000.	0.			CIVIC ENGAGEMENT
EAST END HOUSE 105 SPRING STREET CAMBRIDGE, MA 02141-1726	04-2104163	501(C)(3)	8,000.	0.			CIVIC ENGAGEMENT
JOHN H. BONER COMMUNITY 2236 E 10TH STREET INDIANAPOLIS, IN 46201-2006	23-7204495	501(C)(3)	8,000.	0.			CIVIC ENGAGEMENT
FAMILY SERVICE MADISON, INC. 128 E. OLIN AVE. MADISON, WI 53713	39-0806186	501(C)(3)	6,000.	0.			CIVIC ENGAGEMENT
LUTHERAN CHILD AND FAMILY SERVICES 7620 MADISON ST. RIVER FOREST, IL 60305-2101	36-2167778	501(C)(3)	6,000.	0.			CIVIC ENGAGEMENT
PILLSBURY UNITED COMMUNITIES 125 W. BROADWAY AVE., STE. 130 MINNEAPOLIS, MN 55411	41-0916478	501(C)(3)	6,000.	0.			CIVIC ENGAGEMENT

Schedule I (Form 990)

(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

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

SCHEDULE I, PART I, LINE 2: SELECTION PROCESS - ONLY MEMBERS OF THE ALLIANCE FOR CHILDREN AND FAMILIES IN GOOD STANDING WITH UP-TO-DATE MEMBERSHIP DUES ARE ELIGIBLE TO APPLY FOR FUNDS THROUGH A REQUEST FOR PROPOSALS (RFP) PROCESS. TO IDENTIFY WHICH AGENCIES WILL BE AWARDED FUNDS, THE ALLIANCE SENDS OUT A CALL FOR REVIEWERS. ALL PROPOSALS ARE REVIEWED THROUGH A BLIND PANEL REVIEW, MADE UP OF STAFF FROM ALLIANCE MEMBER AGENCIES, THE GRANT ADVISORY COMMITTEES, AND LOCAL AND NATIONAL PARTNERS. ALLIANCE MEMBER ORGANIZATIONS THAT APPLY FOR A GRANT ARE NOT ELIGIBLE TO BE A REVIEWER DURING THE PARTICULAR RFP PROCESS IN WHICH THEY SUBMITTED AN

Part IV Supplemental Information

APPLICATION. GRANTEE AGENCY MONITORING PROCESS - WITHIN EACH PROPOSAL, APPLICANTS ARE REQUIRED TO PROVIDE INFORMATION ABOUT EXPECTED IMPACT AND LIST EXPECTED SHORT- AND LONG-TERM GOALS. THE ALLIANCE RECIEVES PERIODIC REPORTS ON THE PROGRESS OF EACH GRANTEE TOWARD THEIR STATED GOALS, ALONG WITH FINANCIAL REPORTS SHOWING BUDGET AND ACTUAL RESULTS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number

39-1709925

Part I Questions Regarding Compensation

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

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e.g., maid, chauffeur, chef)

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's
CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to
establish compensation of the CEO/Executive Director, but explain in Part III.

☐ Compensation committee

☒ Independent compensation consultant

☒ Form 990 of other organizations

☐ Written employment contract

☒ Compensation survey or study

☒ Approval by the board or compensation committee

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

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

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

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

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

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

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

a The organization?

b Any related organization?

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

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

a The organization?

b Any related organization?

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

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

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

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

Yes No

1b

2

4a

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

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

Schedule J (Form 990) 2012

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JOHN SCHMIDT CFO/COO	(i) 58,066.	0.	0.	2,318.	5,338.	65,722.	0.
	(ii) 98,869.	0.	0.	3,948.	9,088.	111,905.	0.
(2) POLINA MAKIEVSKY CHIEF OPERATING OFFICER	(i) 131,590.	0.	0.	5,264.	18,430.	155,284.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(3) ROBERT CACACE CHIEF INFORMATION OFFICER	(i) 47,663.	0.	0.	954.	5,527.	54,144.	0.
	(ii) 116,691.	0.	0.	2,336.	13,531.	132,558.	0.
(4) SUSAN DREYFUS CHIEF EXECUTIVE OFFICER	(i) 185,807.	0.	0.	7,089.	1,912.	194,808.	0.
	(ii) 46,452.	0.	0.	1,772.	478.	48,702.	0.
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
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	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4A: ROBERT CACACE - SEVERANCE PAYMENT - \$25,305.72.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number
39-1709925

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

OF OUR NATIONAL NETWORK OF HIGH-IMPACT NONPROFIT HUMAN- SERVING
ORGANIZATIONS SO THAT TOGETHER WE MAY PURSUE OUR VISION OF A HEALTHY
SOCIETY AND STRONG COMMUNITIES FOR ALL CHILDREN, ADULTS, AND FAMILIES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

CHILDREN, ADULTS, AND FAMILIES.

FORM 990, PART VI, SECTION A, LINE 2: SOME DIRECTORS ARE HEAD OF MEMBER
AGENCIES.

FORM 990, PART VI, SECTION A, LINE 6: THE MEMBERS OF ALLIANCE FOR
CHILDREN AND FAMILIES, INC. CONSIST OF ORGANIZATIONS AND/OR INDIVIDUALS
MEETING THE MEMBERSHIP REQUIREMENTS FOR ONE OR MORE OF THE CLASSES OF
MEMBERS AS ARE ESTABLISHED FROM TIME TO TIME BY THE BOARD OF DIRECTORS.
MEMBERS ARE OBLIGATED TO PAY SUCH DUES AND HAVE SUCH VOTING AND OTHER
RIGHTS AND PRIVILEGES AS ARE DETERMINED BY THE BOARD OF DIRECTORS OR THE
BOARD'S DELEGATED COMMITTEE. HOWEVER, VOTING RIGHTS MAY NOT BE ELIMINATED
OR DECREASED WITHOUT APPROVAL OF A MAJORITY OF SUCH AFFECTED MEMBERS.
THOSE MEMBERS HAVING VOTING RIGHTS ARE ENTITLED TO ONE DELEGATE TO THE
NATIONAL DELEGATE ASSEMBLY. EACH DELEGATE IS ENTITLED TO ONE VOTE FOR ALL
MATTERS BROUGHT BEFORE THE NATIONAL ASSEMBLY.

FORM 990, PART VI, SECTION A, LINE 7A: THE DELEGATE FROM EACH VOTING
MEMBER AND THE BOARD OF DIRECTORS MEET ANNUALLY AS A NATIONAL DELEGATE
ASSEMBLY FOR THE ELECTION OF DIRECTORS AND THE TRANSACTION OF OTHER

Name of the organization

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number

39-1709925

BUSINESS ON A DATE AND AT A TIME FIXED BY THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS IS DIVIDED INTO THREE CLASSES, AND ONE CLASS IS VOTED UPON EACH YEAR. THE TERM OF OFFICE OF EACH ELECTED CLASS OF DIRECTORS EXPIRES AT THE END OF THE CALENDAR YEAR OF THE THIRD YEAR FOLLOWING THE ELECTION OF SUCH CLASS. IN ADDITION, UNITED NEIGHBORHOOD CENTERS OF AMERICA IS ENTITLED TO APPOINT UP TO THREE INDIVIDUALS TO SERVE AS DIRECTORS FOR TERMS OF THREE YEARS.

FORM 990, PART VI, SECTION A, LINE 7B: DELEGATES FROM VOTING MEMBERS AND THE BOARD OF DIRECTORS MEET ANNUALLY AS A NATIONAL DELEGATE ASSEMBLY FOR THE ELECTION OF THE BOARD OF DIRECTORS AND THE TRANSACTION OF OTHER BUSINESS AS DETERMINED BY THE BOARD OF DIRECTORS. WHENEVER ACTION IS TAKEN BY THE NATIONAL DELEGATE ASSEMBLY, IT CONSTITUTES ACTION BY THE ALLIANCE FOR CHILDREN AND FAMILIES, INC. THE AFFIRMATIVE VOTE OF A MAJORITY OF DELEGATES OF THE NATIONAL ASSEMBLY AT A MEETING AT WHICH A QUORUM IS PRESENT CONSTITUTES AN ACT OF THE NATIONAL DELEGATE ASSEMBLY.

FORM 990, PART VI, SECTION B, LINE 11: THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS HAS A WEEK TO REVIEW AND SUBMIT THEIR COMMENTS AND QUESTIONS ON THE FORM 990 TO MANAGEMENT. UPON SATISFACTORY RESOLUTION OF QUESTIONS, THE FORM 990 IS MADE AVAILABLE TO THE FULL BOARD FOR TWO WEEKS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ALLIANCE FOR CHILDREN AND FAMILIES, INC. REGULARLY AND CONSISTENTLY MONITORS AND ENFORCES COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY IN THAT ANY OFFICER, DIRECTOR OR KEY EMPLOYEE WHO HAS A DIRECT OR INDIRECT FINANCIAL INTEREST MUST DISCLOSE THE EXISTENCE OF THE FINANCIAL INTEREST AND BE GIVEN THE OPPORTUNITY TO

Name of the organization

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number

39-1709925

DISCLOSE ALL THE MATERIAL FACTS TO THE OFFICERS OR DIRECTORS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT. THE REMAINING DIRECTORS OR OFFICERS MEETING WILL DECIDE IF CONFLICTS OF INTEREST EXIST. EACH OFFICER, DIRECTOR AND KEY EMPLOYEE ANNUALLY SIGNS A STATEMENT WHICH AFFIRMS SUCH PERSON HAS RECEIVED A COPY OF THE CONFLICT OF INTEREST POLICY, HAS READ AND UNDERSTANDS THE POLICY, AND HAS AGREED TO COMPLY WITH THE POLICY.

FORM 990, PART VI, SECTION B, LINE 15: IN DETERMINING THE COMPENSATION OF THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES, THE PROCESS INCLUDES A REVIEW AND APPROVAL BY INDEPENDENT PERSONS, COMPARABILITY DATA, AND CONTEMPORANEOUS SUBSTANTIATION OF THE DELIBERATION AND FINAL DECISION. THE ORGANIZATION RECEIVES A COMPENSATION STUDY FROM A THIRD PARTY PERIODICALLY, WHICH COMPARES THE COMPENSATION OF THE ORGANIZATION'S OFFICERS AND KEY EMPLOYEES TO SIMILAR ORGANIZATIONS THROUGHOUT THE U.S. THE COMPENSATION IS REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS, AND DOCUMENTATION IS RETAINED BY THE CHIEF FINANCIAL OFFICER. THE INDIVIDUALS ARE NOT PRESENT WHEN THEIR COMPENSATION IS REVIEWED.

FORM 990, PART VI, SECTION C, LINE 19: ALLIANCE FOR CHILDREN AND FAMILIES, INC. WILL PROVIDE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS UPON REQUEST.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN PENSION VALUATION

20,434.

FORM 990, PART XII, LINE 2C:

NO CHANGES TO THE PRIOR YEAR'S PROCESS HAVE BEEN MADE.

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

Open to Public Inspection

ALLIANCE FOR CHILDREN AND FAMILIES, INC.

Employer identification number
39-1709925

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

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?	
						Yes	No
UNITED NEIGHBORHOOD CENTERS OF AMERICA - 13-1624106, 11700 WEST LAKE PARK DRIVE, MILWAUKEE, WI 53224	VOLUNTARY NATIONAL NOT-FOR-PROFIT ORGANIZATION	NEW YORK	501(C)(3)	LINE 9	FAMILIES INTERNATIONAL, INC.		
WAYS TO WORK, INC. - 39-1945011	PROMOTE STRATEGIES TO IMPROVE THE FINANCIAL CONDITION OF THE				FAMILIES INTERNATIONAL, INC.	X	
11700 WEST LAKE PARK DRIVE MILWAUKEE, WI 53224	PROVIDE SUPPORT AND GOVERNANCE TO RELATED NFP ORGANIZATIONS	DELAWARE	501(C)(3)	LINE 7	ALLIANCE FOR CHILDREN & FAMILIES, INC.	X	
FAMILIES INTERNATIONAL INC. - 39-1710029		DELAWARE	501(C)(3)	LINE 11A, I			
11700 WEST LAKE PARK DRIVE MILWAUKEE, WI 53224							

SEE PART VII FOR CONTINUATIONS

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.**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**b** Gift, grant, or capital contribution to related organization(s)**c** Gift, grant, or capital contribution from related organization(s)**d** Loans or loan guarantees to or for related organization(s)**e** Loans or loan guarantees by related organization(s)**f** Dividends from related organization(s)**g** Sale of assets to related organization(s)**h** Purchase of assets from related organization(s)**i** Exchange of assets with related organization(s)**j** Lease of facilities, equipment, or other assets to related organization(s)**k** Lease of facilities, equipment, or other assets from related organization(s)**l** Performance of services or membership or fundraising solicitations for related organization(s)**m** Performance of services or membership or fundraising solicitations by related organization(s)**n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)**o** Sharing of paid employees with related organization(s)**p** Reimbursement paid to related organization(s) for expenses**q** Reimbursement paid by related organization(s) for expenses**r** Other transfer of cash or property to related organization(s)**s** Other transfer of cash or property from related organization(s)**2** 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) FAMILIES INTERNATIONAL, INC.	M	381,675.	REASONABLE ALLOCATION
(2) FAMILIES INTERNATIONAL, INC.	B	237,000.	CASH
(3) FAMILIES INTERNATIONAL, INC.	Q	73,191.	REASONABLE ALLOCATION
(4) FAMILIES INTERNATIONAL, INC.	J	15,019.	REASONABLE ALLOCATION
(5) WAYS TO WORK, INC.	L	302,608.	REASONABLE ALLOCATION
(6) WAYS TO WORK, INC.	Q	154,684.	CASH

Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-f)	(c) Amount involved	(d) Method of determining amount involved
(7)WAYS TO WORK, INC.	J	41,928.	REASONABLE ALLOCATION
(8)UNITED NEIGHBORHOOD CENTERS OF AMERICA	L	257,933.	REASONABLE ALLOCATION
(9)UNITED NEIGHBORHOOD CENTERS OF AMERICA	J	8,085.	REASONABLE ALLOCATION
(10)UNITED NEIGHBORHOOD CENTERS OF AMERICA	Q	106,363.	CASH
(11)FEI BEHAVIORAL HEALTH, INC.	L	609,148.	REASONABLE ALLOCATION
(12)FEI BEHAVIORAL HEALTH, INC.	J	273,293.	REASONABLE ALLOCATION
(13)FEI BEHAVIORAL HEALTH, INC.	Q	553,007.	CASH
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			

Part VII Supplemental Information

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

PART II, IDENTIFICATION OF RELATED TAX-EXEMPT ORGANIZATIONS:

NAME OF RELATED ORGANIZATION:

WAYS TO WORK, INC.

PRIMARY ACTIVITY: PROMOTE STRATEGIES TO IMPROVE THE FINANCIAL CONDITION OF
THE DISTRESSED

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions ALLIANCE FOR CHILDREN AND FAMILIES, INC.	Employer identification number (EIN) or 39-1709925
	Number, street, and room or suite no. If a P.O. box, see instructions. 11700 WEST LAKE PARK DRIVE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53224	

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

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FAMILIES INTERNATIONAL, INC.

- The books are in the care of ► **11700 WEST LAKE PARK DRIVE - MILWAUKEE, WI 53224**
Telephone No ► **414-359-1040** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	ALLIANCE FOR CHILDREN AND FAMILIES, INC.	39-1709925
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	11700 WEST LAKE PARK DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	MILWAUKEE, WI 53224	

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

01

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

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

- The books are in the care of **11700 WEST LAKE PARK DRIVE - MILWAUKEE, WI 53224**
Telephone No **414-359-1040** FAX No
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15, 2013**
- For calendar year **2012**, or other tax year beginning , and ending
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension

AN ADDITIONAL AMOUNT OF TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature **T. J. Mc...** Title **CPA**Date **8/12/13**

Form 8868 (Rev. 1-2013)