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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

2012Open 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**MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)**

Doing Business As

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

Room/suite

615 EAST WASHINGTON AVENUE

City, town, or post office, state, and ZIP code

MADISON, WI 53703**F Name and address of principal officer: PAUL JADIN****615 EAST WASHINGTON AVE., MADISON, WI 53703****D Employer identification number****71-1015136****E Telephone number****(608) 256-8348****G Gross receipts \$****2,075,475.****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)(6) (insert no) ☐ 4947(a)(1) or ☐ 527**J Website:** ▶ **HTTP://WWW.THRIVEHERE.ORG/****K Form of organization** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation** **2006****M State of legal domicile** **WI****Part I Summary****1** Briefly describe the organization's mission or most significant activities: **TO PROTECT, LEVERAGE, AND ACCELERATE THE GROWTH OF OUR REGION'S STRONGEST ECONOMIC****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** **4****4** Number of independent voting members of the governing body (Part VI, line 1b)**4** **3****5** Total number of individuals employed in calendar year 2012 (Part V, line 2a)**5** **9****6** Total number of volunteers (estimate if necessary)**6** **0****7 a** Total unrelated business revenue from Part VIII, column (C), line 12**7a** **0.****b** Net unrelated business taxable income from Form 990-T, line 34**7b** **0.****8** Contributions and grants (Part VIII, line 1h)

Prior Year

Current Year

294,803. **2,074,962.****9** Program service revenue (Part VIII, line 2g)**710.** **53.****10** Investment income (Part VIII, column (A), lines 3, 4, and 7d)**1,982.** **460.****11** Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)**0.** **0.****12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)**297,495.** **2,075,475.****13** Grants and similar amounts paid (Part IX, column (A), lines 1-3)**3,000.** **0.****14** Benefits paid to or for members (Part IX, column (A), line 4)**0.** **0.****15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)**334,498.** **319,476.****16a** Professional fundraising fees (Part IX, column (A), line 11e)**7,825.** **5,951.****b** Total fundraising expenses (Part IX, column (D), line 25) ▶ **0.****17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)**460,824.** **283,384.****18** Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)**806,147.** **608,811.****19** Revenue less expenses. Subtract line 18 from line 12**-508,652.** **1,466,664.****20** Total assets (Part X, line 16)

Beginning of Current Year

End of Year

682,019. **2,152,218.****21** Total liabilities (Part X, line 26)**12,089.** **15,624.****22** Net assets or fund balances. Subtract line 21 from line 20**669,930.** **2,136,594.****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

Signature of officer

Date

Here

PAUL JADIN, PRESIDENT

Type or print name and title

Paid

Print/Type preparer's name

RANDALL W. HACKBARTH

Preparer's signature

Randall HackbARTH

Date

8/29/13Check ☐

if self-employed

PTIN

P00043652

Preparer

Firm's name ▶

SMITH & GESTELAND, LLP

Firm's EIN ▶

39-0857178

Use Only

Firm's address ▶

**P.O. BOX 1764
MADISON, WI 53701**

Phone no

(608) 836-7500

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

☒ Yes ☐ No

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Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
TO PROTECT, LEVERAGE, AND ACCELERATE THE GROWTH OF OUR REGION'S
STRONGEST ECONOMIC OPPORTUNITIES AND TO FACILITATE AND SUPPORT
COLLABORATIVE REGIONAL EFFORTS THAT PRESERVE AND ENHANCE OUR QUALITY
OF LIFE.

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 \$ including grants of \$) (Revenue \$)
GROW OUR REGION'S OWN: THE DRIVING FORCE BEHIND NEW JOB AND INVESTMENT
GROWTH IS THE EXPANSION OF ALREADY EXISTING COMPANIES. SUPPORTING AND
BUILDING THE STRENGTH OF THESE COMPANIES AND KEY SECTORS IS THE
FOUNDATION OF LONG-TERM ECONOMIC DEVELOPMENT AND IS CENTRAL TO THRIVE'S
CORE PHILOSOPHY. THRIVE WILL ACCOMPLISH THIS THROUGH TWO PRIMARY
INITIATIVES, CAPITAL GROWTH AND SECTOR DEVELOPMENT - INITIATIVE #1:
CAPITAL GROWTH - 1) CAPITAL CONNECTIONS INVENTORY; 2) REVOLVING LOAN
FUND; 3) ECONOMIC DEVELOPMENT DISTRICT (EDD); AND INITIATIVE #2:
COMPREHENSIVE ECONOMIC DEVELOPMENT STRATEGY (CEDs) - 1) STRATEGY
COMMITTEE; 2) INPUT SESSIONS AND INVESTOR RECEPTION; 3) COMMUNICATIONS.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)
BUILD OUR REGION'S COMPETITIVE ADVANTAGE: THRIVE WILL TARGET RESOURCES
TOWARD ENSURING THAT THE MADISON REGION'S POLICYMAKERS AND BUSINESS
LEADERS HAVE TIMELY AND RELEVANT INFORMATION FROM WHICH TO BASE THEIR
DECISIONS. TO MAINTAIN OUR INTERNATIONAL COMPETITIVENESS, IT IS
IMPORTANT TO CREATE THE CONTEXT (THROUGH GOOD PUBLIC POLICY) FOR
LONG-TERM ECONOMIC GROWTH AND THE PRESERVATION OF OUR REGION'S QUALITY
OF LIFE - INITIATIVE #3: COMMUNICATIONS - 1) WEBSITE RE-DESIGN; 2)
MEDIA COVERAGE; 3) SPEAKING ENGAGEMENTS.

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)
PROMOTE A REGIONAL CULTURE AND BRAND: CONVENE STAKEHOLDERS FROM ACROSS
THE MADISON REGION TO MOBILIZE DIALOGUE ON A RANGE OF IMPORTANT FRONTS.
CENTRAL TO THIS COLLABORATION HAS BEEN AND WILL CONTINUE TO BE RAISING
AWARENESS OF HOW THE SUCCESS OF ONE PART OF OUR REGION CAN TRANSLATE
INTO SUCCESS FOR OUR ENTIRE REGION. GOING FORWARD, THRIVE'S WORK WILL
BUILD ON THIS STRONG FOUNDATION AND CONTINUE TO BUILD BRIDGES BETWEEN
AND WITHIN THE PUBLIC AND PRIVATE SECTORS TO EFFECTUATE TANGIBLE CHANGE
AND GROWTH - INITIATIVE #4: REGIONAL PROMOTION & COLLABORATION - 1)
BUSINESS LINK - SYNCHRONIST (ED PRO SUPPORT)

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

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

4e Total program service expenses

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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>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	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>		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>		
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>		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>		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>		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>		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>		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>		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>	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>		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>		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>		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>		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>	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>		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>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, 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>		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>		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>		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>		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>		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>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

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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? If "Yes," complete Schedule I, Parts I and II		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? If "Yes," complete Schedule I, Parts I and III		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? If "Yes," complete Schedule J		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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
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? If "Yes," complete Schedule L, Part I		
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? If "Yes," complete Schedule L, Part I		
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? If "Yes," complete Schedule L, Part II		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? If "Yes," complete Schedule L, Part III		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? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		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? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		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? If "Yes," complete Schedule R, Part I		X
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	5	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	9	
b	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)	X	
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		
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
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
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?	X	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

Section A. Governing Body and Management

	Yes	No
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.	4	
1b Enter the number of voting members included in line 1a, above, who are independent.	3	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6 Did the organization have members or stockholders?	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.	9	X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed: NONE

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: KATIE YEUTTER - 608-443-1950
P.O. BOX 71, MADISON, WI 53701

MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

☒ X

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) DEB ARCHER DIRECTOR	1.00	X						0.	0.	0.
(2) JON BALES DIRECTOR	1.00	X						0.	0.	0.
(3) JOHN BIONDI DIRECTOR	1.00	X						0.	0.	0.
(4) DAVE BOYER DIRECTOR	1.00	X						0.	0.	0.
(5) EDWARD CLARKE DIRECTOR	1.00	X						0.	0.	0.
(6) DEBBIE CRAVE DIRECTOR	1.00	X						0.	0.	0.
(7) MARK CULLEN CHAIR	1.00	X						0.	0.	0.
(8) MICHAEL DECKER DIRECTOR	1.00	X						0.	0.	0.
(9) CARL GULBRANDSEN DIRECTOR	1.00	X						0.	0.	0.
(10) BILL JOHNSTON DIRECTOR	1.00	X						0.	0.	0.
(11) SANGTAE KIM DIRECTOR	1.00	X						0.	0.	0.
(12) PAUL PEERCY DIRECTOR	1.00	X						0.	0.	0.
(13) TOM SPITZ TREASURER	1.00	X						0.	0.	0.
(14) LARRY SWALHEIM DIRECTOR	1.00	X						0.	0.	0.
(15) TREVOR TWOSE DIRECTOR	1.00	X						0.	0.	0.
(16) WILLIAM WHITE SECRETARY	1.00	X						0.	0.	0.
(17) GARY WOLTER DIRECTOR	1.00	X						0.	0.	0.

MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

Form 990 (2012)

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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) LONDA DEWEY DIRECTOR	1.00	X						0.	0.	0.
(19) BARBARA SWAN DIRECTOR	1.00	X						0.	0.	0.
(20) TERRI POTTER DIRECTOR	1.00	X						0.	0.	0.
(21) JENNIFER ALEXANDER, PRESIDENT THRU 12/2012, IN-KIND CONTRIBUTION	20.00			X				0.	0.	0.
(22) JENN POST TYLER INTERIM EXEC VICE PRESIDENT	40.00			X				41,904.	0.	5,159.
(23) PAUL JADIN, PRESIDENT EMPLOYMENT BEGINNING 11/2012	40.00			X				40,651.	0.	5,548.
1b Sub-total								82,555.	0.	10,707.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								82,555.	0.	10,707.

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 **0**

	Yes	No
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		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		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
NONE		

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 **0**

MADISON REGION ECONOMIC PARTNERSHIP
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Part VIII Statement of Revenue

Check 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				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	111,249.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	1,963,713.			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f		2,074,962.			
	Program Service Revenue	2 a	MISCELLANEOUS PROGRAMS	Business Code 900099	53.	53.	
b							
c							
d							
e							
f		All other program service revenue					
g		Total. Add lines 2a-2f		53.			
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		460.		460.
	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			
		b	Less: cost or other basis and sales expenses				
		c	Gain or (loss)				
		d	Net gain or (loss)				
	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				
		b	Less: cost of goods sold	b			
		c	Net income or (loss) from sales of inventory				
Miscellaneous Revenue		Business Code					
11 a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d						
12	Total revenue. See instructions		2,075,475.	53.	0.	460.	

MADISON REGION ECONOMIC PARTNERSHIP
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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

☒ X

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				
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	93,262.			
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	192,718.			
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,148.			
9 Other employee benefits	8,231.			
10 Payroll taxes	22,117.			
11 Fees for services (non-employees):				
a Management	59,676.			
b Legal	73.			
c Accounting	11,664.			
d Lobbying				
e Professional fundraising services. See Part IV, line 17	5,951.			
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)	93,462.			
12 Advertising and promotion	24,800.			
13 Office expenses	32,054.			
14 Information technology	1,321.			
15 Royalties				
16 Occupancy	22,164.			
17 Travel	13,893.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	15,274.			
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	7,112.			
23 Insurance	1,393.			
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				
b				
c				
d				
e All other expenses	498.			
25 Total functional expenses. Add lines 1 through 24e	608,811.			
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)

MADISON REGION ECONOMIC PARTNERSHIP
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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	19,367.	1	606,238.
	2 Savings and temporary cash investments	456,866.	2	182,195.
	3 Pledges and grants receivable, net	160,138.	3	1,303,662.
	4 Accounts receivable, net	31,300.	4	50,100.
	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	100.	9	2,886.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 87,278.		
	b Less. accumulated depreciation	10b 80,141.	14,248.	10c 7,137.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	682,019.	16	2,152,218.	
Liabilities	17 Accounts payable and accrued expenses	12,089.	17	15,624.
	18 Grants payable		18	
	19 Deferred revenue		19	
	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		24	
	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	12,089.	26	15,624.
	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		585,415.	27	802,002.
28 Temporarily restricted net assets		84,515.	28	1,334,592.
29 Permanently restricted net assets			29	
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		669,930.	33	2,136,594.
34 Total liabilities and net assets/fund balances		682,019.	34	2,152,218.

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MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

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Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,075,475.
2	Total expenses (must equal Part IX, column (A), line 25)	2	608,811.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,466,664.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	669,930.
5	Net unrealized gains (losses) on investments	5	
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	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	2,136,594.

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 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

2012
Open to Public
Inspection

Name of the organization **MADISON REGION ECONOMIC PARTNERSHIP**
(F/K/A THRIVE, INC.)

Employer identification number
71-1015136

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	▶ \$ _____

MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

Schedule D (Form 990) 2012

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

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

(check all that apply):

a ☐ Public exhibition

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other

c ☐ Preservation for future generations

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

☐ No

b 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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment %

b Permanent endowment %

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

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

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

4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		28,814.	22,983.	5,831.
e Other		58,464.	57,158.	1,306.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				7,137.

Schedule D (Form 990) 2012

MADISON REGION ECONOMIC PARTNERSHIP
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Schedule D (Form 990) 2012

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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 ☒

Schedule D (Form 990) 2012

MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

Schedule D (Form 990) 2012

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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	2,155,895.
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	92,899.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	92,899.
3	Subtract line 2e from line 1	3	2,062,996.
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	12,479.
c	Add lines 4a and 4b	4c	12,479.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,075,475.

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

1	Total expenses and losses per audited financial statements	1	689,231.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	92,899.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	-12,479.
e	Add lines 2a through 2d	2e	80,420.
3	Subtract line 2e from line 1	3	608,811.
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	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	608,811.

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 X, LINE 2: THRIVE HAS BEEN DETERMINED TO BE EXEMPT FROM INCOME

TAXES UNDER SECTION 501(C)(6) OF THE INTERNAL REVENUE CODE.

THE ORGANIZATION IS SUBJECT TO INCOME TAX REGULATIONS IN THE UNITED STATES
FEDERAL JURISDICTION AND THE STATE OF WISCONSIN. TAX REGULATIONS WITHIN
EACH JURISDICTION ARE SUBJECT TO THE INTERPRETATION OF THE RELATED TAX
LAWS AND REGULATIONS AND REQUIRE SIGNIFICANT JUDGMENT TO APPLY. THE
ORGANIZATION IS NO LONGER SUBJECT TO UNITED STATES FEDERAL EXAMINATIONS

Schedule D (Form 990) 2012

Part XIII Supplemental Information (continued)

FOR YEARS BEFORE 2009. FOR STATE EXAMINATIONS, THE ORGANIZATION IS NO
LONGER SUBJECT TO EXAMINATIONS IN THE STATE OF WISCONSIN FOR YEARS BEFORE
2008.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

RECOVERY OF PRIOR YEAR PLEDGES PREVIOUSLY WRITTEN OFF 12,479.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RECOVERY OF PRIOR YEAR PLEDGES PREVIOUSLY WRITTEN OFF -12,479.

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

MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

Employer identification number
71-1015136

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

OPPORTUNITIES AND TO FACILITATE AND SUPPORT COLLABORATIVE REGIONAL
EFFORTS THAT PRESERVE AND ENHANCE OUR QUALITY OF LIFE.

FORM 990, PART V, LINES 2A AND 2B:

FILED WITH GREATER MADISON CHAMBER OF COMMERCE (COMMON PAYMASTER).

FORM 990, PART VI, SECTION A, LINE 7A: THE BOARD OF DIRECTORS ELECTS BOARD
MEMBERS.

FORM 990, PART VI, SECTION B, LINE 11: AN OUTSIDE CPA FIRM WILL PRODUCE
THE FORM 990. THE FORM 990 WILL BE REVIEWED BY THE TREASURER AND BY THE
EXECUTIVE COMMITTEE. BASED ON THE REVIEW, MODIFICATIONS IF ANY ARE SENT TO
THE OUTSIDE CPA FIRM. THE FORM 990 WILL BE SUBMITTED TO THE IRS.

FORM 990, PART VI, SECTION B, LINE 15: THE PRESIDENT OF THRIVE, INC. WAS
THE PRESIDENT OF GREATER MADISON AREA CHAMBER OF COMMERCE THROUGH HER
RETIREMENT IN DECEMBER 2012. THE PRESIDENT'S COMPENSATION IS A DONATION TO
THRIVE, INC. THE EXECUTIVE VICE PRESIDENT AND OTHER STAFF ARE INCORPORATED
INTO THE ANNUAL BUDGET. THE ANNUAL BUDGET IS REVIEWED AND APPROVED BY THE
EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: ALL GOVERNING DOCUMENTS, CONFLICT
OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE PUBLIC
UPON REQUEST.

Name of the organization MADISON REGION ECONOMIC PARTNERSHIP
(F/K/A THRIVE, INC.)

Employer identification number
71-1015136

FORM 990, PART VII, LINE 1A: SCH D, PARTS XII AND XIII, LINES 2A AND 2B:
THE ORGANIZATION HAS RECEIVED IN-KIND CONTRIBUTIONS OF ITS PRESIDENT'S
(JENNIFER ALEXANDER) SERVICES VALUED AT \$92,899, WHICH ARE NOT
REFLECTED IN THE FORM 990 NUMBERS IN ACCORDANCE WITH FORM INSTRUCTIONS.
JENNIFER ALEXANDER WAS THE PRESIDENT OF THE ORGANIZATION THROUGH HER
RETIREMENT DATE IN DECEMBER 2012.

FORM 990, PART IX, LINE 11G, OTHER FEES:

EMPLOYMENT SEARCH EXPENSES:

TOTAL EXPENSES 21,096.

CONTRACTED STAFF:

TOTAL EXPENSES 27,196.

CONSULTING SERVICES - ADVANCE NOW IMPLEMENTATION:

TOTAL EXPENSES 45,170.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 93,462.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION DID NOT CHANGE ITS AUDIT OVERSIGHT PROCESS OR
INDEPENDENT ACCOUNTANT SELECTION PROCESS DURING THE YEAR.

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

[illegible]

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

[illegible]

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)

- I 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)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

[illegible]

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:

THRIVE FOUNDATION, INC.

DIRECT CONTROLLING ENTITY: MADISON REGION ECONOMIC PARTNERSHIP (F/K/A
THRIVE, INC.)