



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 07-01-2012, 2012, and ending 06-30-2013

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization: SERVICESOURCE INC
 Doing Business As: _____
 Number and street (or P O box if mail is not delivered to street address) Room/suite: 6295 EDSALL ROAD NO 175 _____
 City or town, state or country, and ZIP + 4: ALEXANDRIA, VA 22312

D Employer identification number: 54-0901256

E Telephone number: (703) 461-6000

G Gross receipts \$ 97,206,476

F Name and address of principal officer:
 JANET SAMUELSON
 6295 EDSALL ROAD NO 175
 ALEXANDRIA, VA 22312

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 SERVICESOURCE ORG

K Form of organization: Corporation Trust Association Other _____
L Year of formation: 1971 **M** State of legal domicile: VA

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO PROVIDE EMPLOYMENT, TRAINING AND OTHER SUPPORT SERVICES TO PEOPLE WITH DISABILITIES		
	2 Check this box <input type="checkbox"/> 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	14
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	1,611
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	361,361	463,079
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	89,601,080	88,165,299
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	209,662	282,255
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	90,329,576	89,021,835
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	750,000	494,806
	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)	48,538,300	47,465,796
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	55,393
	b Total fundraising expenses (Part IX, column (D), line 25) <u>375,559</u>		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	40,349,920	38,864,235
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	89,638,220	86,880,230	
19 Revenue less expenses Subtract line 18 from line 12	691,356	2,141,605	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	55,663,833	54,649,660
	22 Net assets or fund balances Subtract line 21 from line 20	21,966,247	18,491,895
		33,697,586	36,157,765

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: _____ Date: 2014-02-13
 Type or print name and title: DAVID HODGE EXECUTIVE VP & CFO

Paid Preparer Use Only

Preparer's name: YONG ZHANG CPA Preparer's signature: _____ Date: _____
 Firm's name: MCGLADREY LLP Firm's EIN: 42-0714325
 Firm's address: 1861 INTERNATIONAL DRIVE SUITE 400 Phone no: (703) 336-6400
 MCLEAN, VA 22102

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

TO PROVIDE EMPLOYMENT, TRAINING AND OTHER SUPPORT SERVICES TO PEOPLE WITH DISABILITIES

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

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 \$ 81,087,890 including grants of \$ 494,806) (Revenue \$ 88,165,299) SEE SCHEDULE O SERVICESOURCE, INC (DBA "SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES") IS A 501(C)(3) NOT-FOR-PROFIT CORPORATION BASED IN ALEXANDRIA, VA ESTABLISHED IN 1971, SERVICESOURCE PROVIDES EMPLOYMENT, TRAINING AND OTHER SUPPORT SERVICES TO PEOPLE WITH DISABILITIES, WHILE OFFERING A VALUABLE LABOR FORCE TO LOCAL COMMERCIAL BUSINESSES AND GOVERNMENT AGENCIES IN FY 2013, THE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES SERVED 2,282 PEOPLE WITH DISABILITIES, OF WHOM 760 WERE DIRECT EMPLOYEES OF THE ORGANIZATION AND 163 RECEIVED PLACEMENT SERVICES TO OBTAIN JOBS WITH OTHER PRIVATE SECTOR EMPLOYERS AFFIRMATIVE EMPLOYMENT OPERATIONSTHE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES HAS CONTRACT OPERATIONS IN VIRGINIA, MARYLAND, NORTH CAROLINA, COLORADO AND THE DISTRICT OF COLUMBIA SERVICESOURCE PROVIDES SUPPORTED AND AFFIRMATIVE EMPLOYMENT FOR PEOPLE WITH DISABILITIES BY SECURING BUSINESS SERVICE CONTRACTS UNDER THE FEDERAL ABILITYONE PROGRAM AS WELL AS COMMERCIAL AND LOCAL GOVERNMENT CONTRACTS THE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES HAS SERVICE CONTRACTS IN THE MAIL CENTER MANAGEMENT INDUSTRY, FOOD SERVICE OPERATIONS, ADMINISTRATIVE SUPPORT, TOTAL FACILITIES MANAGEMENT, LOGISTICS AND BULK MAILING SERVICES SERVICESOURCE PARTNERS WITH OTHER NON-PROFIT ORGANIZATIONS AND OTHER COMMUNITY ORGANIZATIONS IN PRIME AND SUBCONTRACTOR RELATIONSHIPS TO FULFILL ITS MISSION OF PROVIDING VALUED JOBS AND SUPPORT SERVICES TO PEOPLE WITH DISABILITIES IN ADDITION TO THE 760 PEOPLE WITH DISABILITIES DIRECTLY EMPLOYED IN FY 2013, SERVICESOURCE FACILITATED THE EMPLOYMENT OF MORE THAN 250 PEOPLE WITH DISABILITIES WITH SUBCONTRACTORS ON THE MARK CENTER TOTAL FACILITIES MANAGEMENT AND IRS MAILROOM MANAGEMENT ABILITYONE CONTRACTS OTHER REHABILITATION AND EMPLOYMENT SUPPORTSTHE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES PROVIDES A FULL-RANGE OF REHABILITATION SERVICES, INCLUDING JOB SKILLS TRAINING, JOB PLACEMENT SERVICES, COMMUNITY-BASED DAY SUPPORT AND SUPPORTED EMPLOYMENT THESE SERVICES ARE OFTEN FUNDED THROUGH THE VIRGINIA DEPARTMENT OF REHABILITATIVE SERVICES, COUNTY COMMUNITY SERVICES BOARDS AND/OR FEDERALLY AND LOCALLY FUNDED GRANT OR FEE FOR SERVICE PROGRAMS SERVICESOURCE'S CENTER-BASED PROGRAMS IN VIRGINIA INCLUDE PRECISION IMAGES DOCUMENT MANAGEMENT SERVICES, KEEP IT GREEN COMPUTER RECYCLING AND LIGHT MANUFACTURING AND ASSEMBLY THROUGH THE KEEP IT GREEN PROGRAM, SERVICESOURCE OFFERS ELECTRONICS COLLECTION AND DISMANTLING SERVICES WHILE PROVIDING VALUABLE EMPLOYMENT FOR INDIVIDUALS WITH DISABILITIES IN FY 2013 SERVICESOURCE EMPLOYEES PROCESSED A TOTAL OF MORE THAN 1.5 MILLION POUNDS OF ELECTRONICS MATERIAL AS PART OF AN ELECTRONICS COLLECTION AND RECYCLING CONTRACT WITH THE FAIRFAX COUNTY DEPARTMENT OF PUBLIC WORKS AND ENVIRONMENTAL SERVICES CENTER-BASED PARTICIPANTS ALSO HAVE THE OPPORTUNITY TO PARTICIPATE IN A RANGE OF LIFE SKILLS AND VOCATIONAL TRAINING OTHER PROGRAMS INCLUDE A COMMUNITY THRIFT STORE AND DAY HABILITATION PROGRAMS THAT FOCUS ON MAXIMIZING COMMUNITY-INTEGRATED REHABILITATION AND PROVIDING INNOVATIVE DAILY LIVING SKILLS TRAINING SUCH AS MEAL PREPARATION, GROCERY SHOPPING, MINOR HOUSEHOLD MAINTENANCE AND LANDSCAPING AND COMPUTER TRAINING MORE THAN 100 INDIVIDUALS WERE SERVED THROUGH THE ORGANIZATION'S DAY HABILITATION PROGRAMS IN FY 2013 WARRIOR BRIDGE - SERVICES FOR WOUNDED VETERANSIN FY 2013 SERVICESOURCE LAUNCHED A WARRIOR BRIDGE PROGRAM OFFICE IN FAIRFAX, VIRGINIA THE WARRIOR BRIDGE PROGRAM IN VIRGINIA IS MADE POSSIBLE IN PART BY A GRANT FROM THE BOB WOODRUFF FOUNDATION, WHICH PROVIDES RESOURCES AND SUPPORT TO INJURED SERVICE MEMBERS, VETERANS, AND THEIR FAMILIES SO THEY CAN HAVE SUCCESSFUL FUTURES SERVICESOURCE ALSO PARTNERED WITH THE SKILLSOURCE GROUP ON A U S DEPARTMENT OF LABOR GRANT CALLED JOBS 4 VETERANS (J4VETS) TO PROVIDE EMPLOYMENT AND TRAINING SERVICES, INCLUDING ENTREPRENEURSHIP TRAINING, TO VETERANS THE J4VETS GRANT IS EXPECTED TO SERVE NEARLY 400 VETERANS OVER THE NEXT THREE YEARS

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)









4d Other program services (Describe in Schedule O) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 81,087,890

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
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>		No
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>		No
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>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>	Yes	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>	Yes	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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>		No
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>		No
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>		No
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 (see instructions)</i> <input checked="" type="checkbox"/>	Yes	
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> <input checked="" type="checkbox"/>		No
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> <input checked="" type="checkbox"/>		No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> 	22		No
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	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
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		No
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		No
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		No
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		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
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		No
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		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29		No
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		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
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		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> 	33	Yes	
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	Yes	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	Yes	
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	Yes	
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		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> 	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
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.		
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).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
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)?		No
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?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
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?		No
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).		
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?		No
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?		No
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?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
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.		
13	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?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (14); 1b Enter the number of voting members included in line 1a, above, who are independent (14); 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? (No); 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? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b 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? (Yes); 11b 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 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (No); 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? (No); 16b 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: VA, DC, MD
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: [] Own website, [] Another's website, [X] 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: THOMAS CHANG 6925 EDSALL ROAD 175 ALEXANDRIA, VA (703) 461-6147

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

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, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHELLE S LEE CHAIR	40 1 60	X		X			0	0	0	
(2) MARILYNN BERSOFF PAST CHAIR	40 1 60	X		X			0	0	0	
(3) RHONDA S VANLOWE VICE CHAIR	40 1 60	X		X			0	0	0	
(4) JOSEPH SOROTA TREASURER	40 1 60	X		X			0	0	0	
(5) JOHN R BRUGGEMAN DIRECTOR	40 1 60	X					0	0	0	
(6) FRANCIS BURKE DIRECTOR	40 1 60	X					0	0	0	
(7) JAMES CARROLL DIRECTOR	40 1 60	X					0	0	0	
(8) CHRISTINE CINTRON DIRECTOR	40 1 60	X					0	0	0	
(9) CHARLES HARLES DIRECTOR	40 1 60	X					0	0	0	
(10) VERDIA L HAYWOOD DIRECTOR	40 1 60	X					0	0	0	
(11) PAUL PLATTNER DIRECTOR	40 1 60	X					0	0	0	
(12) JULIE RUFENACHT DIRECTOR	40 1 60	X					0	0	0	
(13) PAUL THIEBERGER DIRECTOR	40 1 60	X					0	0	0	
(14) PATRICIA WOOLSEY DIRECTOR	40 1 60	X					0	0	0	
(15) JANET SAMUELSON PRESIDENT & CEO	26 00 14 00			X			220,799	94,628	36,882	
(16) DAVID HODGE EXECUTIVE VP & CFO	18 00 22 00			X			138,260	138,260	9,298	
(17) BRUCE PATTERSON EXECUTIVE VP & COO	18 00 22 00			X			124,984	124,984	26,860	

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MARK HALL EXEC VP CORPORATE DEVELOPM	20 00			X				109,164	109,164	32,584
(19) LISA WARD EXECUTIVE VP COMMUN & COMM	20 00				X			94,731	94,730	31,958
(20) THOMAS TROESCHEL SR VP OF OPERATION	40 00				X			229,490	0	26,702
(21) M STEVEN DREW VP OPERATIONS II	40 00				X			188,563	0	26,992
(22) LARRY CRABTREE VP OPERATIONS II	40 00				X			188,260	0	30,609
(23) TOM CHANG VP FINANCE	22 00					X		119,192	79,461	24,040
(24) TASHIA MALLETTE VP HUMAN RESOURCES	24 00					X		56,836	85,254	5,370
(25) LISA LONG VP INFORMATION TECHNOLOGY	20 00					X		69,021	69,022	13,413
(26) JEFFERY RING VP CONTRACT MANAGEMENT	26 00					X		89,896	48,405	9,241
(27) MABELENE AYCOCK VP OPERATIONS II	40 00					X		139,691	0	4,845
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								1,768,887	843,908	278,794

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 9
----------	--

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

Section B. Independent Contractors

1	Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year	
(A) Name and business address	(B) Description of services	(C) Compensation

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
----------	---

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	1a	Federated campaigns 1a 207						
	b	Membership dues 1b						
	c	Fundraising events 1c						
	d	Related organizations 1d 206,293						
	e	Government grants (contributions) 1e 57,709						
	f	All other contributions, gifts, grants, and similar amounts not included above 1f 198,870						
	g	Noncash contributions included in lines 1a-1f \$						
	h	Total. Add lines 1a-1f ▶	463,079					
Program Service Revenue	2a	CONTRACT OPERATIONS	900099	82,496,975	82,496,975			
	b	REHABILITATION SERVICE	900099	5,668,324	5,668,324			
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f ▶		88,165,299				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		281,980		281,980		
	4	Income from investment of tax-exempt bond proceeds ▶						
	5	Royalties ▶						
	6a	Gross rents	(i) Real					
			(ii) Personal					
			b	Less rental expenses				
			c	Rental income or (loss)				
	d	Net rental income or (loss) ▶						
	7a	Gross amount from sales of assets other than inventory	(i) Securities	8,184,916				
			(ii) Other					
			b	Less cost or other basis and sales expenses	8,184,641			
			c	Gain or (loss)	275			
	d	Net gain or (loss) ▶		275		275		
	8a	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 ▶							
9a	Gross income from gaming activities See Part IV, line 19 a							
b	Less direct expenses b							
c	Net income or (loss) from gaming activities ▶							
10a	Gross sales of inventory, less returns and allowances a							
		b	Less cost of goods sold b					
		c	Net income or (loss) from sales of inventory ▶					
Miscellaneous Revenue		Business Code						
11a	OTHER INCOME	900099	111,202		111,202			
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d ▶		111,202					
12	Total revenue. See Instructions ▶		89,021,835	88,165,299	0	393,457		

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	494,806	494,806		
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	1,440,633	1,239,523	200,038	1,072
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	33,624,090	28,657,397	4,940,533	26,160
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	903,979	813,832	89,500	647
9	Other employee benefits	8,474,587	7,899,546	571,296	3,745
10	Payroll taxes	3,022,507	2,729,632	290,319	2,556
11	Fees for services (non-employees)				
a	Management				
b	Legal	101,931	16,618	85,313	
c	Accounting	123,050		123,050	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	55,393			55,393
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	25,047,191	24,847,938	100,553	98,700
12	Advertising and promotion	71,796	26,172	44,640	984
13	Office expenses	792,340	570,608	185,109	36,623
14	Information technology	676,942	165,038	511,904	
15	Royalties				
16	Occupancy	2,119,094	1,991,223	127,871	
17	Travel	524,218	381,690	115,548	26,980
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	291,809	105,507	87,793	98,509
20	Interest	251,489	250,327	120	1,042
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	2,518,019	2,244,526	273,493	
23	Insurance	327,138	92,854	234,284	
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	CONTRACT/OTHER SUPPLIES	3,481,356	3,479,869	1,487	
b	NISH COMMISSION	2,497,782	2,497,782		
c	REPAIRS & MAINTENANCE	2,134,707	1,971,567	156,863	6,277
d	OVERHEAD ALLOCATION	-2,917,269		-2,917,269	
e	All other expenses	822,642	611,435	194,336	16,871
25	Total functional expenses. Add lines 1 through 24e	86,880,230	81,087,890	5,416,781	375,559
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 <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

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	12,312	1	11,089
	2 Savings and temporary cash investments	1,233,982	2	4,397,451
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	19,884,106	4	16,006,343
	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 instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	250,009	8	197,277
	9 Prepaid expenses and deferred charges	341,606	9	1,153,777
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	18,859,389		
	b Less accumulated depreciation	14,042,378		
	11 Investments—publicly traded securities	7,122,494	10c	4,817,011
	12 Investments—other securities See Part IV, line 11	13,945,718	11	15,248,508
	13 Investments—program-related See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets See Part IV, line 11	12,873,606	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	55,663,833	15	12,818,204	
		16	54,649,660	
Liabilities	17 Accounts payable and accrued expenses	17,451,269	17	15,204,831
	18 Grants payable		18	
	19 Deferred revenue	137,558	19	265,410
	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	4,100,697	23	3,021,654
	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	276,723	25	0
	26 Total liabilities. Add lines 17 through 25	21,966,247	26	18,491,895
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	33,697,586	27	36,157,765
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> 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	33,697,586	33	36,157,765	
34 Total liabilities and net assets/fund balances	55,663,833	34	54,649,660	

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	89,021,835
2	Total expenses (must equal Part IX, column (A), line 25)	2	86,880,230
3	Revenue less expenses Subtract line 2 from line 1	3	2,141,605
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	33,697,586
5	Net unrealized gains (losses) on investments	5	318,574
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	36,157,765

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? 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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	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 <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input checked="" type="checkbox"/> Both consolidated and separate basis	Yes	
2c	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	Yes	
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?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Department of the Treasury
Internal Revenue Service

Name of the organization
SERVICESOURCE INC

Employer identification number
54-0901256

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

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

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

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
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 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 for 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 ▶		

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.")	376,345	618,095	370,416	361,361	463,079	2,189,296
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	89,858,008	82,680,702	79,765,597	89,601,080	88,165,299	430,070,686
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	90,234,353	83,298,797	80,136,013	89,962,441	88,628,378	432,259,982
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
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						0
8 Public support (Subtract line 7c from line 6)						432,259,982

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	90,234,353	83,298,797	80,136,013	89,962,441	88,628,378	432,259,982
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	458,167	393,815	325,037	272,174	281,980	1,731,173
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	458,167	393,815	325,037	272,174	281,980	1,731,173
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.)	48,467	61,091	75,363	157,473	111,202	453,596
13 Total support. (Add lines 9, 10c, 11, and 12.)	90,740,987	83,753,703	80,536,413	90,392,088	89,021,560	434,444,751
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	99.500 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	99.450 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0.400 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	0.460 %

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

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

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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.

Department of the Treasury Internal Revenue Service

Name of the organization SERVICESOURCE INC

Employer identification number 54-0901256

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.

Table with 3 columns: (a) Donor advised funds, (b) Funds and other accounts, and a Yes/No column. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advisement and grant fund usage.

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

Form for Part II Conservation Easements. Includes checkboxes for various purposes (land for public use, natural habitat, open space, historic structure), a table for 'Held at the End of the Year' (rows 2a-2d), and questions about monitoring, expenses, and reporting.

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.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions about reporting works of art and historical treasures, and a table for revenues and assets.

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

5 During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

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

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

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f 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	13,081,079	12,887,723	11,825,558	11,892,430	12,721,073
b Contributions	1,326,289	450,186	500		2,700
c Net investment earnings, gains, and losses	940,226	537,282	1,492,691	446,623	-69,434
d Grants or scholarships	60,000	60,000			
e Other expenditures for facilities and programs	548,646	709,086	409,619	438,048	687,736
f Administrative expenses	24,908	25,026	21,407	75,447	74,173
g End of year balance	14,714,040	13,081,079	12,887,723	11,825,558	11,892,430

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

- a** Board designated or quasi-endowment 100 000 %
 - 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

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

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		730,861		730,861
b Buildings		1,473,943	1,041,617	432,326
c Leasehold improvements		1,537,266	1,485,366	51,900
d Equipment		1,030,935	892,999	137,936
e Other		14,086,384	10,622,396	3,463,988
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,817,011

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	89,340,409
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	318,574
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	318,574
3	Subtract line 2e from line 1	3	89,021,835
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	0
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	89,021,835

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

1	Total expenses and losses per audited financial statements	1	86,880,230
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	0
3	Subtract line 2e from line 1	3	86,880,230
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	86,880,230

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

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	BOARD DESIGNATED AND QUASI-ENDOWMENTS FUNDS CONSIST OF MARKETABLE SECURITIES HELD BY SERVICESOURCE, INC AND OPPORTUNITY CENTER, INC THE INVESTMENT INCOME FROM THESE FUNDS IS DESIGNATED TO PROVIDE FOR BENEFIT EXPENSES OF DIRECT EMPLOYEES WHO ARE NOT OTHERWISE COVERED BY RETIREMENT PLANS AND OTHER PROGRAMMATIC INITIATIVES OF SERVICESOURCE IN ADDITION, THE BOARD OF TRUSTEES OF SERVICESOURCE FOUNDATION, INC HAS DESIGNATED \$1,000,000 FOR THE DISABILITY RESOURCE CENTER CAPITAL CAMPAIGN
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	SERVICESOURCE IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE THEREFORE, NO PROVISION IS MADE FOR INCOME TAXES IN ADDITION, SERVICESOURCE HAS BEEN DETERMINED BY THE INTERNAL REVENUE SERVICE NOT TO BE A PRIVATE FOUNDATION INCOME, WHICH IS NOT RELATED TO ITS EXEMPT PURPOSE, LESS APPLICABLE DEDUCTIONS, IS SUBJECT TO FEDERAL AND STATE CORPORATE INCOME TAXES SERVICESOURCE HAD NO UNRELATED BUSINESS INCOME FOR THE YEAR ENDED JUNE 30, 2013 MANAGEMENT EVALUATED SERVICESOURCE'S TAX POSITIONS AND CONCLUDED THAT SERVICESOURCE HAS TAKEN NO UNCERTAIN TAX POSITIONS THAT REQUIRE ADJUSTMENT TO THE FINANCIAL STATEMENTS TO COMPLY WITH THE PROVISIONS OF THIS GUIDANCE GENERALLY, SERVICESOURCE IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U S FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2010

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

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

Department of the Treasury Internal Revenue Service

Name of the organization SERVICESOURCE INC

Employer identification number

54-0901256

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

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

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

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization.

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

DC, MD, VA

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col (a) through col (c))
Revenue	1 Gross receipts				
	2 Less Contributions				
	3 Gross income (line 1 minus line 2)				
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses				
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				()
11 Net income summary Combine line 3, column (d), and line 10 ▶					

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No	<input type="checkbox"/> Yes <input type="checkbox"/> No		
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

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

b If "No," explain _____

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

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

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

Identifier	Return Reference	Explanation
	SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS	THE SERVICESOURCE FOUNDATION, INC IS RELATED TO AND GOVERNED BY SERVICESOURCE, INC THROUGH BOARD CONTROL AND IS THE CHARITABLE ARM OF SERVICESOURCE'S OPERATIONS THERE IS CURRENTLY AN ORAL ARRANGEMENT BETWEEN THE FOUNDATION AND SERVICESOURCE IS SUCH THAT COSTS ASSOCIATED WITH ADMINISTRATIVE AND FUNDRAISING ACTIVITIES ARE INCURRED AND PAID FOR BY SERVICESOURCE, INC , WHILE THE CONTRIBUTIONS MADE AS A RESULT OF ANY FUNDRAISING ACTIVITIES ARE RECEIVED BY AND RECORDED IN THE SERVICESOURCE FOUNDATION DURING FY2013, SERVICESOURCE EMBARKED ON A CAPITAL CAMPAIGN TO RAISE FUNDS FOR A DISABILITY RESOURCE CENTER FUNDRAISING COSTS INCURRED BY SERVICESOURCE, INC RESULTED IN THE FOUNDATION RECEIVING MORE THAN \$3 2 MILLION IN CONTRIBUTIONS DURING FY2013 WHICH ARE REFLECTED ON THE SERVICESOURCE FOUNDATION 990 AS ALWAYS, SERVICE SOURCE DOES INCUR FUNDRAISING COSTS ASSOCIATED WITH ITS REPORTABLE CONTRIBUTION AMOUNTS IT RECEIVES ANNUALLY

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

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

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

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 GRANTS FROM THE ORGANIZATION ARE TYPICALLY MADE TO RELATED NON-PROFIT ORGANIZATIONS UNDER THE SERVICESOURCE "UMBRELLA" ACCORDINGLY, THE USE OF GRANT FUNDS IS MONITORED BY SENIOR EXECUTIVES WITH DIRECT KNOWLEDGE OF THE INTENDED PURPOSE OF THE GRANT FUNDS TO ENSURE COMPLIANCE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
SERVICESOURCE INC

Employer identification number

54-0901256

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

b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all 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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

- a** The organization?
- b** Any related organization?

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

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

- a** The organization?
- b** Any related organization?

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in 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		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

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				
See Additional Data Table							

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.

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

Software ID:
Software Version:
EIN: 54-0901256
Name: SERVICESOURCE INC

Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JANET SAMUELSON	(i)	204,050	11,672	5,077	0	25,817	246,616	0
	(ii)	87,450	5,002	2,176	0	11,065	105,693	0
DAVID HODGE	(i)	126,652	8,750	2,858	0	4,649	142,909	0
	(ii)	126,652	8,750	2,858	0	4,649	142,909	0
BRUCE PATTERSON	(i)	115,205	8,500	1,279	0	13,430	138,414	0
	(ii)	115,205	8,500	1,279	0	13,430	138,414	0
MARK HALL	(i)	100,885	7,000	1,279	0	16,292	125,456	0
	(ii)	100,885	7,000	1,279	0	16,292	125,456	0
LISA WARD	(i)	86,693	7,000	1,038	0	15,979	110,710	0
	(ii)	86,693	7,000	1,037	0	15,979	110,709	0
THOMAS TROESCHEL	(i)	213,837	12,201	3,452	0	26,702	256,192	0
	(ii)	0	0	0	0	0	0	0
M STEVEN DREW	(i)	181,072	5,036	2,455	0	26,992	215,555	0
	(ii)	0	0	0	0	0	0	0
LARRY CRABTREE	(i)	180,941	5,000	2,319	0	30,609	218,869	0
	(ii)	0	0	0	0	0	0	0
TOM CHANG	(i)	109,149	4,200	5,843	0	14,424	133,616	0
	(ii)	72,766	2,800	3,895	0	9,616	89,077	0
LISA LONG	(i)	65,085	2,750	1,186	0	6,706	75,727	0
	(ii)	65,085	2,751	1,186	0	6,707	75,729	0

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
SERVICESOURCE INC

Employer identification number

54-0901256

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	AFTER THE EXTENSIVE INTERNAL REVIEW, THE RETURNS ARE MADE AVAILABLE TO THE MEMBERS OF THE AUDIT COMMITTEE AND BOARD OF DIRECTORS FOR THEIR REVIEW, COMMENTS, CONCURRENCE, AND REQUEST FOR A FORMAL MEETING PRIOR TO FILING, IF DEEMED NECESSARY THE FINAL 990 TAX RETURN IS POSTED TO THE ORGANIZATION'S WEBSITE FOR INTERNAL USE

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	BOARD MEMBERS ARE REQUIRED TO COMPLETE A DISCLOSURE FORM IDENTIFYING BUSINESS INTERESTS, EMPLOYMENT RELATIONSHIPS AND PROPERTY INTERESTS, AND THOSE OF RELATED PARTIES SERVICESOURCE HAS SPECIFIC BOARD-LEVEL POLICIES REGARDING DISCLOSURE OF CONFLICT OF INTEREST FOR BOARD MEMBERS. THE CHAIR OF THE BOARD AND THE CEO REGULARLY REVIEW THE COMPOSITION OF THE BOARD FOR ANY POTENTIAL CONFLICTS OF INTERESTS AND CONSULT WITH LEGAL COUNSEL IF NECESSARY. THE BOARD CHAIR MAY ASK THE INVOLVED INDIVIDUAL TO RECUSE THEMSELVES DURING DISCUSSIONS ON ANY MATTER RELATING TO A POTENTIAL CONFLICT OF INTEREST. SERVICESOURCE MAINTAINS BUSINESS CODE OF ETHICS AND CONFLICT OF INTEREST POLICIES THAT ALL EMPLOYEES ARE REQUIRED TO FOLLOW. ALL KEY EMPLOYEES, INCLUDING OFFICERS, ARE REQUIRED TO PARTICIPATE IN ANNUAL TRAINING ON THE ORGANIZATION'S CODE OF BUSINESS ETHICS, INCLUDING CONFLICTS OF INTEREST.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15A	COMPENSATION FOR SERVICESOURCE'S CEO IS DETERMINED BY THE BOARD OF DIRECTORS ON AN ANNUAL BASIS. THIS INDEPENDENT DETERMINATION INCLUDES THE USE OF DATA FOR SIMILAR POSITIONS AT COMPARABLE ORGANIZATIONS AND THE COMPENSATION ARRANGEMENT IS DOCUMENTED WHEN DECIDED BY THE BOARD OF DIRECTORS. AN INDEPENDENT COMPENSATION CONSULTANT CONDUCTS AN EXECUTIVE SALARY SURVEY ON AN ANNUAL BASIS, WITH THE RESULTS OF THE SURVEY BEING CONSIDERED BY THE BOARD OF DIRECTORS FOR DETERMINATION OF THE CEO'S COMPENSATION. COMPENSATION FOR OTHER OFFICERS ARE ALSO DETERMINED BASED ON EXECUTIVE PAY STUDIES AND AN EXECUTIVE SALARY SURVEY CONDUCTED BY A LEADING CONSULTING FIRM THAT ARE CONDUCTED ANNUALLY. COMPENSATION FOR OTHER KEY EMPLOYEES AND EXECUTIVES ARE DETERMINED BASED ON EXECUTIVE PAY STUDIES CONDUCTED BY OUTSIDE CONSULTANTS BI-ANNUALLY.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION MAKES ITS CONFLICT OF INTEREST POLICY , ORGANIZATIONAL DOCUMENTS AND FINANCIAL STATEMENTS AVAILABLE TO THE GENERAL PUBLIC UPON REQUEST

Identifier	Return Reference	Explanation
OTHER FEES	FORM 990, PART IX, LINE 11G	OTHER PROFESSIONAL SERVICES PROGRAM SERVICE EXPENSES 24,847,938 MANAGEMENT AND GENERAL EXPENSES 100,553 FUNDRAISING EXPENSES 98,700 TOTAL EXPENSES 25,047,191

Identifier	Return Reference	Explanation
	FORM 990, PART IX, LINE 11E, COLUMN D	THE SERVICESOURCE FOUNDATION, INC IS RELATED TO AND GOVERNED BY SERVICESOURCE, INC THROUGH BOARD CONTROL AND IS THE CHARITABLE ARM OF SERVICESOURCE'S OPERATIONS THERE IS CURRENTLY AN ORAL ARRANGEMENT BETWEEN THE FOUNDATION AND SERVICESOURCE IS SUCH THAT COSTS ASSOCIATED WITH ADMINISTRATIVE AND FUNDRAISING ACTIVITIES ARE INCURRED AND PAID FOR BY SERVICESOURCE, INC , WHILE THE CONTRIBUTIONS MADE AS A RESULT OF ANY FUNDRAISING ACTIVITIES ARE RECEIVED BY AND RECORDED IN THE SERVICESOURCE FOUNDATION DURING FY2013, SERVICESOURCE EMBARKED ON A CAPITAL CAMPAIGN TO RAISE FUNDS FOR A DISABILITY RESOURCE CENTER FUNDRAISING COSTS INCURRED BY SERVICESOURCE, INC RESULTED IN THE FOUNDATION RECEIVING MORE THAN \$3 2 MILLION IN CONTRIBUTIONS DURING FY2013 WHICH ARE REFLECTED ON THE SERVICESOURCE FOUNDATION 990 AS ALWAYS, SERVICE SOURCE DOES INCUR FUNDRAISING COSTS ASSOCIATED WITH ITS REPORTABLE CONTRIBUTION AMOUNTS IT RECEIVES ANNUALLY

Identifier	Return Reference	Explanation
	FORM 990, PART XII, LINE 2C	THE PROCESS FOR OVERSEEING THE AUDIT OF THE FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT THAT AUDITED THE FINANCIAL STATEMENTS HAS BEEN CONSISTENT WITH PRIOR YEARS

Identifier	Return Reference	Explanation
	FORM 990, PART IX	EXPENSES ON PART IX OF THE 990 ARE NET OF ALLOCATIONS OF CORPORATE EXPENSES TO OTHER RELATED ENTITIES

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

**Open to Public
Inspection**

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

Department of the Treasury
Internal Revenue Service

Name of the organization
SERVICESOURCE INC

Employer identification number

54-0901256

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) SERVICESOURCE ENTERPRISES LLC 6295 EDSALL ROAD ALEXANDRIA, VA 22312 20-5683792	FOOD SERVICES CONTRACT	VA	0	0	SERVICESOURCE INC

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
See Additional Data Table							

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

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

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

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

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)

	Yes	No
1a		No
1b	Yes	
1c	Yes	
1d		No
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n	Yes	
1o	Yes	
1p		No
1q		No
1r		No
1s		No

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) SERVICESOURCE FOUNDATION INC	C	206,293	CASH
(2) SERVICESOURCE EMPLOYMENT SERVICES INC	B	223,361	CASH
(3) EMPLOYMENT SOURCE INC	B	271,445	CASH

Software ID:
Software Version:
EIN: 54-0901256
Name: SERVICESOURCE INC

Part VII Supplemental Information

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

Identifier	Return Reference	Explanation
	PART II	<p>THE SERVICESOURCE VIRGINIA OFFICE FOR EMPLOYMENT AND REHABILITATION IS ONE OF FIVE NOT-FOR-PROFIT 501(C)(3) ORGANIZATIONS GOVERNED BY A COMMON MEMBER VOLUNTEER BOARD OF DIRECTORS THE FIVE REGIONAL OFFICES REMAIN SEPARATE LEGAL ENTITIES BUT ARE COMMONLY BRANDED AS "SERVICESOURCE " GENERAL CORPORATE AND OVERHEAD EXPENSES AND SALARIES ARE SPREAD ACROSS ALL REGIONAL OFFICES ACCORDING TO APPROPRIATE ALLOCATION METHODOLOGY AND BASED ON THE PERCENTAGE OF SUPPORT TO THE SPECIFIC REGIONAL OFFICE THIS STRUCTURE ALLOWS FOR MAINTENANCE OF MUCH LOWER CORPORATE OVERHEAD RATE AS A PERCENTAGE OF REVENUE TO ENSURE THAT ADEQUATE FUNDS ARE DIRECTED SPECIFICALLY TO PROGRAM OPERATIONS IN ADDITION TO THE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION, OTHER OFFICES INCLUDE THE FLORIDA REGIONAL OFFICE LOCATED IN CLEARWATER, FLORIDA, THE VIRGINIA REGIONAL OFFICE FOR HABILITATION SERVICES IN SPRINGFIELD, VIRGINIA, THE NORTH CAROLINA REGIONAL OFFICE IN FAYETTEVILLE, NORTH CAROLINA, AND THE DELAWARE REGIONAL OFFICE IN WILMINGTON, DELAWARE WITH OPERATIONS IN EIGHT STATES AND THE DISTRICT OF COLUMBIA, SERVICESOURCE COLLECTIVELY EMPLOYED MORE THAN 1,500 PEOPLE WITH DISABILITIES AND PROVIDED EMPLOYMENT AND OTHER SUPPORT SERVICES TO MORE THAN 15,700 INDIVIDUALS IN FY 2013 THE FIVE REGIONAL OFFICES SHARE A MISSION OF PROVIDING EXCEPTIONAL SERVICES TO INDIVIDUALS WITH DISABILITIES THROUGH INNOVATIVE AND VALUED EMPLOYMENT, TRAINING, HABILITATION, HOUSING AND SUPPORT SERVICES SERVICESOURCE FOUNDATION THE SERVICESOURCE FOUNDATION IS A SEPARATE 501 (C) (3) CORPORATION THAT RAISES MONEY TO SUPPORT UNFUNDED OR UNDER-FUNDED PROGRAMS OF THE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES FOUNDED IN 2004, THE SERVICESOURCE FOUNDATION RAISES MONEY AND SUPPORTS COMMUNITY EDUCATION AND OUTREACH ON BEHALF OF PEOPLE WITH DISABILITIES IN FY 2013, THE SERVICESOURCE FOUNDATION FUNDED IMPORTANT THERAPIES INCLUDING THERAPEUTIC HORSEBACK RIDING, ART, DANCE AND MUSIC THERAPY, AS WELL AS THE FAMILY SUPPORT NET INITIATIVE COMMUNITY THRIFT OF MANASSAS THE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES HAS ONE SUBSIDIARY CORPORATION COMMUNITY THRIFT OF MANASSAS IS A THRIFT STORE THAT IS OPERATED AS A SEPARATE 501(C)(3) ORGANIZATION COMMUNITY THRIFT RECEIVES AND SELLS DONATED ITEMS TO MEMBERS OF THE COMMUNITY AND PROVIDES EMPLOYMENT OPPORTUNITIES FOR INDIVIDUALS WITH SEVERE DISABILITIES</p>

-->