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

Return of Organization Exempt From Income Tax

OMB No 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Open to Public Inspection

Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.
 Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization SERVICESOURCE INC Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 10467 WHITE GRANITE DRIVE City or town, state or province, country, and ZIP or foreign postal code OAKTON, VA 22124	D Employer identification number 54-0901256 E Telephone number (703) 461-6000 G Gross receipts \$ 87,062,318
F Name and address of principal officer JANET SAMUELSON 10467 WHITE GRANITE DRIVE OAKTON, VA 22124		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: WWW SERVICESOURCE ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		L Year of formation 1971 M State of legal domicile VA

Part I Summary

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		13	
4	Number of independent voting members of the governing body (Part VI, line 1b)	4		13	
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5		1,461	
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)	463,079		1,002,672	
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	88,165,299		83,537,594	
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	282,255		312,379	
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	111,202		161,948	
			89,021,835		85,014,593
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	494,806		0	
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0		0	
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	47,465,796		45,027,580	
	16a Professional fundraising fees (Part IX, column (A), line 11e)	55,393		59,242	
	b Total fundraising expenses (Part IX, column (D), line 25) <u>321,964</u>				
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	38,864,235		38,010,004	
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	86,880,230		83,096,826	
19 Revenue less expenses Subtract line 18 from line 12	2,141,605		1,917,767		
Net Assets or Fund Balances		Beginning of Current Year		End of Year	
	20 Total assets (Part X, line 16)	54,649,660		63,512,128	
	21 Total liabilities (Part X, line 26)	18,491,895		24,418,256	
22 Net assets or fund balances Subtract line 21 from line 20	36,157,765		39,093,872		

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	2015-02-12 Date	
	DAVID HODGE EXECUTIVE VP & CFO Type or print name and title		
Paid Preparer Use Only	Print/Type preparer's name YONG ZHANG CPA	Preparer's signature	Date
	Firm's name <u>MCGLADREY LLP</u>	Check <input type="checkbox"/> if self-employed PTIN P01249785	
	Firm's address <u>1861 INTERNATIONAL DRIVE SUITE 400</u> MCLEAN, VA 22102	Firm's EIN <u>42-0714325</u> Phone no (703) 336-6400	

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 or note to any line 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 \$ 77,092,971 including grants of \$) (Revenue \$ 83,537,594)
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 OAKTON, 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 2014, THE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES SERVED 2,419 INDIVIDUALS WITH DISABILITIES, OF WHOM 767 WERE DIRECT EMPLOYEES OF THE ORGANIZATION AND 194 RECEIVED PLACEMENT SERVICES TO OBTAIN JOBS WITH OTHER EMPLOYERS PROGRAMS AND SERVICESAFFIRMATIVE EMPLOYMENT OPERATIONSTHE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR EMPLOYMENT AND REHABILITATION SERVICES HAS CONTRACT OPERATIONS IN VIRGINIA, MARYLAND, 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 LINES OF BUSINESS INCLUDE MAIL CENTER MANAGEMENT, FOOD SERVICE OPERATIONS, ADMINISTRATIVE SUPPORT, TOTAL FACILITIES MANAGEMENT, LOGISTICS AND BULK MAILING SERVICES THE MAJORITY OF INDIVIDUALS DIRECTLY EMPLOYED BY SERVICESOURCE WORK ON ABILITYONE CONTRACTS IN FY 2014 SERVICESOURCE WAS AWARDED A NEW ABILITYONE CONTRACT TO PROVIDE MILITARY SUPPORT SERVICES AT JOINT BASE LANGLEY-EUSTIS IN VIRGINIA 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 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, SUPPORTED EMPLOYMENT AND SPECIALIZED PROGRAMS FOR VETERANS AND INDIVIDUALS WITH AUTISM 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 WARRIOR BRIDGE PROGRAM - SERVICES FOR WOUNDED VETERANSTHE SERVICESOURCE WARRIOR BRIDGE PROGRAM IN VIRGINIA EXPANDED ITS IMPACT THROUGH A SECOND YEAR OF FUNDING FROM THE BOB WOODRUFF FOUNDATION, SERVING A TOTAL OF NEARLY 300 VETERANS WITH DISABILITIES AND THEIR FAMILIES IN THE NORTHERN VIRGINIA AREA THE SERVICESOURCE VIRGINIA REGIONAL OFFICE DIRECTLY EMPLOYED 71 VETERANS IN FY 2014, AND PLACED 48 VETERANS WITH THIRD-PARTY EMPLOYERS AUTISM SPECTRUM DISORDERS SERVICESTHE SERVICESOURCE VIRGINIA REGIONAL OFFICE SERVED 75 INDIVIDUALS WITH AUTISM SPECTRUM DISORDERS IN FY 2014, AND LAUNCHED A NEW AUTISM INITIATIVE WITH FUNDING FROM THE FAIRFAX COUNTY CONSOLIDATED COMMUNITY FUNDING POOL THE PROGRAM IS EXPECTED TO SERVE AN ADDITIONAL 40 INDIVIDUALS ANNUALLY WITH A GOAL OF INCREASING THE PARTICIPATION OF INDIVIDUALS WITH AUTISM IN THE LABOR MARKET PROGRAM PARTICIPANTS WILL TAKE PART IN JOB TRAINING, COMMUNITY WORK EXPERIENCES AND INTERNSHIPS WITH A GOAL OF ACHIEVING LONG-TERM EMPLOYMENT EMPLOYMENT RESOURCES AND SUPPORTED EMPLOYMENTTHROUGH THE KEEP IT GREEN PROGRAM, THE SERVICESOURCE VIRGINIA REGIONAL OFFICE OFFERS ELECTRONICS COLLECTION AND DISMANTLING SERVICES FOR AREA RESIDENTS WHILE PROVIDING VALUABLE EMPLOYMENT FOR INDIVIDUALS WITH DISABILITIES IN FY 2014 SERVICESOURCE EMPLOYEES PROCESSED MORE THAN 600 TONS OF ELECTRONICS MATERIAL AND REFURBISHED 800 COMPUTERS THROUGH THIS PROGRAM PROGRAM PARTICIPANTS ALSO HAVE THE OPPORTUNITY TO PARTICIPATE IN A RANGE OF LIFE SKILLS AND VOCATIONAL TRAINING OPPORTUNITIES, INCLUDING ENTREPRENEURIAL AND SELF-EMPLOYMENT ACTIVITIES 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

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 77,092,971

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"/>		No
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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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 or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants or 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 25a</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
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		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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 or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 89		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0		
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. 2a 1,461		
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" to line 3b, 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. 7d		
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. 10a		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders. 11a		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
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. 13a		
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. 13b		
13c	Enter the amount of reserves on hand. 13c		
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 or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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.)

		Yes	No
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
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		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 <input checked="" type="checkbox"/> 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. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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 <input checked="" type="checkbox"/> NATE HOOVER VP FINANCE 10467 WHITE GRANITE DRIVE OAKTON, VA 22124 (703) 461-6000

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

Check if Schedule O contains a response or note to any line 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) JAMES CARROLL 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) CHRISTINE CINTRON DIRECTOR	40 1 60	X						0	0	0
(8) CHARLES HARLES DIRECTOR	40 1 60	X						0	0	0
(9) VERDIA L HAYWOOD DIRECTOR	40 1 60	X						0	0	0
(10) PAUL PLATTNER DIRECTOR	40 1 60	X						0	0	0
(11) JULIE RUFENACHT DIRECTOR	40 1 60	X						0	0	0
(12) JOSEPH SOROTA 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				243,314	131,015	43,282
(16) DAVID HODGE EXECUTIVE VP & CFO	18 00 22 00			X				143,598	175,510	9,246
(17) BRUCE PATTERSON EXECUTIVE VP & COO	18 00 22 00			X				129,138	157,837	28,294

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 DEVELOPMENT	20 00			X				126,347	126,347	32,492
(19) LISA WARD EXECUTIVE VP COMMUN & COMMUNITY	20 00				X			106,690	106,690	29,380
(20) THOMAS TROESCHEL SR VP OF OPERATION	40 00				X			256,471	0	24,761
(21) M STEVEN DREW VP OPERATIONS II	40 00				X			203,005	0	28,252
(22) LARRY CRABTREE VP OPERATIONS II	40 00				X			195,598	0	33,333
(23) DONALD PINCUS VP OPERATIONS	40 00				X			158,275	0	6,655
(24) MABELENE AYCOCK VP OPERATIONS II	40 00				X			156,169	0	3,771
(25) KENNETH J CRUM EXECUTIVE DIRECTOR	24 00				X			90,095	60,063	25,681
(26) TOM CHANG VP FINANCE	18 00					X		111,896	91,550	25,162
(27) TASHIA MALLETTE VP HUMAN RESOURCES	24 00					X		97,506	65,005	27,512
(28) LISA LONG VP INFORMATION TECHNOLOGY	20 00					X		74,869	74,868	13,883
(29) JEFFERY RING VP CONTRACT MANAGEMENT	26 00					X		98,139	52,845	9,022
(30) SCOTT KUEBLER VP RISK MANAGEMENT	14 00					X		54,004	81,008	15,182
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								2,245,114	1,122,738	355,908

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 **29**

	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 or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c					
	d	Related organizations 1d	166,462				
	e	Government grants (contributions) 1e	274,095				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	562,115				
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f	1,002,672				
Program Service Revenue	2a	CONTRACT OPERATIONS	900099	79,917,379	79,917,379		
	b	REHABILITATION SERVICE	900099	3,620,215	3,620,215		
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		83,537,594			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		334,074		334,074	
	4	Income from investment of tax-exempt bond proceeds					
	5	Royalties					
	6a	Gross rents	(i) Real	122,990			
			(ii) Personal				
			b Less rental expenses	0			
			c Rental income or (loss)	122,990			
	d	Net rental income or (loss)		122,990		122,990	
	7a	Gross amount from sales of assets other than inventory	(i) Securities	2,026,030			
			(ii) Other				
			b Less cost or other basis and sales expenses	2,047,725			
			c Gain or (loss)	-21,695			
	d	Net gain or (loss)		-21,695		-21,695	
	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	38,958			38,958	
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		38,958				
12	Total revenue. See Instructions		85,014,593	83,537,594	0	474,327	

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 or note to any line 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.				
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.	1,996,842	1,694,116	301,207	1,519
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.	32,342,792	27,207,347	5,110,490	24,955
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	831,190	732,206	97,683	1,301
9	Other employee benefits.	6,878,229	6,313,225	560,559	4,445
10	Payroll taxes.	2,978,527	2,680,039	296,389	2,099
11	Fees for services (non-employees)				
a	Management.				
b	Legal.	243,366	222,260	21,106	
c	Accounting.	90,312		90,312	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.	59,242			59,242
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).	26,006,023	25,886,277	114,795	4,951
12	Advertising and promotion.	143,019	7,340	69,217	66,462
13	Office expenses.	963,660	766,434	179,904	17,322
14	Information technology.	756,208	183,602	572,606	
15	Royalties.				
16	Occupancy.	2,061,728	1,926,279	135,449	
17	Travel.	581,712	450,468	107,419	23,825
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	231,788	52,991	81,460	97,337
20	Interest.	177,333	172,728	4,605	
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	2,866,980	2,583,878	283,102	
23	Insurance.	391,270	73,477	317,793	
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	3,335,235	3,334,514	721	
b	REPAIRS & MAINTENANCE	2,241,158	2,086,529	150,143	4,486
c	OTHER EXPENSES	774,873	719,261	41,592	14,020
d	OVERHEAD ALLOCATION	-2,854,661		-2,854,661	
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	83,096,826	77,092,971	5,681,891	321,964
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 or note to any line in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash-non-interest-bearing	11,089	1	14,143
	2 Savings and temporary cash investments	4,397,451	2	5,438,256
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	16,006,343	4	13,545,648
	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	197,277	8	475,978
	9 Prepaid expenses and deferred charges	1,153,777	9	982,473
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 27,079,357		
	b Less accumulated depreciation	10b 16,495,425	4,817,011	10c 10,583,932
	11 Investments—publicly traded securities	15,248,508	11	17,680,090
	12 Investments—other securities See Part IV, line 11		12	
	13 Investments—program-related See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	12,818,204	15	14,791,608
16 Total assets. Add lines 1 through 15 (must equal line 34)	54,649,660	16	63,512,128	
Liabilities	17 Accounts payable and accrued expenses	15,204,831	17	13,713,796
	18 Grants payable		18	
	19 Deferred revenue	265,410	19	248,993
	20 Tax-exempt bond liabilities	0	20	8,475,444
	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	3,021,654	23	1,864,970
	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	0	25	115,053
	26 Total liabilities. Add lines 17 through 25	18,491,895	26	24,418,256
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	36,157,765	27	39,093,872
	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	36,157,765	33	39,093,872	
34 Total liabilities and net assets/fund balances	54,649,660	34	63,512,128	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	85,014,593
2	Total expenses (must equal Part IX, column (A), line 25)	2	83,096,826
3	Revenue less expenses Subtract line 2 from line 1	3	1,917,767
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	36,157,765
5	Net unrealized gains (losses) on investments	5	1,133,393
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	-115,053
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	39,093,872

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line 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 checked="" type="checkbox"/> Consolidated basis <input 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

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.
- ▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

2013

Open to Public Inspection

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2012 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2013. 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 <input type="checkbox"/>		
b 33 1/3% support test—2012. 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 <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2013. 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 <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2012. 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 <input type="checkbox"/>		
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 <input type="checkbox"/>		

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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	618,095	370,416	361,361	463,079	1,002,672	2,815,623
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	82,680,702	79,765,597	89,601,080	88,165,299	83,537,594	423,750,272
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	83,298,797	80,136,013	89,962,441	88,628,378	84,540,266	426,565,895
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)						426,565,895

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	83,298,797	80,136,013	89,962,441	88,628,378	84,540,266	426,565,895
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	393,815	325,037	272,174	281,980	457,064	1,730,070
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	393,815	325,037	272,174	281,980	457,064	1,730,070
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)	61,091	75,363	157,473	111,202	38,958	444,087
13 Total support. (Add lines 9, 10c, 11, and 12)	83,753,703	80,536,413	90,392,088	89,021,560	85,036,288	428,740,052
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 2013 (line 8, column (f) divided by line 13, column (f))	15	99.490 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	99.500 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	0.400 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	0.400 %

- 19a 33 1/3% support tests—2013.** 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—2012.** 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. 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	
Return Reference	Explanation
SCHEDULE A, PART III, LINE 12, EXPLANATION OF OTHER INCOME	OTHER INCOME FROM EXEMPT ACTIVITIES - 2009 AMOUNT \$ 61,091 2010 AMOUNT \$ 75,363 2011 AMOUNT \$ 157,473 2012 AMOUNT \$ 111,202 2013 AMOUNT \$ 38,958

Schedule A (Form 990 or 990-EZ) 2013

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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: Line number, (a) Donor advised funds, (b) Funds and other accounts. Includes rows for total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor informed and grant funds used.

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

Form for Part II Conservation Easements. Includes questions about purpose of easements, number of easements, acreage, and monitoring. Includes a table for 'Held at the End of the Year' with rows 2a, 2b, 2c, 2d.

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 amounts required to be reported.

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

Table with 2 columns: Description (1c-1f) and Amount

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include 1a-1g.

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

Table with 2 columns: Yes, No. Rows for 3a(i) unrelated organizations, 3a(ii) related organizations.

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

Table with 2 columns: Yes, No. Row for 3b.

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a-1e and Total.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements	1	130,118,840
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	1,133,393
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	43,970,854
e	Add lines 2a through 2d	2e	45,104,247
3	Subtract line 2e from line 1	3	85,014,593
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	85,014,593

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements	1	127,052,445
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	43,955,619
e	Add lines 2a through 2d	2e	43,955,619
3	Subtract line 2e from line 1	3	83,096,826
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	83,096,826

Part XIII Supplemental Information

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

Return Reference	Explanation
PART V, LINE 4	BOARD DESIGNATED AND QUASI-ENDOWMENTS FUNDS CONSIST OF MARKETABLE SECURITIES HELD BY SERVICESOURCE, INC , CENTRAL FAIRFAX SERVICES, 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 \$1,250,000 FOR THE DISABILITY RESOURCE CENTER CAPITAL CAMPAIGN
PART X, LINE 2	SOURCESOURCE 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, 2014 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 2011
PART XI, LINE 2D - OTHER ADJUSTMENTS	SWAP INTEREST RATE ADJUSTMENT -115,053 COMMUNITY THRIFT REVENUE INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 322,591 EMPLOYMENT SOURCE REVENUE INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 14,271,208 SERVICESOURCE FDN REVENUE INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 1,220,767 OPPORTUNITY CENTER REVENUE INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 8,346,124 CENTRAL FAIRFAX SERV REVENUE INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 10,168,483 THE ABILITIES GROUP REVENUE INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 10,476,649 ELIMINATION ENTRIES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS -719,915
PART XII, LINE 2D - OTHER ADJUSTMENTS	COMMUNITY THRIFT EXPENSES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 512,832 EMPLOYMENT SOURCE EXPENSES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 12,936,245 SERVICESOURCE FDN EXPENSES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 321,600 OPPORTUNITY CENTER EXPENSES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 8,522,370 CENTRAL FAIRFAX SERV EXPENSES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 10,827,765 THE ABILITIES GROUP EXPENSES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS 11,554,722 ELIMINATION ENTRIES INCLUDED IN CONSOLIDATING FINANCIAL STATEMENTS -719,915

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

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.

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

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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

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

- a Mail solicitations
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 contributions 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 Subtract line 10 from line 3, column (d) ▶					

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 Subtract line 7 from line 1, 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. 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).

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 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 SERVICESOURCE HAS EMBARKED ON A FIVE YEAR CAPITAL CAMPAIGN TO SUPPORT THE DISABILITY RESOURCE CENTER THE SERVICESOURCE DISABILITY RESOURCE CENTER IS THE FIRST OF ITS KIND COMMUNITY RESOURCE CENTER IN THE NATIONAL CAPITAL AREA, COMBINING A PRIMARY HEADQUARTERS (MAIN CAMPUS) BUILDING ALONG WITH DECENTRALIZED SERVICE CENTERS THAT ARE STRATEGICALLY LOCATED WITHIN COMMUNITIES WHERE SERVICES AND RESOURCES ARE MOST NEEDED

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2013

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, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.**

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 idemnification 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 directors, trustees, officers, including 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

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

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

Additional Data

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 PRESIDENT & CEO	(i)	190,115	39,000	14,199	0	28,133	271,447	0
	(ii)	102,370	21,000	7,645	0	15,149	146,164	0
DAVID HODGE EXECUTIVE VP & CFO	(i)	114,901	22,500	6,197	0	4,161	147,759	0
	(ii)	140,435	27,500	7,575	0	5,085	180,595	0
BRUCE PATTERSON EXECUTIVE VP & COO	(i)	104,350	20,250	4,538	0	12,732	141,870	0
	(ii)	127,540	24,750	5,547	0	15,562	173,399	0
MARK HALL EXEC VP CORPORATE DEVELOPMENT	(i)	102,731	18,500	5,116	0	16,246	142,593	0
	(ii)	102,732	18,500	5,115	0	16,246	142,593	0
LISA WARD EXECUTIVE VP COMMUN & COMMUNITY	(i)	83,825	17,500	5,365	0	14,690	121,380	0
	(ii)	83,824	17,500	5,366	0	14,690	121,380	0
THOMAS TROESCHEL SR VP OF OPERATION	(i)	209,194	30,000	17,277	0	24,761	281,232	0
	(ii)	0	0	0	0	0	0	0
M STEVEN DREW VP OPERATIONS II	(i)	180,097	12,750	10,158	449	27,803	231,257	0
	(ii)	0	0	0	0	0	0	0
LARRY CRABTREE VP OPERATIONS II	(i)	172,267	11,786	11,545	0	33,333	228,931	0
	(ii)	0	0	0	0	0	0	0
DONALD PINCUS VP OPERATIONS	(i)	148,745	3,000	6,530	1,806	4,849	164,930	0
	(ii)	0	0	0	0	0	0	0
MABELENE AYCOCK VP OPERATIONS II	(i)	135,459	14,909	5,801	0	3,771	159,940	0
	(ii)	0	0	0	0	0	0	0
KENNETH J CRUM EXECUTIVE DIRECTOR	(i)	78,799	7,481	3,815	0	15,408	105,503	0
	(ii)	52,533	4,988	2,542	0	10,273	70,336	0
TOM CHANG VP FINANCE	(i)	95,446	9,350	7,100	0	13,839	125,735	0
	(ii)	78,091	7,650	5,809	0	11,323	102,873	0
TASHIA MALLETTE VP HUMAN RESOURCES	(i)	84,549	8,400	4,557	0	16,507	114,013	0
	(ii)	56,367	5,600	3,038	0	11,005	76,010	0
LISA LONG VP INFORMATION TECHNOLOGY	(i)	66,140	6,000	2,729	0	6,941	81,810	0
	(ii)	66,140	6,000	2,728	0	6,942	81,810	0
JEFFERY RING VP CONTRACT MANAGEMENT	(i)	85,415	7,800	4,924	0	5,864	104,003	0
	(ii)	45,993	4,200	2,652	0	3,158	56,003	0
SCOTT KUEBLER VP RISK MANAGEMENT	(i)	46,335	4,800	2,869	0	6,073	60,077	0
	(ii)	69,504	7,200	4,304	0	9,109	90,117	0

**Schedule K
(Form 990)**

Supplemental Information on Tax Exempt Bonds

OMB No 1545-0047

2013

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.**

▶ **Attach to Form 990.** ▶ **See separate instructions.**

▶ **Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
SERVICESOURCE INC

Employer identification number
54-0901256

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A FAIRFAX COUNTY ECONOMIC DEVELOPMENT AUTHORITY	91-1910090		05-09-2014	8,500,000	FINANCE COSTS OF ACQUISITION, RENOVATION, AND EQUIPPING OFFICE BUILDING		X		X		X

Part II Proceeds

	A	B	C	D
1 Amount of bonds retired	24,556			
2 Amount of bonds legally defeased				
3 Total proceeds of issue	8,500,000			
4 Gross proceeds in reserve funds				
5 Capitalized interest from proceeds				
6 Proceeds in refunding escrows				
7 Issuance costs from proceeds	146,432			
8 Credit enhancement from proceeds				
9 Working capital expenditures from proceeds				
10 Capital expenditures from proceeds	7,575,753			
11 Other spent proceeds				
12 Other unspent proceeds	777,815			
13 Year of substantial completion				
	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X		
15 Were the bonds issued as part of an advance refunding issue?		X		
16 Has the final allocation of proceeds been made?		X		
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government	0 %							
6 Total of lines 4 and 5	0 %							
7 Does the bond issue meet the private security or payment test?	X							
8a Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X							

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?		X						
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X							
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?	X							
b Name of provider	CAPITAL ONE NATIONAL							
c Term of hedge	5 000000000000							
d Was the hedge superintegrated?		X						
e Was the hedge terminated?		X						

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?	X							

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?	X							

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.**

▶ Attach to Form 990 or 990-EZ.

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at
www.irs.gov/form990.**

2013

**Open to Public
Inspection**

Name of the organization
SERVICESOURCE INC

Employer identification number

54-0901256

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

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

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.

Return Reference	Explanation
FORM 990, PART VI, SECTION C, LINE 19	FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS ARE AVAILABLE UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D)

Return Reference	Explanation
FORM 990, PART IX, LINE 11G	OTHER PROFESSIONAL SERVICES PROGRAM SERVICE EXPENSES 25,886,277 MANAGEMENT AND GENERAL EXPENSES 114,795 FUNDRAISING EXPENSES 4,951 TOTAL EXPENSES 26,006,023

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 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 SERVICESOURCE HAS EMBARKED ON A FIVE YEAR CAPITAL CAMPAIGN TO SUPPORT THE DISABILITY RESOURCE CENTER THE SERVICESOURCE DISABILITY RESOURCE CENTER IS THE FIRST OF ITS KIND COMMUNITY RESOURCE CENTER IN THE NATIONAL CAPITAL AREA, COMBINING A PRIMARY HEADQUARTERS (MAIN CAMPUS) BUILDING ALONG WITH DECENTRALIZED SERVICE CENTERS THAT ARE STRATEGICALLY LOCATED WITHIN COMMUNITIES WHERE SERVICES AND RESOURCES ARE MOST NEEDED

Return Reference**Explanation**

FORM 990, PART XI, LINE 9

SWAP INTEREST RATE ADJUSTMENT -115,053

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

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

2013

**Open to Public
Inspection**

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.**
 ▶ **Attach to Form 990.** ▶ **See separate instructions.**
 ▶ **Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990.**

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" on 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 10467 WHITE GRANITE DRIVE OAKTON, VA 22124 20-5683792	FOOD SERVICES CONTRACT	VA	0	0	SERVICESOURCE INC

Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on 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" on 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" on 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" on 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		No
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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) SERVICESOURCE FOUNDATION INC	C	166,462	CASH

Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

Return Reference	Explanation
PART II	<p>THE SERVICESOURCE VIRGINIA REGIONAL OFFICE FOR REHABILITATION AND EMPLOYMENT SERVICES IS ONE OF FIVE NOT-FOR-PROFIT 501(C)(3) ORGANIZATIONS GOVERNED BY A COMMON 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 REHABILITATION AND EMPLOYMENT SERVICES, OTHER OFFICES INCLUDE THE DELAWARE REGIONAL OFFICE IN WILMINGTON, DELAWARE, THE VIRGINIA REGIONAL OFFICE FOR HABILITATION SERVICES IN SPRINGFIELD, VIRGINIA, THE FLORIDA REGIONAL OFFICE IN CLEARWATER, FLORIDA, AND THE NORTH CAROLINA REGIONAL OFFICE IN FAYETTEVILLE, NORTH CAROLINA WITH OPERATIONS IN NINE STATES AND THE DISTRICT OF COLUMBIA, SERVICESOURCE COLLECTIVELY EMPLOYED MORE THAN 1,600 PEOPLE WITH DISABILITIES AND PROVIDED EMPLOYMENT AND OTHER SUPPORT SERVICES TO MORE THAN 15,900 INDIVIDUALS IN FY 2014 ALL 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 2014, THE SERVICESOURCE FOUNDATION FUNDED IMPORTANT THERAPIES INCLUDING PROGRAMS FOR INDIVIDUALS WITH DISABILITIES AT SERVICESOURCE, INCLUDING THE FAMILY SUPPORT NET, AUTISM SPECTRUM DISORDER SERVICES, THERAPEUTIC HORSEBACK RIDING AND ART, DANCE AND MUSIC THERAPIES IN FY 2014 THE SERVICESOURCE FOUNDATION WAS ALSO INSTRUMENTAL IN HELPING TO KICK OFF THE PUBLIC PHASE OF A FIVE YEAR, \$15 MILLION DOLLAR CAPITAL CAMPAIGN TO REALIZE THE VISION OF THE SERVICESOURCE DISABILITY RESOURCE CENTER MAIN CAMPUS AND COMMUNITY SERVICE CENTERS, WHICH WILL HELP SERVICESOURCE ENHANCE AND GREATLY EXPAND BOTH LOCAL AND NATIONAL PROGRAMS IN THE FUTURE 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>

Additional Data

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

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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
(1) ABILITIES AT BARTONS LANDING INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 51-0614539	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	NC	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(1) ABILITIES AT BRIARCLIFF INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 34-1979530	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	NC	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(2) ABILITIES AT CASABLANCA INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3555080	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(3) ABILITIES AT COLLEGE PINES INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 22-3849262	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(4) ABILITIES AT CRESTVIEW INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 31-1765941	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(5) ABILITIES AT CRESTVIEW II INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 45-4134490	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(6) ABILITIES AT CUMBERLAND TOWERS INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 26-1686054	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	NC	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(7) ABILITIES AT EAGLES NEST-LAKE BENTLEY 2735 WHITNEY ROAD CLEARWATER, FL 33760 51-0530353	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(8) ABILITIES AT ENGLISH PARK(EAGLES NEST) 2735 WHITNEY ROAD CLEARWATER, FL 33760 51-0530355	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(9) ABILITIES AT FOUNTAIN SQUARE INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3317443	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(10) ABILITIES AT MORNINGSIDE II INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 27-3201131	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(11) ABILITIES AT MORNINGSIDE INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3317445	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(12) ABILITIES AT PARKLANE INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3617978	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(13) ABILITIES AT SAN JUAN II INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 51-0491999	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(14) ABILITIES AT SAN JUAN INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 55-0807511	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(15) ABILITIES AT ST ANDREWS COVE INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 22-3849222	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(16) ABILITIES AT WINDJAMMER I & II INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3352353	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(17) ABILITIES AT WINDOVER INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3555082	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(18) ABILITIES AT WOODSIDE INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3352350	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	
(19) ABILITIES INC OF FLORIDA 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-0874493	TO SERVE THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESOURCE INC	Yes	

Form 990, Schedule R, Part II - Identification of Related Tax-Exempt Organizations

(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
(21) CENTRAL FAIRFAX SERVICES INC 6860 COMMERCIAL DRIVE SPRINGFIELD, VA 22151 54-0855731	TO SERVE THOSE WITH DISABILITIES	VA	501(C)(3)	LINE 2	SERVICESTRONG INC	Yes	
(1) COMMUNITY THRIFT INC 10467 WHITE GRANITE DRIVE OAKTON, VA 22124 54-1957154	TO SERVE THOSE WITH DISABILITIES	VA	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(2) EMPLOYMENT SOURCE INC 600 AMES STREET FAYETTEVILLE, NC 28301 56-2253814	PROVIDE EMPLOYMENT, TRAINING & OTHER SERVICES TO PERSONS WITH DISABILITIES	NC	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(3) HOMES FOR INDEPENDENCE 2735 WHITNEY ROAD CLEARWATER, FL 33760 59-3342379	TO SERVE THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 7	SERVICESTRONG INC	Yes	
(4) HOMES FOR INDEPENDENCE SPACE COAST INC 2735 WHITNEY ROAD CLEARWATER, FL 33760 26-2799386	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	FL	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(5) HOMES FOR INDEPENDENCE INC (DELAWARE) 2735 WHITNEY ROAD CLEARWATER, FL 33760 27-4867827	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	DE	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(6) HOMES FOR INDEPENDENCE INC (VIRGINIA) 2735 WHITNEY ROAD CLEARWATER, FL 33760 27-4868301	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	VA	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(7) HOMES FOR INDEPENDENCE INC (NC) 2735 WHITNEY ROAD CLEARWATER, FL 33760 26-2833829	TO PROVIDE LOW INCOME HOUSING FOR THOSE WITH DISABILITIES	NC	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(8) OPPORTUNITY CENTER INC 3030 BOWERS STREET WILMINGTON, DE 19802 51-0079778	TO SERVE THOSE WITH DISABILITIES	DE	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(9) SERVICESTRONG EMPLOYMENT SERVICES INC 10467 WHITE GRANITE DRIVE OAKTON, VA 22124 56-2226062	TO SERVE THOSE WITH DISABILITIES	NC	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	
(10) SERVICESTRONG FOUNDATION INC 10467 WHITE GRANITE DRIVE OAKTON, VA 22124 20-1438270	TO SERVE THOSE WITH DISABILITIES	VA	501(C)(3)	LINE 9	SERVICESTRONG INC	Yes	