

STATE BOARD OF EDUCATION
Action Item
January 14, 2015

SUBJECT: Approval of Step Up For Students, Inc. as Scholarship Funding Organization for 2015-16

PROPOSED BOARD ACTION

Approve the renewal of Step Up for Students, Inc. as an eligible Scholarship Funding Organization (SFO) for purposes of administering the Florida Tax Credit scholarships (FTC) and Personal Learning Scholarship Account (PLSA) programs for 2015-16.

AUTHORITY FOR STATE BOARD ACTION

Section 1002.395(16), Florida Statutes

EXECUTIVE SUMMARY

In order to participate in the FTC or PLSA program, a charitable organization that seeks to be a nonprofit scholarship-funding organization must submit an application for initial approval or renewal to the Office of Independent Education and Parental Choice no later than September 1 of each year before the school year for which the organization intends to offer scholarships. In consultation with the Department of Revenue and the Chief Financial Officer, the Office of Independent Education and Parental Choice shall review the application and the Commissioner of Education shall recommend approval or disapproval of the application to the State Board of Education. The State Board of Education shall approve or deny the application.

Supporting Documentation Included: Application packet for Step Up for Students (under separate cover)

Facilitators/Presenters: Adam Miller, Executive Director, Office of Independent Education and Parental choice; Anne Mackey, CFO and Ann White, Senior VP, Step Up For Students, Inc.



August 29, 2014

Ms. Pam Stewart
Commissioner of Education
Office of the Commissioner
Turlington Building, Suite 1514
325 West Gaines Street
Tallahassee, FL 32399

Dear Commissioner Stewart:

We hereby submit the attached documents in the form of our application to serve as a Scholarship Funding Organization in 2015-16 under Florida Statutes 1002.395 and 1002.385, and stand ready to answer any questions you have.

As you may know, Step Up For Students was one of the original eight SFOs the department approved in the early years of the Tax Credit Scholarship – the other seven of which no longer exist. We fervently believe in the promise of the scholarship for low-income students and of the new Personal Learning Scholarship Accounts for students with significant special needs, and we also take this job and the laws that govern these scholarships very seriously.

You should take pride in the growth and success of the Tax Credit Scholarship, and we also take pride in the growth and maturation of our own nonprofit. Just this month, the nation's largest nonprofit watchdog group, Charity Navigator, awarded Step Up with the coveted Four-Star rating for the eighth time. In the process, we scored 99.92 on the navigator's scale of financial accountability and transparency – the fourth highest mark of any charity in the nation. And we do consider ourselves a charity in every sense of the word. Through our 13 years of helping to administer these scholarships, we, too, have contributed financially to the program's success – raising more than \$17 million from private foundations and philanthropists to supplement the state allowance, including \$500,000 this year to kick off PLSAs.

This year, we expect to enroll 67,000 students in the Tax Credit Scholarship and close to 1,800 students in the PLSA, and our commitment remains the same as it was in the very first year. We are dedicated to administering these laws with diligence and faith. We welcome your questions.

Sincerely,

A handwritten signature in black ink that reads "Doug Tuthill". The signature is written in a cursive, flowing style.

Doug Tuthill
President

www.stepupforstudents.org

TAMPA OFFICE • 337 S. Plant Avenue, Tampa, FL 33606 • 813.258.2700
JACKSONVILLE OFFICE • 4655 Salisbury Road, Suite 400, Jacksonville, FL 32256 • 904.247.6033

**Step Up For Students
Participation Renewal For Scholarship Funding Organization
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- A description of the criteria and methodology that the organization will use to evaluate scholarship eligibility
- A description of the application process, including deadlines and any associated fees
- A description of the deadlines for attendance verification and scholarship payments
- A copy of the organization's policies on conflict of interest and whistleblowers
- A surety bond or letter of credit in an amount equal to the amount of undisbursed donations held by the organization based on the annual report provided to the Auditor General and the Dept. of Education and conducted by an independent certified public accountant (s.1002.395 (6)(m), F.S.) The amount of the surety bond or letter of credit must be at least \$100,000.00, but not more than \$25 million
- The organization's completed IRS Form 990 (due no later than November 30)
- A copy of the statutorily required audit to the Department of Education and Auditor General
- An annual report that includes the number of students who completed applications, by county and by grade, the number of students who were approved for scholarships, by county and by grade, and the number of students who received funding for scholarships within each funding category, by county and by grade, as well as the amount of funds received, the amount of funds distributed in scholarships, and an accounting of remaining funds and the obligation of those funds
- A detailed accounting of how the organization spent the administrative funds, if applicable

PLEASE REVIEW THE FOLLOWING DECLARATIONS:

- I have read and agree to comply with Florida Administrative Code 6A-6.0960 related to the Florida Tax Credit Scholarship Program
- I have read and agree to comply with Florida Statutes Section 1002.395 and Section 1002.385, if applicable
- I will notify the Department of Education within 7 days if personal or corporate bankruptcy is filed within the next year
- I have not filed for personal or corporate bankruptcy in a corporation of which I owned more than 20 percent in the last 7 years

I HEREBY ATTEST THAT AS THE PRINCIPAL OFFICER OF THE ABOVE NAMED SCHOLARSHIP FUNDING ORGANIZATION ALL OF THE DOCUMENTATION SUBMITTED AND INFORMATION PROVIDED AS A RESULT OF THIS FORM IS TRUE AND CORRECT. BY SIGNING THIS FORM I ATTEST TO THE ABOVE DECLARATIONS.



 Signature of Principal Officer

Doug Tuthill

 Please print or type signature name

August 29, 2014

 Date

NOTARIZATION ENCOURAGED

FOR DOE PURPOSES ONLY:

Date Received: _____

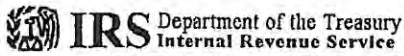
Received by: _____

Action: _____

Authorization: _____ Date: _____

SFO Notified: _____ DOR Notified: _____ DABT Notified: _____

NOTE: Section 1002.395, F.S., requires the Department of Education to annually notify the Department of Revenue and the Division of Alcoholic Beverages and Tobacco of the Department of Business and Professional Regulation with a list of eligible Scholarship Funding Organizations.



Department of the Treasury
Internal Revenue Service

P.O. Box 2508, Room 4010
Cincinnati OH 45201

Letter of Determination

In reply refer to: 4077556534
Aug. 12, 2011 LTR 4168C 0
59-3649371 000000 00

00025515

BODC: TE

STEP UP FOR STUDENTS INC
% JOHN F KIRTLEY
337 S PLANT AVE
TAMPA FL 33606-2325



008932

Employer Identification Number: 59-3649371
Person to Contact: SHARON LENARD
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your July 18, 2011, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in July 2000.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

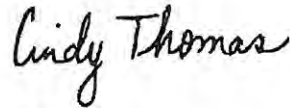
Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

4077556534
Aug. 12, 2011 LTR 4168C 0
59-3649371 000000 00
00025516

STEP UP FOR STUDENTS INC
% JOHN F KIRTLEY
337 S PLANT AVE
TAMPA FL 33606-2325

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,



Cindy Thomas
Manager, EO Determinations

N00000001090

Incorporation Papers

Wilson W. Wright
Requestor's Name

217 South Adams Street
Address

Tallahassee, FL 32301 224-5169
City/State/Zip Phone #

Office Use Only

APPROVED AND FILED

00 FEB 18 AM 10:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- The National Education Development Fund, Incorporated
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input checked="" type="checkbox"/> | Non Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

600003139316--2
-02/18/00-01020-025
*****78.75 *****78.75

Will Wait

| | |
|---------------------|--|
| Examiner's Initials | |
|---------------------|--|

218-00 73

**ARTICLES OF INCORPORATION
OF
THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED**

ARTICLE I NAME

The name of the corporation shall be:
THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

00 FEB 18 AM 10:11

APPROVED
AND
FILED

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

601 North Ashley Drive, Suite 500
Tampa, Florida 33602

ARTICLE III PURPOSE(S)

The corporation shall be a not-for-profit entity and no economic benefit shall accrue to any member of this corporation. The corporation is being formed for the purpose of providing economic and other assistance (usually acting as an intermediary) to private schools (as opposed to public schools operated by a school system) which carry out their educational missions from physical facilities located in inner city areas of municipalities located throughout the United States and which are also, in large part, not-for-profit institutions.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The corporation's affairs and its assets shall be carried out and maintained by a Board of Directors having not less than one nor more than seven members. The members of the Board of Directors shall be elected annually in January of each year by the majority vote of the members of the corporation, each member being entitled to one vote. Cumulative voting shall not be permitted in the election of directors. Vacancies occurring on the Board of Directors may be filled, until the next election of directors, by appointment by virtue of majority action of the then members of the Board of Directors. Members of the Board of Directors of the corporation need not be members of the corporation.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

WILLIAM T. KIRTLEY, Esq.
2940 South Tamiami Trail
Sarasota, Florida 34239

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

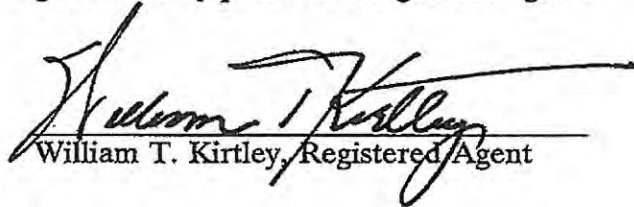
WILLIAM T. KIRTLEY, Esq.
2940 South Tamiami Trail
Sarasota, Florida 34239

IN WITNESS WHEREOF, these Articles of Incorporation have been executed as of the 16th day of February, 2000.


William T. Kirtley, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 16, 2000


William T. Kirtley, Registered Agent

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS



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Events

STEP UP FOR STUDENTS, INC.

Document Number N00000001090
Date Filed 02/18/2000
Effective Date None
Status Active

| Event Type | Filed Date | Effective Date | Description |
|---------------------------|------------|----------------|--|
| AMENDMENT AND NAME CHANGE | 01/06/2011 | | OLD NAME WAS : THE FLORIDA SCHOOL CHOICE FUND, INCORPORATED |
| AMENDMENT AND NAME CHANGE | 06/01/2000 | | OLD NAME WAS : THE NATIONAL EDUCATION DEVELOPMENT FUND, INCORPORATED |

Note: This is not official record. See documents if question or conflict.

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State of Florida, Department of State

State of Florida

Department of State

I certify from the records of this office that STEP UP FOR STUDENTS, INC. is a corporation organized under the laws of the State of Florida, filed on February 18, 2000.

The document number of this corporation is N00000001090.

I further certify that said corporation has paid all fees due this office through December 31, 2014, that its most recent annual report/uniform business report was filed on April 3, 2014, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twenty-eighth day of August,
2014*



Ken DeJoy
Secretary of State

Authentication ID: CU5781190240

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

Step Up For Students

Level 2 criminal background screening results for owners and operators

The background screenings for all owners and operators are satisfactory and are on file with the Florida Department of Law Enforcement. Step Up For Students' officers are Doug Tuthill, Ann Mackey, and Anne White.

**Step Up For Students, Florida Only
3 Year Plan - Income Statement by Category**

Each year, Step Up For Students prepares a detailed three year projection of its revenues and expenses. The income statement for the SFO application year is highlighted. Each year's budget must result in a net operating margin of 1 – 4%. This financial margin provides the safety net generally considered prudent and best practice for not-for-profit organizations.

All executive team members participate in the budgeting process and the board of directors reviews and approves the budgets before the beginning of each fiscal year. Monthly financial results are published and shared with the executive team and board of directors, allowing for timely corrective action when needed. Step Up For Students has a track record of accurate financial projections and budgets.

| | | | |
|------------------------|---------------|---------------|---------------|
| Fundraising Cap | \$358M | \$448M | \$560M |
|------------------------|---------------|---------------|---------------|

| <i>12 Months ending June 30,</i> | | | |
|----------------------------------|---------------------|---------------------|---------------------|
| Operating Revenues | 2015 | 2016 | 2017 |
| Florida Administrative Allowance | \$10,797,210 | \$12,984,478 | \$15,984,119 |
| Grants | 603,500 | 510,000 | 389,000 |
| Application & Service Fees | 1,997,755 | 1,851,799 | 1,762,156 |
| Other Income | 60,000 | 66,000 | 72,600 |
| Total Revenues | \$13,458,465 | \$15,412,277 | \$18,207,875 |

| Operating Expenses | 2015 Operating Budget | 2016 Annual Plan | 2017 Annual Plan |
|---------------------------------|------------------------------|-------------------------|-------------------------|
| Salaries, wages and benefits | 9,212,432 | 10,873,516 | 12,486,479 |
| Occupancy | 561,003 | 591,238 | 617,938 |
| Insurance | 44,416 | 46,637 | 48,969 |
| Voice and data | 349,163 | 358,999 | 369,328 |
| Travel | 437,606 | 515,436 | 854,100 |
| Cellular Phone | 68,235 | 78,235 | 90,311 |
| Dues, Fees & Subscriptions | 73,657 | 77,240 | 82,741 |
| Professional Services | 147,766 | 147,766 | 147,766 |
| Marketing/Advertising | 91,720 | 96,236 | 127,346 |
| Contract Services | 266,100 | 296,100 | 586,100 |
| Equipment | 26,830 | 27,093 | 57,369 |
| Postage & Delivery | 98,535 | 105,415 | 112,595 |
| Printing & Reproduction | 114,702 | 139,716 | 173,619 |
| Professional Development | 101,475 | 105,499 | 112,120 |
| Training | 8,000 | 8,400 | 26,400 |
| Employee Recruitment | 51,330 | 4,527 | 44,753 |
| Family and Donor Outreach | 146,947 | 183,108 | 259,578 |
| Refund of App & Service Fee | 499,500 | 427,000 | 400,000 |
| Bank Fees | 358,732 | 381,167 | 407,379 |
| Supplies | 66,771 | 70,110 | 106,014 |
| Surety Bonds | 200,000 | 200,000 | 200,000 |
| Depreciation | 258,062 | 320,712 | 364,877 |
| Other | (20,810) | 23,121 | 134,428 |
| Total Operating Expenses | 13,162,172 | 15,077,271 | 17,810,209 |

| | | | |
|--------------------------------|------------------|------------------|------------------|
| Net Income/(Loss) | \$296,293 | \$335,006 | \$397,665 |
| <i>Net Income % of Revenue</i> | 2.2% | 2.2% | 2.2% |

| | | | |
|----------------------------|-------------------|-------------------|-------------------|
| Capital expenditure | \$ 465,000 | \$ 511,500 | \$ 562,650 |
|----------------------------|-------------------|-------------------|-------------------|

**Step Up For Students
Operational Cash Flow 2016 Plan**

The financial planning process includes operational cashflow projections. Cash on hand approximates two months' expenses at June 30,2016.

| | |
|---|----|
| No. of Days Operating Cash on Hand at June 30, 2016 | 56 |
|---|----|

| | |
|--|--------------------|
| Operating Cash at July 1, 2015 | \$3,241,485 |
| Operating Revenue | |
| Florida Administrative Allowance | 12,984,478 |
| Grants | 510,000 |
| Application Fees | 1,851,799 |
| Other Income | 66,000 |
| Net Cash Received From Revenue | 15,412,277 |
| Operating Expenses | |
| Departmental Operating Expenses | 15,077,271 |
| Mortgage Principal | 45,696 |
| Capital Expenditure | 511,500 |
| Depreciation | (320,712) |
| Net Cash For Operating Expenses | 15,313,755 |
| Net Cash Inflow/(Outflow) | 98,522 |
| Operating Cash At June 30, 2016 | \$3,340,006 |

Step Up For Students
SCHOLARSHIP CASH FLOW 2016 Plan

Scholarship cash flow is also projected during the planning process. During the 2015 - 2016 school year, Step Up For Students expects 72,000 children to use the tax credit scholarship. To determine the total amount of total scholarship payments for the year, Step Up balances the desire to maximize scholarship payments with the uncertainty associated with estimating the actual number of students that will take advantage of their scholarship awards and the need to reserve enough funds to make the following year's first scholarship payment. As a safeguard to ensure sufficient scholarship cash is available, Step Up For Students maintains a \$20 million line of credit. This line of credit can be used to bridge any gap, generally no more than 5 to 20 days, caused by the concentration of tax credit donation receipts during the last few days of December.

| | Jul-15 | Aug-15 | Sep-15 | Oct-15 | Nov-15 | Dec-15 | Jan-16 | Feb-16 | Mar-16 | Apr-16 | May-16 | Jun-16 | 2016 Total |
|---------------------------------------|----------|-----------|-----------|----------|-----------|----------|-----------|-----------|----------|------------|------------|----------|------------|
| Opening Cash | \$35,631 | \$70,313 | \$109,416 | \$34,646 | \$73,036 | \$2,729 | \$80,785 | \$117,520 | \$34,372 | \$61,657 | (\$11,364) | \$12,972 | \$35,631 |
| Cash receipts of tax credit donations | 35,503 | 40,056 | 37,022 | 39,321 | 43,806 | 80,173 | 37,617 | 28,562 | 27,885 | 25,099 | 24,849 | 27,848 | 447,741 |
| Florida administrative allowance | (1,030) | (1,162) | (1,074) | (1,140) | (1,270) | (2,325) | (1,091) | (828) | (809) | (728) | (721) | (808) | (12,984) |
| Net Donations | \$34,474 | \$38,894 | \$35,949 | \$38,181 | \$42,536 | \$77,848 | \$36,526 | \$27,734 | \$27,076 | \$24,371 | \$24,128 | \$27,041 | \$434,756 |
| Scholarship Payments | - | - | (110,926) | - | (113,050) | - | - | (111,090) | - | (97,600) | - | - | (432,666) |
| Payments Received from Schools | 208 | 208 | 208 | 208 | 208 | 208 | 208 | 208 | 208 | 208 | 208 | 208 | 2,500 |
| Balance at end of month | \$70,313 | \$109,416 | \$34,646 | \$73,036 | \$2,729 | \$80,785 | \$117,520 | \$34,372 | \$61,657 | (\$11,364) | \$12,972 | \$40,221 | \$40,221 |

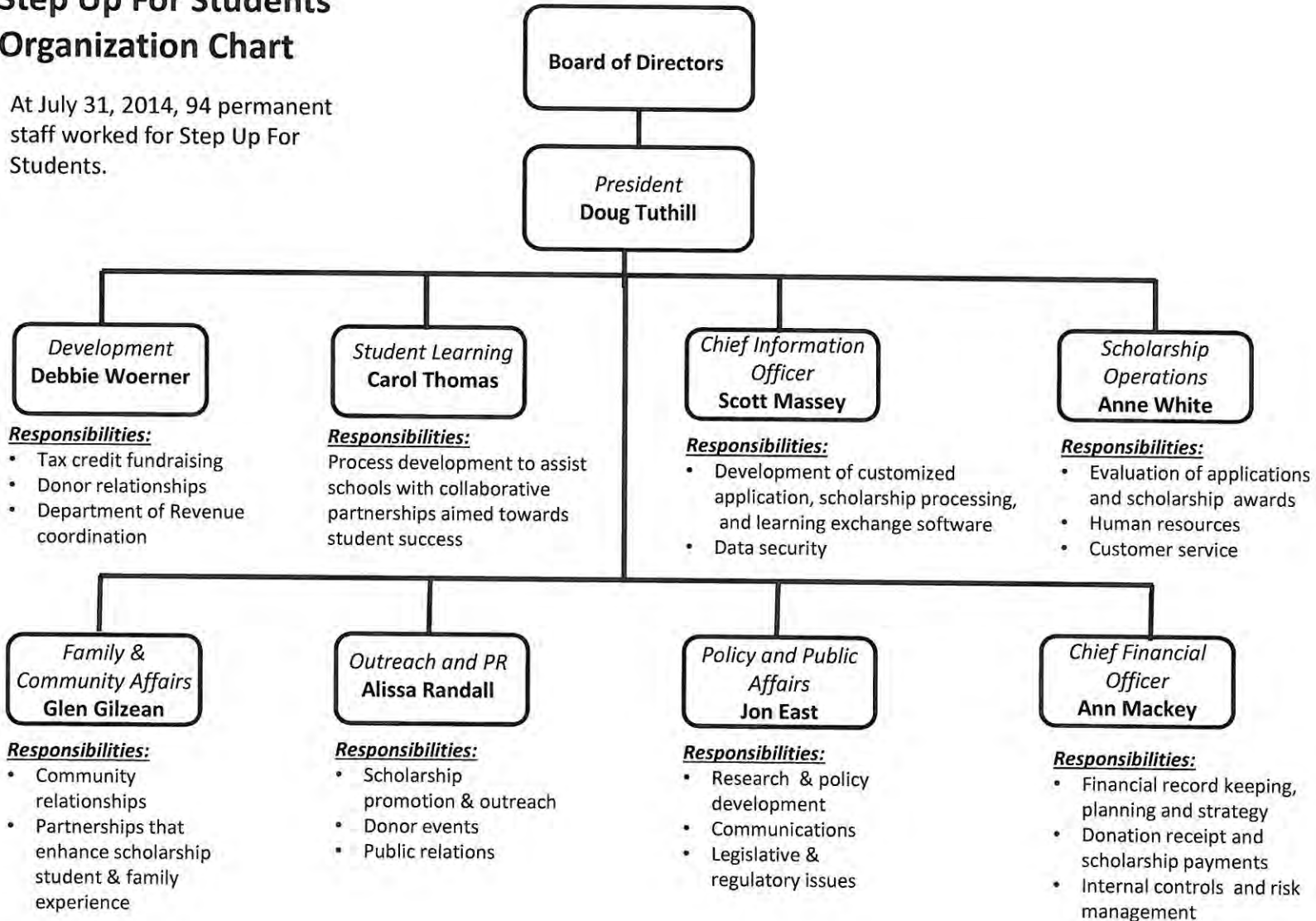
Step Up For Students

The geographic region served and an analysis of the demand and unmet need for eligible students in that area

Step Up For Students intends to continue serving Florida students statewide in any of the 67 counties in 2015-16. For each of the past two years, Step Up has operated statewide and has seen a growing demand for scholarships which has been evidenced by an increasing number of applications each year. In 2013-14, 94,004 students started applications, while Step Up was only able to award 69,245 students with scholarships before closing the application season. This means that over 26 percent of students who tried to apply were unable to be awarded with scholarships before the application period closed. In 2014-15, 120,215 students started applications, and Step Up was only able to award 75,859 students with scholarships before the application season closed due to the overwhelming demand. This means that 37 percent of students who tried to apply were unable to be awarded with scholarships. These numbers demonstrate the rapidly growing unmet needs of eligible students statewide who would like to participate in the tax credit scholarship program.

Step Up For Students Organization Chart

At July 31, 2014, 94 permanent staff worked for Step Up For Students.



Step Up For Students
Criteria and Methodology Used to Evaluate Scholarship Eligibility

There are two key criteria for scholarship eligibility:

Student eligibility –

Determining New Student Eligibility

New student eligibility determination begins with the applicant completing the online application, submitting the required validating documentation and the establishment of the following requirements; 1) the student is of an age eligible to enter Kindergarten or 1st grade or 2) is entering 2nd – 5th grade

Determining Renewal Student Eligibility

Renewal student eligibility begins with the applicant completing the online application, submitting all the required validating documentation and the establishment of the following requirements; 1) the student was funded by SUFS during the school year immediately prior to the one being applied for or 2) has a pending scholarship payment in the SAS for the school year immediately prior to the one being applied for.

Household Composition –

Definition

Household composition is based on economic units. An economic unit is a group of related or unrelated individuals who are not residents of an institution or boarding house but who are living as one economic unit, and who share housing and/or significant income and expenses of its members. Generally, individuals residing in the same house are an economic unit. However, more than one economic unit may reside together in the same house. Separate economic units in the same house are characterized by prorating expenses and economic independence from one another.

Eligibility Manual for School Meals, August 2013, Pg. 44

Determining a Single Economic Unit

Determining a single economic unit is accomplished by comparing the individuals listed as members of the household on the scholarship application and the required validating documentation. Each household member must be able to be placed in the household validated by the acceptable documents.

Income Eligibility –

Definition

Income is any money received on a recurring basis, including gross earned income and, for self-employed persons, net income. Households must report their current gross monthly income or current net monthly income if self-employed.

Current income is defined as income earned in the month of or prior to the date of submission. Gross earned income is defined as all money earned before such deductions as income taxes, employee's social security taxes, insurance premiums, and bonds.

Net income is defined as the income that remains after subtracting all deductible business expenses. Net income is only used for those self-employed. Net income is calculated as gross income less business expenses. Gross receipts are used to calculate net income and include the value of products sold, rental income received from farm land, buildings, equipment or receipts from the items. Non-deductible expenses include the value of salable merchandise. Gross receipts are only used for those that are self-employed.

| FTC Scholarship Income Guidelines 2014-2015 School Year | | | | |
|--|--|--|---|---|
| Household size | Monthly Maximum Income For ALL NEW Applicants* | 100% Scholarship Standing State Monthly Income For RENEWALS ONLY** | 75% Scholarship Standing State Monthly Income For RENEWALS ONLY** | 50% Scholarship Standing State Monthly Income For RENEWALS ONLY** |
| 1 | \$ 1,800 | \$ 1,945 | \$ 2,091 | \$ 2,237 |
| 2 | \$ 2,426 | \$ 2,622 | \$ 2,819 | \$ 3,015 |
| 3 | \$ 3,051 | \$ 3,299 | \$ 3,546 | \$ 3,794 |
| 4 | \$ 3,677 | \$ 3,975 | \$ 4,274 | \$ 4,572 |
| 5 | \$ 4,303 | \$ 4,652 | \$ 5,001 | \$ 5,360 |
| 6 | \$ 4,929 | \$ 5,329 | \$ 5,728 | \$ 6,128 |
| 7 | \$ 5,555 | \$ 6,005 | \$ 6,456 | \$ 6,906 |
| 8 | \$ 6,181 | \$ 6,682 | \$ 7,183 | \$ 7,684 |
| 9 | \$ 6,807 | \$ 7,359 | \$ 7,911 | \$ 8,463 |
| 10 | \$ 7,433 | \$ 8,035 | \$ 8,638 | \$ 9,241 |
| 11 | \$ 8,059 | \$ 8,712 | \$ 9,366 | \$ 10,019 |
| 12 | \$ 8,685 | \$ 9,389 | \$ 10,093 | \$ 10,797 |
| 13 | \$ 9,311 | \$ 10,065 | \$ 10,820 | \$ 11,575 |
| | Each additional member, add +625 | Each additional member, add +677 | Each additional member, add +728 | Each additional member, add +779 |

Students must have a birth date of NO LATER THAN September 1, 2009 (KS) or 2008 (TN) to be eligible.
* Guidelines published by the Department of Health & Human Services in National Registry on January, 22nd, 2014

Policy exceptions follow the documented exception process.

Step Up For Students
The Application Process, Deadlines and Associated Fees

Families interested in receiving the FTC scholarship will submit an online application in advance of the school year. Application start dates and deadlines are established each year. In keeping with the guiding statute, renewing families are given priority, and the application process for renewals begins earlier than that for new families. Generally, renewing families can apply beginning in October and new families can apply beginning in February. Following the submission of an online application, families are required to submit supporting documentation to substantiate eligibility, where applicable. We operate under a rolling admissions-style process and establish deadlines for applicants as funding becomes scarce. At this point, any qualified applicants will be placed on a wait list. Wait List students can become awarded if and when previously awarded students decline the scholarship and/or additional funding becomes available. For the application season for the 14-15 school year, the application service fee was \$34 per application (not per student). For the application season for the 2015-16 school year, it is anticipated that the application/service fee will be \$29 per application (not per student).

Policy exceptions must follow the documented exception process.

Step Up For Students
Deadlines for Attendance Verification and Scholarship Payments

Verification windows will occur a minimum of four times during the 2014-15 school year. During these windows, participating schools with enrolled students submit an attendance verification report for all students. Upon the successful submission of said report, schools will be sent the scholarship payments for the verified students. The verification and check issuance dates are as follows:

Policy exceptions must follow the documented exception process.

Distribution I

| | |
|--------------------------------|---|
| Verification Window | Friday, September 5 – Thursday, September 11 at 5 PM |
| Check Processing | September 12 - 25 |
| Checks distributed via US Mail | September 26 |

Distribution II

| | |
|--------------------------------|--|
| Verification Window | Friday, October 24 – Thursday, October 30 at 5 PM |
| Check Processing | October 31 – November 13 |
| Checks distributed via US Mail | November 14 |

Distribution III

| | |
|--------------------------------|--|
| Verification Window | Friday, January 23 – Thursday, January 29 at 5 PM |
| Check Processing | January 30 – February 12 |
| Checks distributed via US Mail | February 13 |

Distribution IV

| | |
|--------------------------------|--|
| Verification Window | Friday, April 10 – Thursday, April 16 at 5 PM |
| Check Processing | April 17 - 30 |
| Checks distributed via US Mail | May 1 |

Step Up For Students Conflicts of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while

the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Article V
Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Article VI
Annual Statements**

- Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
- a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

- To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Step Up For Students Employee Protection – Whistleblower

Purpose

Step Up For Students, Inc. (“Organization”) requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the organization, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

Guidelines Reporting Responsibility

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No director, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization.

Reporting Violations

The Organization has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor's response, you are encouraged to speak with anyone in management whom you are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to the organization's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. When you are not satisfied or uncomfortable with following organization's open door policy, individuals may contact the organization's Compliance Officer directly.

Compliance Officer

The organization's Compliance Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the President and/or the Chairman. The Compliance Step Up For Students Employee Protection - Whistleblower Policy Officer has direct access to the board of directors and is required to report to the board at least annually on compliance activity. The Compliance Officer is the Chief Financial Officer.

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a

violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. Employees using and having access to these corporate assets must take reasonable and prudent steps to preserve the integrity of the systems, data and to protect the assets. These assets should be used primarily for purposes that benefit the Organization and that are directly applicable to an employee's job function and authority. Occasional personal use is acceptable provided such use does not interfere with company business or the performance of your duties and incurs little or no cost. All communications from the Organization or made and transmitted within the Organization shall be professional in nature as they represent the corporation, its employees, board of directors, and others.

Violation of policy or misuse of corporate assets is subject to disciplinary action up to and including termination. Failure to report known violations of policy in itself constitutes a violation of policy and is therefore subject to disciplinary action.

These policies are intended to augment existing State, Federal and copyright laws. Failure to comply with applicable State, Federal, or copyright laws is Step Up For Students Employee Protection - Whistleblower Policy considered a violation of policy and subject to disciplinary action up to and including termination.

Authority and Interpretation

The Organization has the legal right to revise or eliminate this policy at any given time with or without notice.

ATTACHMENT I
State of Florida

SCHOLARSHIP FUNDING ORGANIZATION BOND

Bond No. 21BSBGT1958
(To be assigned by Surety)

Know All Men By These Presents, that we Step Up For Students, Inc.
(Principal)

located at 337 S. Plant Ave., Tampa, Florida 33606
(Address of Principal)

as Principal and Hartford Fire Insurance Company, a corporation of the State of Connecticut lawfully doing business in the
(Surety Company)

State of Florida, as Surety, are held and firmly bound unto the State of Florida for the use and benefit of any person or governmental subdivision of the State of Florida which may suffer expense or damages through the breach of this bond in the penal sum of \$25,000,000.00 for which sum well and truly to be paid to the State of Florida, its certain attorneys or assigns, said Principal and Surety bind themselves, their heirs, executors, administrators, successors, and assigns, jointly and severally, firmly by these presents.

Whereas, the above bound Principal, a "Scholarship Funding Organization", desires to operate its institution at the above stated location as authorized by and in conformity with the provisions of the Florida Statutes and all rules and regulations promulgated by the Department of Education thereunder, and

Whereas, said "Florida Tax Credit Scholarship Program" requires the filing of the bond in the penal sum of \$25,000,000.00 (as determined by the formula in F.S. 1002.395 (16)) before a 'Certificate of Authorization' can be issued to the institution.

Now, Therefore, The Condition Of This Obligation is that if neither the Florida Tax Credit Scholarship Program as it specifically applies to the disbursement of scholarships by the Principal, nor any rule or regulation specific to F.S. 1002.395 article (14). Deposits of Eligible Contributions adopted pursuant thereto as it relates to the deposit and management of eligible contributions by the Principal, shall be violated by the Principal or any of its officers or employees, or if the parties shall promptly pay all documented damages or expenses which the State of Florida, or any governmental subdivision thereof, or any scholarship recipient of the Principal has actually sustained resulting from any such violation, then this obligation shall be null and void; otherwise it shall remain in full force and effect.

1. The aggregate liability of the Surety shall not exceed the sum amount of the required bond, as it may be adjusted from time to time, on all breaches of the condition of the bond by the Principal and its officers, agents, or employees, nor shall the penal sum of the bond be considered cumulative from year to year.
2. This bond covers only a term beginning August 1, 2014 and ending July 31, 2015. Such term may be continued from year to year by the issuance of a continuation certificate executed by the Surety. If such term is so continued, the liability of the Surety for each successive term shall not be cumulative, but rather, the liability of the Surety shall be limited to the penal amount of this bond for the entire period of time which such bond may be in effect pursuant to such continuation certificates. Failure of Principal to post renewal bond(s) shall not constitute a default under the expiring bond.
3. The Surety shall have the right to cancel this bond at any time by written notice, stating when the cancellation shall take effect and served or by registered mail to the Office of Independent Education and Parental Choice at least thirty (30) days prior to the date that the cancellation becomes effective, but said Surety so filing said notice shall not be discharged from any liability already accrued under this bond or which shall accrue hereunder before the expiration of said thirty (30) day period.
4. Without limiting the effect of any other provision herein which is not in conflict therewith, this bond is to be construed as a statutory bond under the provision of F.S. 1002.395 (16), the Florida Tax Credit Scholarship Program.

Signed and sealed this 29th day of July 2014

Attest

[Signature]
(Witness)

[Signature]
(Witness)

[Signature]
(Witness)

[Signature]
(Witness)

Step Up For Students, Inc.
(Principal)

By [Signature]

Hartford Fire Insurance Company
(Surety)

By [Signature]
Tyler D. DeBord, Attorney-In-Fact & Resident Agent

POWER OF ATTORNEY

Direct Inquiries/Claims to:

THE HARTFORD
 Bond T-4
 One Hartford Plaza
 Hartford, Connecticut 06155
 call 888-266-3488 or fax 860-757-5835)

Agency Code: 21-220889

KNOW ALL PERSONS BY THESE PRESENTS THAT:

- Hartford Fire Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- Hartford Casualty Insurance Company, a corporation duly organized under the laws of the State of Indiana
- Hartford Accident and Indemnity Company, a corporation duly organized under the laws of the State of Connecticut
- Hartford Underwriters Insurance Company, a corporation duly organized under the laws of the State of Connecticut
- Twin City Fire Insurance Company, a corporation duly organized under the laws of the State of Indiana
- Hartford Insurance Company of Illinois, a corporation duly organized under the laws of the State of Illinois
- Hartford Insurance Company of the Midwest, a corporation duly organized under the laws of the State of Indiana
- Hartford Insurance Company of the Southeast, a corporation duly organized under the laws of the State of Florida

having their home office in Hartford, Connecticut (hereinafter collectively referred to as the "Companies") do hereby make, constitute and appoint, up to the amount of Unlimited :

Ryan P. Rothrock, Tyler D. DeBord, Steve P. Farmer, Rebecca A. Robinson, Pamela J. Thompson, M. Decker Youngman, III of DAYTONA BEACH, Florida

their true and lawful Attorney(s)-in-Fact, each in their separate capacity if more than one is named above, to sign its name as surety(ies) only as delineated above by , and to execute, seal and acknowledge any and all bonds, undertakings, contracts and other written instruments in the nature thereof, on behalf of the Companies in their business of guaranteeing the fidelity of persons, guaranteeing the performance of contracts and executing or guaranteeing bonds and undertakings required or permitted in any actions or proceedings allowed by law.

In Witness Whereof, and as authorized by a Resolution of the Board of Directors of the Companies on August 1, 2009, the Companies have caused these presents to be signed by its Vice President and its corporate seals to be hereto affixed, duly attested by its Assistant Secretary. Further, pursuant to Resolution of the Board of Directors of the Companies, the Companies hereby unambiguously affirm that they are and will be bound by any mechanically applied signatures applied to this Power of Attorney.



Wesley W. Cowling

Wesley W. Cowling, Assistant Secretary

M. Ross Fisher

M. Ross Fisher, Vice President

STATE OF CONNECTICUT }
 COUNTY OF HARTFORD } ss. Hartford

On this 12th day of July, 2012, before me personally came M. Ross Fisher, to me known, who being by me duly sworn, did depose and say, that he resides in the County of Hartford, State of Connecticut; that he is the Vice President of the Companies, the corporations described in and which executed the above instrument; that he knows the seals of the said corporations; that the seals affixed to the said instrument are such corporate seals; that they were so affixed by authority of the Boards of Directors of said corporations and that he signed his name thereto by like authority.



CERTIFICATE

Kathleen T. Maynard

Kathleen T. Maynard
 Notary Public

My Commission Expires July 31, 2016

I, the undersigned, Vice President of the Companies, DO HEREBY CERTIFY that the above and foregoing is a true and correct copy of the Power of Attorney executed by said Companies, which is still in full force effective as of July 29, 2014
 Signed and sealed at the City of Hartford.



Gary W. Stumper

Gary W. Stumper, Vice President

Form **990**

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 black lung benefit trust or private foundation)

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

| | | | |
|---|--|---|--|
| B Check if applicable: <input 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 STEP UP FOR STUDENTS, INC. | | D Employer identification number 59-3649371 |
| | Doing Business As | | E Telephone number 904-352-2246 |
| | Number and street (or P.O. box if mail is not delivered to street address) | Room/suite | G Gross receipts \$ 311,087,167. |
| | 337 SOUTH PLANT AVENUE | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| City, town, or post office, state, and ZIP code TAMPA, FL 33606 | | H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No | If "No," attach a list. (see instructions) |
| F Name and address of principal officer: DOUG TUTHILL SAME AS C ABOVE | | 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.STEPUFFORSTUDENTS.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: 2000 |
| | | | M State of legal domicile: FL |

| Part I Summary | | Prior Year | Current Year |
|---|--|---|---|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: STEP UP FOR STUDENTS PROVIDES LEGISLATIVELY AUTHORIZED K-12 SCHOLARSHIP PROGRAMS AND RELATED | | |
| | 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 | 7 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 7 |
| | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 51 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 2316 |
| | 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) | 267,447,702. | 310,799,794. |
| | 9 Program service revenue (Part VIII, line 2g) | 0. | 0. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 2,266. | 7,252. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 333,820. | 280,121. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 267,783,788. | 311,087,167. |
| Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 143,774,025. | 207,753,225. |
| | 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) | 3,079,978. | 3,669,990. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 263,361. | 200,332. |
| | b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,242,172. | | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 5,525,203. | 1,851,812. |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 152,642,566. | 213,475,359. |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 115,141,222. | 97,611,808. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year 217,819,371. | End of Year 315,506,923. |
| | 21 Total liabilities (Part X, line 26) | 1,239,936. | 1,481,251. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 216,579,435. | 314,025,672. |

Part II Signature Block
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

| | | | | | |
|-------------------------------|---|--------------------------------|-------------------------------|---|--------------------------|
| Sign Here | Signature of officer <i>ANN MACKAY</i> | Date | | | |
| | ANN MACKAY, CFO/TREASURER Type or print name and title | | | | |
| Paid Preparer Use Only | Print/Type preparer's name THERESA A. BURDINE, CPA | Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | PTIN P00362629 |
| | Firm's name ▶ MCGLADREY LLP | Firm's EIN ▶ 42-0714325 | Phone no. 321-751-6200 | | |
| | Firm's address ▶ 7351 OFFICE PARK PL MELBOURNE, FL 32940 | | | | |

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: STEP UP FOR STUDENTS PROVIDES LEGISLATIVELY AUTHORIZED K-12 SCHOLARSHIP PROGRAMS AND RELATED SUPPORT TO GIVE ECONOMICALLY DISADVANTAGED FAMILIES THE FREEDOM TO CHOOSE THE BEST LEARNING OPTIONS FOR THEIR CHILDREN.

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 [X] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 209,700,455. including grants of \$ 207,753,225.) (Revenue \$) FLORIDA TAX CREDIT SCHOLARSHIP PROGRAM: THIS PAST SCHOOL YEAR, 51,075 UNDERPRIVILEGED STUDENTS ATTENDED SCHOOL ON A STEP UP FOR STUDENTS SCHOLARSHIP, AND FOR THE 2013-14 SCHOOL YEAR, WE ANTICIPATE HAVING MORE THAN 60,000 STUDENTS ON SCHOLARSHIP. THE SCHOLARSHIP PROGRAM WAS CREATED TO HELP ALLEVIATE THE ENORMOUS EDUCATIONAL CHALLENGES FACED BY CHILDREN WHO LIVE IN POVERTY. THE SCHOLARSHIP GIVES PARENTS WITH LIMITED FINANCIAL MEANS THE FREEDOM TO CHOOSE THE SCHOOL THAT BEST MEETS THEIR CHILDREN'S LEARNING NEEDS, FROM KINDERGARTEN THROUGH 12TH GRADE. IT IS THE LARGEST SCHOLARSHIP PROGRAM OF THIS NATURE IN THE UNITED STATES.

(CONTINUED ON SCHEDULE O)

4b (Code:) (Expenses \$ 454,339. including grants of \$) (Revenue \$) SCHOOL DEVELOPMENT AND STUDENT LEARNING: STEP UP FOR STUDENTS IS HELPING STRENGTHEN THE PROGRAM'S PARTNERSHIP SCHOOLS BY OFFERING FREE PROFESSIONAL DEVELOPMENT THROUGH STEP UP'S OFFICE OF STUDENT LEARNING. THIS DEPARTMENT'S LARGEST INITIATIVE, SUCCESS PARTNERS, IS A PROFESSIONAL DEVELOPMENT PROGRAM DESIGNED TO CREATE CLOSER RELATIONSHIPS BETWEEN PARENTS, TEACHERS AND ADMINISTRATORS AND STUDENTS. THE PREMISE OF THE INITIATIVE IS BASED ON THE BENEFITS OF STRENGTHENING THE FAMILY-SCHOOL PARTNERSHIP FOR THE WELL-BEING OF THE CHILD. SCHOOLS THAT WORK CLOSELY WITH PARENTS OFTEN HAVE HIGH STUDENT ACHIEVEMENT AND QUALITY PROGRAMS. TEN SCHOOLS IN HILLSBOROUGH COUNTY PILOTTED THIS PROGRAM DURING THE 2011-12 SCHOOL YEAR, (CONTINUED ON SCHEDULE O)

4c (Code:) (Expenses \$ 1,061,044. including grants of \$) (Revenue \$) COMMUNICATIONS, POLICY AND PUBLIC AFFAIRS: EACH SCHOLARSHIP IS INTENDED TO PROVIDE A LOW-INCOME STUDENT IN FLORIDA WITH A VIABLE LEARNING OPTION THAT CAN MAKE A DIFFERENCE IN HIS OR HER EDUCATIONAL LIFE. TOWARD THAT OBJECTIVE, STEP UP IS BUILDING TOOLS TO ASSESS ACADEMIC PROGRESS IN A ROBUST WAY. THE STATE ALREADY COLLECTS STANDARDIZED TEST SCORES EVERY YEAR FOR ALL STUDENTS IN GRADES 3-10, AND IN ITS MOST RECENT REPORT, FOR 2011-12 SCHOOL YEAR, DETERMINED THAT SCHOLARSHIP STUDENTS ACHIEVED THE SAME ACADEMIC GAINS IN READING AND MATH AS STUDENTS OF ALL INCOME LEVELS NATIONALLY. STEP UP IS ATTEMPTING TO GO FURTHER. IN 2012-13, IT PULLED TOGETHER STUDENT INFORMATION (CONTINUED ON SCHEDULE O)

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

4e Total program service expenses 211,215,838.

Part IV Checklist of Required Schedules

| | | Yes | No |
|-----|--|-----|----|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 | Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | X | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 | Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | X | |
| 5 | Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | X |
| 6 | Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 | Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 | Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | | X |
| 11 | If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a | Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b | Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c | Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d | Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | | X |
| e | Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| f | Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a | Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | | X |
| b | Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> | X | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b | Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 | Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | X | |
| 18 | Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | | X |
| 19 | Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a | Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b | If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | X |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|-----|----|
| 21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> | | X |
| 22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> | X | |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> | X | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> | | X |
| 24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | |
| 24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | |
| 24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> | | X |
| 26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| 28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> | X | |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> | | X |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> | | X |
| 34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> | X | |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | X | |
| 35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> | X | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? | X | |

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Form with questions 1a through 14b regarding IRS filings and tax compliance, including sections on backup withholding, employee reporting, foreign accounts, and charitable contributions.

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

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

Section A. Governing Body and Management

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

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

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | X |
| 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? | X | |
| 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 | X | |
| 12b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | X | |
| 13 | Did the organization have a written whistleblower policy? | X | |
| 14 | Did the organization have a written document retention and destruction policy? | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| 15a | The organization's CEO, Executive Director, or top management official | X | |
| 15b | Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | X | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 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 FL
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ANN MACKEY - 904-352-2440
 4655 SALISBURY RD, SUITE 400, JACKSONVILLE, FL 32256

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

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) JOHN KIRTLEY CHAIRMAN | 1.00 | X | | | | | | 0. | 0. | 0. |
| (2) JULIO FUENTES DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (3) ALISON HERTOG DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (4) ALFRED LAWSON DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (5) DEON LONG DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) RICHARD OUTRAM DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) PAUL SHERMAN DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) CURTIS STOKES DIRECTOR | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) DOUG TUTHILL PRESIDENT/CEO | 40.00 | | | X | | | | 214,102. | 0. | 15,504. |
| (10) ANN MACKEY TREASURER/CFO | 40.00 | | | X | | | | 132,438. | 0. | 7,082. |
| (11) ANNE WHITE SECRETARY/VP OPERATIONS | 0.00 40.00 | | | X | | | | 0. | 121,047. | 8,749. |
| (12) SCOTT MASSEY CIO | 40.00 | | | | | X | | 131,900. | 0. | 15,277. |
| (13) DEBRA WOERNER VP DEVELOPMENT | 40.00 | | | | | X | | 115,852. | 0. | 5,880. |
| (14) ALISSA CIARAMELLO VP MARKETING & EVENTS | 40.00 | | | | | X | | 115,436. | 0. | 12,923. |
| (15) JONATHAN EAST VP POLICY & PUBLIC AFFAIRS | 40.00 | | | | | X | | 120,308. | 0. | 3,748. |
| | | | | | | | | | | |
| | | | | | | | | | | |

Part VIII Statement of Revenue

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

| | | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|---|--|---|--|---|---|---|---|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a | Federated campaigns | 1a | | | | | |
| | b | Membership dues | 1b | | | | | |
| | c | Fundraising events | 1c | | | | | |
| | d | Related organizations | 1d | | | | | |
| | e | Government grants (contributions) | 1e | | | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f | 310,799,794. | | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | | 54,215. | | | | |
| | h | Total. Add lines 1a-1f | | 310,799,794. | | | | |
| | Program Service Revenue | 2 a | | Business Code | | | | |
| b | | | | | | | | |
| c | | | | | | | | |
| d | | | | | | | | |
| e | | | | | | | | |
| f | | All other program service revenue | | | | | | |
| g | | Total. Add lines 2a-2f | | | | | | |
| Other Revenue | 3 | Investment income (including dividends, interest, and other similar amounts) | | 7,252. | | | 7,252. | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 | Royalties | | | | | | |
| | 6 a | Gross rents | (i) Real | (ii) Personal | | | | |
| | | | 5,796. | | | | | |
| | | | b | Less: rental expenses | 0. | | | |
| | | | c | Rental income or (loss) | 5,796. | | | |
| | d | Net rental income or (loss) | | | 5,796. | | 5,796. | |
| | 7 a | Gross amount from sales of assets other than inventory | (i) Securities | (ii) Other | | | | |
| | | | | | | | | |
| | | | b | Less: cost or other basis and sales expenses | | | | |
| | | | c | Gain or (loss) | | | | |
| | d | Net gain or (loss) | | | | | | |
| | 8 a | Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | | |
| | | | b | Less: direct expenses | | | | |
| c | | | Net income or (loss) from fundraising events | | | | | |
| 9 a | Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | | b | Less: direct expenses | | | | | |
| | | c | Net income or (loss) from gaming activities | | | | | |
| 10 a | Gross sales of inventory, less returns and allowances | a | | | | | | |
| | | b | Less: cost of goods sold | | | | | |
| | | c | Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | | Business Code | | | | | |
| 11 a | SON INTERCOMPANY NET | | | 274,325. | 274,325. | | | |
| | | b | | | | | | |
| | | c | | | | | | |
| | | d | All other revenue | | | | | |
| | | e | Total. Add lines 11a-11d | | | 274,325. | | |
| 12 | Total revenue. See instructions. | | | 311,087,167. | 274,325. | 0. | 13,048. | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

| | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | | | |
| 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 | 207,753,225. | 207,753,225. | | |
| 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 | 378,757. | | 378,757. | |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 2,762,334. | 1,883,831. | 240,333. | 638,170. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 59,425. | 36,842. | 7,102. | 15,481. |
| 9 Other employee benefits | 250,502. | 157,199. | 24,698. | 68,605. |
| 10 Payroll taxes | 218,972. | 133,161. | 37,984. | 47,827. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 25,431. | | 25,431. | |
| c Accounting | 99,041. | | 99,041. | |
| d Lobbying | 72,000. | 72,000. | | |
| e Professional fundraising services. See Part IV, line 17 | 200,332. | | | 200,332. |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 17,354. | 4,852. | 12,502. | |
| 12 Advertising and promotion | 180,724. | 131,944. | 18,153. | 30,627. |
| 13 Office expenses | 31,700. | 16,589. | 10,885. | 4,226. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 143,567. | 92,773. | 49,128. | 1,666. |
| 17 Travel | 162,711. | 87,778. | 35,053. | 39,880. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | 38,309. | 28,803. | 2,624. | 6,882. |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 193,486. | 166,551. | 13,467. | 13,468. |
| 23 Insurance | 32,397. | 20,397. | 3,777. | 8,223. |
| 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 BANK CHARGES | 238,071. | 238,071. | | |
| b PRINTING AND POSTAGE | 158,841. | 86,493. | 24,156. | 48,192. |
| c OTHER COSTS | 143,916. | 86,065. | 4,482. | 53,369. |
| d TELEPHONE | 138,254. | 98,819. | 12,929. | 26,506. |
| e All other expenses SEE SCH O | 176,010. | 120,445. | 16,847. | 38,718. |
| 25 Total functional expenses. Add lines 1 through 24e | 213,475,359. | 211,215,838. | 1,017,349. | 1,242,172. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

| | | (A) Beginning of year | | (B) End of year | |
|-----------------------------|---|---|----------------|--------------------|--------------|
| Assets | 1 | Cash - non-interest-bearing | 19,194,258. | 1 | 37,644,262. |
| | 2 | Savings and temporary cash investments | | 2 | |
| | 3 | Pledges and grants receivable, net | 194,922,011. | 3 | 271,720,800. |
| | 4 | Accounts receivable, net | 234,709. | 4 | 904,772. |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | |
| | 7 | Notes and loans receivable, net | 516,342. | 7 | |
| | 8 | Inventories for sale or use | | 8 | |
| | 9 | Prepaid expenses and deferred charges | 23,628. | 9 | 67,770. |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 1,110,344. | | |
| | b | Less: accumulated depreciation | 10b 633,597. | 10c | 476,747. |
| | 11 | Investments - publicly traded securities | | 11 | |
| | 12 | Investments - other securities. See Part IV, line 11 | 1,711,840. | 12 | |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 | Intangible assets | 2,303. | 14 | 3,004. |
| | 15 | Other assets. See Part IV, line 11 | 0. | 15 | 4,689,568. |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 217,819,371. | 16 | 315,506,923. | |
| Liabilities | 17 | Accounts payable and accrued expenses | 315,772. | 17 | 706,332. |
| | 18 | Grants payable | 100,000. | 18 | |
| | 19 | Deferred revenue | | 19 | |
| | 20 | Tax-exempt bond liabilities | | 20 | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | 824,164. | 23 | 774,919. |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 | Total liabilities. Add lines 17 through 25 | 1,239,936. | 26 | 1,481,251. |
| 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 | 3,387,960. | 27 | 4,981,225. |
| | 28 | Temporarily restricted net assets | 213,191,475. | 28 | 309,044,447. |
| | 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 | 216,579,435. | 33 | 314,025,672. |
| | 34 | Total liabilities and net assets/fund balances | 217,819,371. | 34 | 315,506,923. |

Part XI Reconciliation of Net Assets

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

| | | | |
|----|--|----|--------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 311,087,167. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 213,475,359. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 97,611,808. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 216,579,435. |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | 25,900. |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | -191,471. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 314,025,672. |

Part XII Financial Statements and Reporting

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

| | Yes | No |
|--|-----|----|
| 1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | X |
| b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | X |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

| | |
|---|---|
| Name of the organization <p style="text-align: center;">STEP UP FOR STUDENTS, INC.</p> | Employer identification number <p style="text-align: center;">59-3649371</p> |
|---|---|

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?

| | Yes | No |
|--|----------|----|
| (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? | 11g(i) | |
| (ii) A family member of a person described in (i) above? | 11g(ii) | |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? | 11g(iii) | |
 - h Provide the following information about the supported organization(s).

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|-------------|-------------|--------------|--------------|--------------|--------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 33,603,287. | 91,526,010. | 191,838,536. | 267,447,702. | 310,799,794. | 895,215,329. |
| 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 | 33,603,287. | 91,526,010. | 191,838,536. | 267,447,702. | 310,799,794. | 895,215,329. |
| 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) | | | | | | 178,259,516. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 716,955,813. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|-------------|-------------|--------------|--------------|--------------|--------------------------|
| 7 Amounts from line 4 | 33,603,287. | 91,526,010. | 191,838,536. | 267,447,702. | 310,799,794. | 895,215,329. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 190,326. | 34,822. | 14,927. | 2,266. | 7,252. | 249,593. |
| 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.) | 3,087. | 536,393. | 343,078. | 316,075. | 5,796. | 1,204,429. |
| 11 Total support. Add lines 7 through 10 | | | | | | 896,669,351. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | |
|---|----|-------------------------------------|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 79.96 % |
| 15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 78.06 % |
| 16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input checked="" type="checkbox"/> |
| b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

| | |
|--|--|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|--|
| 1 | | \$ 11,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 2 | | \$ 9,097,992. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 3 | | \$ 7,500,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 4 | | \$ 7,997,458. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 5 | | \$ 15,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 6 | | \$ 26,900,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

Name of organization

Employer identification number

STEP UP FOR STUDENTS, INC.

59-3649371

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|--|
| 7 | | \$ 10,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 8 | | \$ 20,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 9 | | \$ 10,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 10 | | \$ 7,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 11 | | \$ 25,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 12 | | \$ 15,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|--|--|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|--|
| 13 | | \$ 25,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| 14 | | \$ 10,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| — | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| — | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| — | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| — | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |
| — | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.) |

| | |
|--|--|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |
| | | \$ _____ | _____ |

| | |
|---|---|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|---|---|

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2012

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

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

▶ **See separate instructions.**

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

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

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

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

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

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

| | |
|---|---|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|---|---|

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

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$ _____

3 Volunteer hours _____

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

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No

4a Was a correction made? Yes No

b If "Yes," describe in Part IV.

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

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ _____

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ _____

4 Did the filing organization file **Form 1120-POL** for this year? Yes No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

| (a) Name | (b) Address | (c) EIN | (d) Amount paid from filing organization's funds. If none, enter -0-. | (e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-. |
|----------|-------------|---------|---|--|
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Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

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

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|--|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | 72,000. | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | 72,000. | | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | 211,524,689. | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | 211,596,689. | | | | | | | | | | | | | |
| f Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | 1,000,000. | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | 250,000. | | | | | | | | | | | | | |
| h Subtract line 1g from line 1a. If zero or less, enter -0- | | 0. | | | | | | | | | | | | | |
| i Subtract line 1f from line 1c. If zero or less, enter -0- | | 0. | | | | | | | | | | | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | |

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

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|------------|------------|------------|------------|------------|
| Calendar year (or fiscal year beginning in) | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) Total |
| 2a Lobbying nontaxable amount | 1,000,000. | 1,000,000. | 1,000,000. | 1,000,000. | 4,000,000. |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | 6,000,000. |
| c Total lobbying expenditures | 205,149. | 190,178. | 178,207. | 72,000. | 645,534. |
| d Grassroots nontaxable amount | 250,000. | 250,000. | 250,000. | 250,000. | 1,000,000. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 1,500,000. |
| f Grassroots lobbying expenditures | 205,149. | 190,178. | 178,207. | 72,000. | 645,534. |

Schedule C (Form 990 or 990-EZ) 2012

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

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012
Open to Public Inspection

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|------------------------------|------------------------------|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

(i) Revenues included in Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

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

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

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

- a Public 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), 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 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 %, 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 3 columns: Description (3a(i), 3a(ii), 3b), Yes, No

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

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

Table with 5 columns: Description of property, (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows 1a-1e and Total.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

Table with 3 columns: (a) Description of security or category, (b) Book value, (c) Method of valuation. Rows include Financial derivatives, Closely-held equity interests, and Other (A-I).

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

Table with 3 columns: (a) Description of investment type, (b) Book value, (c) Method of valuation. Rows numbered (1) through (10).

Part IX Other Assets. See Form 990, Part X, line 15.

Table with 2 columns: (a) Description, (b) Book value. Rows numbered (1) through (10).

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

Table with 2 columns: (a) Description of liability, (b) Book value. Row 1 includes Federal income taxes and rows (2) through (11).

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

| Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return | | | |
|---|---|----|---|
| 1 | Total revenue, gains, and other support per audited financial statements | | 1 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 |

| Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return | | | |
|--|--|----|---|
| 1 | Total expenses and losses per audited financial statements | | 1 |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | |
| e | Add lines 2a through 2d | 2e | |
| 3 | Subtract line 2e from line 1 | | 3 |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | | 5 |

Part XIII Supplemental Information

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

PART X, LINE 2: SUFS IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES

UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AT JUNE 30, 2013 AND

2012, THERE ARE NO DEFERRED TAX ASSETS AND LIABILITIES OR CURRENT INCOME

TAX EXPENSE.

GENERALLY ACCEPTED ACCOUNTING PRINCIPLES REQUIRE THAT SUFS AND SON

RECOGNIZE IN THE FINANCIAL STATEMENTS THE IMPACT OF A TAX POSITION, IF

THAT POSITION IS MORE LIKELY THAN NOT OF BEING SUSTAINED ON AUDIT, BASED

Part XIII Supplemental Information (continued)

ON THE TECHNICAL MERITS OF THE POSITION.

NO INTEREST OR PENALTIES RESULTING FROM AN UNDERPAYMENT OF INCOME TAXES

HAVE BEEN RECOGNIZED IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES OR IN

THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION. SUFS AND SON HAVE NO

POSITIONS FOR WHICH IT BELIEVES IT IS REASONABLY POSSIBLE THAT THE TOTAL

AMOUNTS OF UNRECOGNIZED TAX BENEFITS WILL SIGNIFICANTLY INCREASE OR

DECREASE WITHIN THE NEXT TWELVE MONTHS. THE TAX YEARS 2009 THROUGH 2013

REMAIN SUBJECT TO EXAMINATION BY THE INTERNAL REVENUE SERVICE.

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.

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

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

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

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: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

| | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE LABRADOR COMPANY

(I) ADDRESS OF FUNDRAISER: P.O BOX 10549, TALLAHASSEE, FL 32302

(I) NAME OF FUNDRAISER: LISA MILLER & ASSOCIATES

(I) ADDRESS OF FUNDRAISER: 331 N MONROE STREET, TALLAHASSEE, FL 32301

(I) NAME OF FUNDRAISER: H.A. CUMBER & COMPANY

Part IV Supplemental Information *(continued)*

(I) ADDRESS OF FUNDRAISER: 2325 RIVER ROAD, JACKSONVILLE, FL 32207

Multiple horizontal lines for supplemental information.

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| TAX CREDIT SCHOLARSHIP PROGRAM | 51075 | 207,753,225. | 0. | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

Part I Questions Regarding Compensation

| | Yes | No |
|--|-----------|----|
| 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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) | | |
| b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain | 1b | |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? | 2 | |
| 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 checked="" type="checkbox"/> Compensation committee <input checked="" type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <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? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| 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. | 4c | X |
| Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. | | |
| 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: | | |
| a The organization? | 5a | X |
| b Any related organization? If "Yes" to line 5a or 5b, describe in Part III. | 5b | X |
| 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? | 6a | X |
| b Any related organization? If "Yes" to line 6a or 6b, describe in Part III. | 6b | X |
| 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 | 7 | X |
| 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 | 8 | X |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | 9 | |

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

Schedule J (Form 990) 2012

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

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|-----------------------------------|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) DOUG TUTHILL PRESIDENT/CEO | (i) | 214,102. | 0. | 0. | 0. | 15,504. | 229,606. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
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| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization: **STEP UP FOR STUDENTS, INC.** Employer identification number: **59-3649371**

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|--|----------------------------|---|--|---|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | | | | |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (FURNITURE & E) | X | 1 | 54,215. | FMV |
| 26 Other ▶ () | | | | |
| 27 Other ▶ () | | | | |
| 28 Other ▶ () | | | | |

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

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

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

Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

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

SUPPORT TO GIVE ECONOMICALLY DISADVANTAGED FAMILIES THE FREEDOM TO

CHOOSE THE BEST LEARNING OPTIONS FOR THEIR CHILDREN.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

FOR THE 2012-13 SCHOOL YEAR, APPROVED STUDENTS COULD CHOOSE BETWEEN

SCHOLARSHIPS WORTH UP TO \$4,335 FOR PRIVATE SCHOOL TUITION AND FEES OR

UP TO \$500 IN TRANSPORTATION COSTS TO ATTEND AN OUT-OF-DISTRICT PUBLIC

SCHOOL. SINCE ITS CREATION, THE FLORIDA TAX CREDIT SCHOLARSHIP PROGRAM

HAS AWARDED MORE THAN 271,790 SCHOLARSHIPS. FOR 2012-13, THE AVERAGE

INCOME FOR PARTICIPANTS WAS 5.8% ABOVE THE FEDERAL POVERTY GUIDELINES

AND OVER 54% OF THE STUDENTS WERE FROM SINGLE-PARENT HOUSEHOLDS.

STANDARDIZED TEST SCORES RELEASED IN AUGUST 2012 SHOWED THAT STUDENTS

AND SCHOOLS IN THE PROGRAM WERE HOLDING THEIR OWN AGAINST THE REST OF

THE NATION. BY LAW, SCHOLARSHIP RECIPIENTS EVERY YEAR MUST TAKE A

NATIONALLY RECOGNIZED NORM-REFERENCED TEST APPROVED BY THE STATE, AND

MOST TAKE THE WELL-REGARDED STANFORD ACHIEVEMENT TEST. THE RESULTS FOR

2010-11 TRACKED CLOSELY WITH RESULTS IN PRIOR YEARS, AND THE RESEARCHER

ISSUED THREE KEY FINDINGS:

-STUDENTS WHO CHOSE THE SCHOLARSHIP WERE AMONG THE POOREST AND

LOWEST-PERFORMING STUDENTS FROM THE PUBLIC SCHOOLS THEY LEFT BEHIND.

-THESE SAME STUDENTS ACHIEVED GAINS IN READING AND MATH THAT WERE THE

SAME AS ALL STUDENTS NATIONALLY, REGARDLESS OF INCOME LEVEL.

-THESE STUDENTS ALSO ACHIEVED THE SAME GAINS AS PUBLIC SCHOOL STUDENTS

ON FREE OR REDUCED LUNCH PROGRAMS, EVEN THOUGH THE PUBLIC SCHOOL GROUP

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

HAD HIGHER INCOMES THAN THE SCHOLARSHIP STUDENTS AND WERE PERFORMING AT

HIGHER LEVELS IN PRIOR YEARS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

17 MORE SCHOOLS CAME ABOARD FOR THE 2012-13 SCHOOL YEAR, AND MORE THAN

120 ARE EXPECTED TO PARTICIPATE THROUGHOUT THE STATE FOR THE 2013-14

SCHOOL YEAR. THE CAPSTONE OF SUCCESS PARTNERS IS AN INTERACTIVE

LEARNING COMPACT, DESIGNED TO GIVE TEACHERS, FAMILIES AND STUDENTS A

WAY TO UTILIZE THE FLORIDA STATE STANDARDS. WITH THE COMPACT, EACH

PARTY AGREES TO SUPPORT ONE ANOTHER FOR THE SUCCESS OF THE STUDENT.

THESE STANDARDS ARE A NATIONAL INITIATIVE OF UNIFORM ACADEMIC

BENCHMARKS ADOPTED IN 45 STATES, FOUR TERRITORIES AND THE DISTRICT OF

COLUMBIA FOR GRADES KINDERGARTEN THROUGH 12 TO ENSURE THAT STUDENTS ARE

READY FOR CAREERS AND COLLEGE.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

ACROSS 10 YEARS AND USED IT TO CONSTRUCT A DATA WAREHOUSE.

THE WAREHOUSE WILL SERVE AS A STOREHOUSE FOR ALL TYPES OF ACADEMIC AND

DEMOGRAPHIC INFORMATION AND ALLOW STEP UP POLICY ANALYSTS TO MINE THE

DATA FOR A VARIETY OF ACADEMIC INDICATORS, INCLUDING TEST SCORES,

GRADUATION RATES AND ATTRITION RATES. THE PURPOSE IS TO INFORM

SCHOLARSHIP PARENTS, PARTICIPATING SCHOOLS, THE GENERAL PUBLIC AND

POLICYMAKERS ABOUT THE ACADEMIC PROGRESS OF SCHOLARSHIP STUDENTS AND

SHED LIGHT ON PATHWAYS TO ACADEMIC IMPROVEMENT.

FORM 990, PART VI, SECTION B, LINE 11:

FORM 990 IS PREPARED BY THE FUND'S INDEPENDENT AUDITORS AFTER BEING

REVIEWED BY MANAGEMENT, THE FULL FORM 990 INFORMATIONAL RETURN IS PROVIDED

232212
01-04-13

| | |
|--|--|
| Name of the organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

TO THE BOARD OF DIRECTORS FOR REVIEW AND COMMENT. THE BOARD OF DIRECTORS IS ALSO AFFORDED THE OPPORTUNITY TO ASK QUESTIONS WITH RESPECT TO THE FORM 990 BEFORE THE RETURN IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C:

STEP UP FOR STUDENTS ENSURES THAT THE CONFLICT OF INTEREST POLICY IS ADHERED TO WITH THE FOLLOWING ACTIVITIES 1) REGULAR EDUCATION WITH THE BOARD OF DIRECTORS, OFFICERS AND KEY STAFF- EACH YEAR, THE POLICY IS REVIEWED WITH THE BOARD OF DIRECTORS AND THE EXECUTIVE TEAM. EACH ACKNOWLEDGE THEIR UNDERSTANDING AND COMPLIANCE BY SIGNING AN ANNUAL COMPLIANCE STATEMENT. 2) THE CFO REVIEWS EACH CONTRACT THE ORGANIZATION ENTERS. 3) FINANCE STAFF AND THE PRESIDENT REVIEW ALL PAYMENTS AS THEY ARE MADE FOR POSSIBLE CONFLICTS.

FORM 990, PART VI, SECTION B, LINE 15:

THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS REVIEWS COMPARABLE COMPENSATION AND BENEFITS DATA OF SIMILAR ORGANIZATIONS. DURING FISCAL YEAR 2011, AN INDEPENDENT COMPENSATION CONSULTING FIRM CONDUCTED A FULL COMPARATIVE STUDY FOR EACH INDIVIDUAL EXECUTIVE POSITION AND ALL NON EXECUTIVE JOB GRADES. THE COMMITTEE USES THIS INFORMATION, COMBINED WITH THE PERFORMANCE OF THE PRESIDENT, TO RECOMMEND THE PRESIDENT'S COMPENSATION PACKAGE FOR APPROVAL OF THE FULL BOARD. THE FULL BOARD APPROVES THE PACKAGE.

FORM 990, PART VI, SECTION C, LINE 19:

STEP UP FOR STUDENTS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE ON ITS WEBSITE,

WWW.STEPUFORSTUDENTS.ORG. PRINTED COPIES ARE AVAILABLE BY REQUEST.

232212
01-04-13

| | |
|--|--|
| Name of the organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

CONTRACT SERVICES:

| | |
|---------------------------------|---------|
| PROGRAM SERVICE EXPENSES | 65,009. |
| MANAGEMENT AND GENERAL EXPENSES | 3,109. |
| FUNDRAISING EXPENSES | 21,224. |
| TOTAL EXPENSES | 89,342. |

REPAIRS AND MAINTENANCE:

| | |
|---------------------------------|---------|
| PROGRAM SERVICE EXPENSES | 42,029. |
| MANAGEMENT AND GENERAL EXPENSES | 13,738. |
| FUNDRAISING EXPENSES | 17,494. |
| TOTAL EXPENSES | 73,261. |

PARENT OUTREACH:

| | |
|--|----------|
| PROGRAM SERVICE EXPENSES | 13,407. |
| MANAGEMENT AND GENERAL EXPENSES | 0. |
| FUNDRAISING EXPENSES | 0. |
| TOTAL EXPENSES | 13,407. |
| TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A | 176,010. |

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

| | |
|--|-----------|
| PERMANENT IMPAIRMENT ON PROPERTY | -255,432. |
| DONATED SERVICES EXPENSE | -25,900. |
| DIFFERENCE BETWEEN PRIOR YEAR FORM 990 AND CURRENT FINANCIAL STATEMENTS | 89,861. |
| TOTAL TO FORM 990, PART XI, LINE 9 | -191,471. |

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

FORM 990, PART XII, LINE 2C:

THIS PROCESS HAS NOT CHANGED SINCE THE PRIOR YEAR.

Related Organizations and Unrelated Partnerships

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

Name of the organization: **STEP UP FOR STUDENTS, INC.** Employer identification number: **59-3649371**

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

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|--|-------------------------|---|---------------------|---------------------------|-------------------------------------|
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Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------|---|-------------------------------------|--|----|
| | | | | | | Yes | No |
| | | | | | | | |
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Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

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

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

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

| (a) Name of other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|---|-------------------------------|------------------------|--|
| (1) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | D | 745,035 | FAIR MARKET VALUE |
| (2) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | L | 1,534,339 | FAIR MARKET VALUE |
| (3) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | M | 1,642,444 | FAIR MARKET VALUE |
| (4) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | O | 33,503 | FAIR MARKET VALUE |
| (5) | | | |
| (6) | | | |

Part VII Supplemental Information

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

PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:

NAME OF RELATED ORGANIZATION:

THE SCHOLARSHIP ORGANIZATION NETWORK, L3C

PRIMARY ACTIVITY: EVALUATION OF K-12 SCHOLARSHIP APPLICATIONS FOR LOW

INCOME FAMILIES.

**IRS e-file Signature Authorization
for an Exempt Organization**

For calendar year 2012, or fiscal year beginning JUL 1, 2012, and ending JUN 30, 2013

2012

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

Employer identification number

STEP UP FOR STUDENTS, INC.

59-3649371

Name and title of officer

ANN MACKEY

CFO/TREASURER

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

| | | |
|---|--|----------------------------|
| 1a Form 990 check here ▶ <input checked="" type="checkbox"/> | b Total revenue , if any (Form 990, Part VIII, column (A), line 12) | 1b <u>311087167</u> |
| 2a Form 990-EZ check here ▶ <input type="checkbox"/> | b Total revenue , if any (Form 990-EZ, line 9) | 2b _____ |
| 3a Form 1120-POL check here ▶ <input type="checkbox"/> | b Total tax (Form 1120-POL, line 22) | 3b _____ |
| 4a Form 990-PF check here ▶ <input type="checkbox"/> | b Tax based on investment income (Form 990-PF, Part VI, line 5) | 4b _____ |
| 5a Form 8868 check here ▶ <input type="checkbox"/> | b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c) | 5b _____ |

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize MCGLADREY LLP to enter my PIN 49371
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

50649894012
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ _____

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

Step Up For Students, Inc. and Subsidiary

Consolidated Financial Report
June 30, 2013

Step Up For Students, Inc. and Subsidiary

Consolidated Financial Report
June 30, 2013

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Financial Statements

| | |
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| Consolidated statement of activities | 4 |
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Independent Auditor's Report

To the Board of Directors
Step Up For Students, Inc.
Tampa, Florida

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Step Up For Students, Inc. and its subsidiary, which comprise the consolidated statement of financial position as of June 30, 2013, the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Step Up For Students, Inc. and its subsidiary as of June 30, 2013, and the changes in net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Report on Summarized Comparative Information

The consolidated financial statements of Step Up For Students, Inc. and its subsidiary, as of and for the year ended June 30, 2012, were audited by other auditors whose report dated December 18, 2012 expressed an unmodified opinion on those statements.

McGladrey LLP

Orlando, Florida
October 14, 2013

Report on Summarized Comparative Information

The consolidated financial statements of Step Up For Students, Inc. and its subsidiary, as of and for the year ended June 30, 2012, were audited by other auditors whose report dated December 18, 2012 expressed an unmodified opinion on those statements.

McGladrey LLP

Orlando, Florida
October 14, 2013

Step Up For Students, Inc. and Subsidiary

Consolidated Statement of Financial Position

June 30, 2013

(With summarized comparative information for June 30, 2012)

| | 2013 | 2012 |
|---|-----------------------|-----------------------|
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 38,701,997 | \$ 19,447,943 |
| Pledges receivable, less allowance for uncollectible pledges of \$15,000,000 and \$10,000,000 in 2013 and 2012, respectively | 271,720,800 | 194,243,011 |
| Grants receivable | - | 679,000 |
| Accounts receivable | 867,402 | 213,934 |
| Prepaid expenses and other assets | 159,747 | 80,855 |
| Assets held for sale | 611,000 | - |
| Total current assets | 312,060,946 | 214,664,743 |
| Property and Equipment, net | 476,747 | 1,214,282 |
| Total assets | \$ 312,537,693 | \$ 215,879,025 |
| Liabilities and Net Assets | | |
| Current Liabilities | | |
| Accounts payable | \$ 94,478 | \$ 83,797 |
| Accrued expenses | 707,082 | 366,414 |
| Grants payable | - | 100,000 |
| Current portion of long-term debt | 774,919 | 53,499 |
| Total current liabilities | 1,576,479 | 603,710 |
| Long-Term Debt, less current portion | - | 770,665 |
| Total liabilities | 1,576,479 | 1,374,375 |
| Net Assets | | |
| Unrestricted | 1,916,767 | 1,313,175 |
| Temporarily restricted | 309,044,447 | 213,191,475 |
| Total net assets | 310,961,214 | 214,504,650 |
| Total liabilities and net assets | \$ 312,537,693 | \$ 215,879,025 |

See Notes to Consolidated Financial Statements.

Step Up For Students, Inc. and Subsidiary

Consolidated Statement of Activities

Year Ended June 30, 2013

(With summarized comparative information for year ended June 30, 2012)

| | 2013 | | | Total 2012 |
|---|--------------------|---------------------------|--------------------|--------------------|
| | Unrestricted | Temporarily Restricted | Total 2013 | |
| Revenues and support: | | | | |
| Contributions and grants | \$ 7,065,636 | \$ 303,679,887 | \$ 310,745,523 | \$ 267,447,702 |
| Scholarship application fees | 2,100,577 | - | 2,100,577 | 1,588,119 |
| Other revenue | 85,967 | 7,252 | 93,219 | 73,011 |
| Net assets released from restrictions | 207,834,167 | (207,834,167) | - | - |
| Total revenues and support | 217,086,347 | 95,852,972 | 312,939,319 | 269,108,832 |
| Expenses: | | | | |
| Program services: | | | | |
| Florida Tax Credit Scholarship Program | 212,309,290 | - | 212,309,290 | 151,881,816 |
| School Development and Student Learning | 454,339 | - | 454,339 | 643,341 |
| Communications, Policy and Public Affairs | 1,061,044 | - | 1,061,044 | 796,262 |
| Advocacy and Outreach | 372,660 | - | 372,660 | 232,511 |
| Total program services | 214,197,333 | - | 214,197,333 | 153,553,930 |
| Supporting services: | | | | |
| General and administrative | 1,043,250 | - | 1,043,250 | 1,201,644 |
| Development and fundraising | 1,242,172 | - | 1,242,172 | 1,226,095 |
| Total supporting services | 2,285,422 | - | 2,285,422 | 2,427,739 |
| Total expenses | 216,482,755 | - | 216,482,755 | 155,981,669 |
| Change in net assets | 603,592 | 95,852,972 | 96,456,564 | 113,127,163 |
| Net assets: | | | | |
| Beginning | 1,313,175 | 213,191,475 | 214,504,650 | 101,377,487 |
| Ending | \$ 1,916,767 | \$ 309,044,447 | \$ 310,961,214 | \$ 214,504,650 |

See Notes to Consolidated Financial Statements.

Step Up For Students, Inc. and Subsidiary

Consolidated Statement of Functional Expenses
 Year Ended June 30, 2013
 (With summarized comparative information for year ended June 30, 2012)

| | 2013 | | | | | Total Program Services | Supporting Services | | Total 2013 Expenses | Total 2012 Expenses |
|--|---|--|--|-----------------------------|----------------------------------|------------------------------|-----------------------------------|-----------------------|---------------------------|---------------------------|
| | Florida Tax Credit Scholarship Program | School Development and Student Learning | Communications, Policy and Public Affairs | Advocacy and Outreach | General and Administrative | | Development and Fundraising | | | |
| Scholarships and grants | \$ 207,753,225 | \$ - | \$ - | \$ - | \$ 207,753,225 | \$ - | \$ - | \$ 207,753,225 | \$ 143,776,124 | |
| Salaries and wages | 2,106,819 | 259,186 | 633,582 | 132,376 | 3,131,963 | 619,090 | 638,170 | 4,389,223 | 4,230,380 | |
| Payroll taxes and employee benefits | 513,561 | 39,557 | 98,176 | 25,078 | 676,372 | 69,784 | 131,913 | 878,069 | 649,809 | |
| Temporary labor | 654,762 | - | - | - | 654,762 | - | - | 654,762 | 999,057 | |
| Depreciation and impairment loss | 325,577 | 34,410 | 56,716 | 5,252 | 421,955 | 13,467 | 13,468 | 448,890 | 336,975 | |
| Other costs | 339,834 | 6,113 | 28,132 | 9,738 | 383,817 | 4,482 | 53,369 | 441,668 | 369,828 | |
| Contract services | - | 52,606 | 12,219 | 185 | 65,010 | 3,109 | 221,556 | 289,675 | 378,602 | |
| Rent | 209,125 | 3,122 | 8,255 | 674 | 221,176 | 49,128 | 1,666 | 271,970 | 208,254 | |
| Professional fees | 7,753 | - | - | 73,580 | 81,333 | 162,874 | - | 244,207 | 350,244 | |
| Telephone | 168,535 | 8,144 | 20,761 | 5,974 | 203,414 | 12,929 | 26,506 | 242,849 | 191,367 | |
| Recruiting and advertising | 30,764 | 2,477 | 55,535 | 72,955 | 161,731 | 18,153 | 30,627 | 210,511 | 76,807 | |
| Travel, lodging, meals and entertainment | 30,205 | 12,912 | 35,481 | 31,374 | 109,972 | 35,053 | 39,880 | 184,905 | 248,365 | |
| Printing and postage | 21,675 | 6,674 | 67,796 | 3,665 | 99,810 | 24,157 | 48,192 | 172,159 | 149,966 | |
| Repairs and maintenance | 82,540 | 7,115 | 15,309 | 4,088 | 109,052 | 13,738 | 17,494 | 140,284 | 58,599 | |
| Insurance | 33,289 | 2,112 | 5,533 | 1,587 | 42,521 | 3,777 | 8,223 | 54,521 | 44,119 | |
| Office expenses | 20,931 | 1,728 | 9,041 | 1,129 | 32,829 | 10,885 | 4,226 | 47,940 | 98,139 | |
| Interest | 10,695 | 4,776 | 14,508 | 5,005 | 34,984 | 2,624 | 6,882 | 44,490 | 51,682 | |
| Parent outreach | - | 13,407 | - | - | 13,407 | - | - | 13,407 | 10,300 | |
| Uncollectible pledges | - | - | - | - | - | - | - | - | 3,753,052 | |
| Total | \$ 212,309,290 | \$ 454,339 | \$ 1,061,044 | \$ 372,660 | \$ 214,197,333 | \$ 1,043,250 | \$ 1,242,172 | \$ 216,482,755 | \$ 155,981,669 | |

See Notes to Consolidated Financial Statements.

Step Up For Students, Inc. and Subsidiary

Consolidated Statement of Cash Flows

Year Ended June 30, 2013

(With summarized comparative information for year ended June 30, 2012)

| | 2013 | 2012 |
|---|----------------------|----------------------|
| Cash Flows From Operating Activities | | |
| Change in net assets | \$ 96,456,564 | \$ 113,127,163 |
| Adjustments to reconcile change in net assets to net cash provided by operating activities: | | |
| Depreciation and impairment loss | 448,890 | 351,625 |
| Contribution of property and equipment | (54,215) | - |
| Related party debt forgiveness | - | (234,684) |
| Provision for uncollectible pledges | 6,752,595 | 13,753,052 |
| Change in operating assets and liabilities: | | |
| (Increase) decrease in assets: | | |
| Pledges receivable | (84,230,384) | (108,829,885) |
| Grants receivable | 679,000 | (679,000) |
| Accounts receivable | (653,468) | (33,002) |
| Prepaid expenses and other assets | (78,892) | 2,976 |
| Increase (decrease) in liabilities: | | |
| Accounts payable | 10,681 | (157,326) |
| Accrued expenses | 340,668 | 123,682 |
| Grants payable | (100,000) | (60,670) |
| Net cash provided by operating activities | 19,571,439 | 17,363,931 |
| Cash Flows From Investing Activities | | |
| Purchases of property and equipment | (268,140) | (70,212) |
| Net cash used in investing activities | (268,140) | (70,212) |
| Cash Flows From Financing Activities | | |
| Principal payments on long-term debt | (49,245) | (51,532) |
| Net cash used in financing activities | (49,245) | (51,532) |
| Net increase in cash and cash equivalents | 19,254,054 | 17,242,187 |
| Cash and cash equivalents: | | |
| Beginning | 19,447,943 | 2,205,756 |
| Ending | \$ 38,701,997 | \$ 19,447,943 |
| Supplemental Disclosures of Cash Flows Information | | |
| Cash paid during the year for interest | \$ 40,938 | \$ 43,538 |
| Supplemental Disclosures of Noncash Investing and Financing Activities | | |
| Transfer of property and equipment to assets held for sale | \$ 866,432 | \$ - |

See Notes to Consolidated Financial Statements.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements

(With summarized comparative information as of or for year ended June 30, 2012)

Note 1. Nature of Organization and Significant Accounting Policies

Nature of organization: Step Up For Students, Inc. (Step Up For Students) is a not-for-profit organization incorporated on February 18, 2000. Step Up For Students' mission is to provide legislatively authorized K-12 scholarships and related support to give economically disadvantaged families the freedom to choose the best learning options for their children. The organization is dedicated to helping alleviate the enormous educational challenges faced by children in Florida who live in or near poverty. Step Up For Students provides scholarships to K-12 students who come from low income families. It served 51,075 students in 1,338 private schools across Florida during the 2012 - 2013 school year.

The Scholarship Organization Network L3C, LLC (The Scholarship Organization Network) is a wholly-owned subsidiary that commenced operations in March 2011. The Scholarship Organization Network evaluates scholarship eligibility for the scholarships that Step Up For Students awards.

The following is a summary of the programs operated by Step Up For Students:

Florida Tax Credit Scholarship Program: Step Up For Students, Inc. is approved under Florida Statute 1002.395 to serve as a Scholarship Funding Organization (SFO). Since July 1, 2011, Step Up For Students has been the only active Florida SFO. As an SFO, Step Up For Students can solicit and receive corporate contributions that are entitled to a 100 percent state tax credit against any of the following tax sources: corporate income tax, insurance premium tax, alcoholic beverage excise tax, direct-pay sales tax, and oil and gas severance tax. Those contributions, in turn, must be spent to provide scholarships to low income Florida school children in compliance with the Florida Tax Credit Scholarship Program. For the 2012 - 2013 school year and the 2011 - 2012 school year, qualified students received a maximum scholarship of \$4,335 and \$4,011, respectively, to attend a private school or \$500 for transportation to an out-of-district public school. Scholarships are expensed when a student attends a qualified school. Step Up For Students is allowed to use up to 3% of the contributions collected to administer the scholarship program.

School Development and Student Learning: The mission for this program is to work with schools, parents, teachers and administrators to improve the quality of student learning and the student learning experience.

Communications, Policy and Public Affairs: This program takes the message of school choice to constituency groups, community and political leaders, and local, state and national news publications. It publishes a newsletter with a circulation of approximately 37,000, four times a year, creates monthly student spotlights, issues press releases on topics of special concern, and writes commentary for various publications. The group also analyzes demographic, achievement and participation data and trends in the program and school choice movement.

Advocacy and Outreach: This program began in 2003 as an effort to serve non-public schools, educators, parents and the community by promoting and defending educational choices for families in Florida. The group helps train choice advocates on how to defend and advance school choice through research, media/public relations, accountability, legislative/political, program implementation and community leader influence.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements

(With summarized comparative information as of or for year ended June 30, 2012)

Note 1. Nature of Organization and Significant Accounting Policies (Continued)

A summary of Step Up For Students' significant accounting policies follows:

Principles of consolidation: The consolidated financial statements include the accounts of Step Up For Students and its wholly-owned subsidiary, The Scholarship Organization Network L3C, LLC. All significant intercompany transactions have been eliminated in consolidation.

Comparative financial statements: The consolidated financial statements include certain prior-year summarized comparative information in total but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with accounting principles generally accepted in the United States of America. Accordingly, such information should be read in conjunction with Step Up For Students' consolidated financial statements for the year ended June 30, 2012, from which the summarized information was derived.

Basis of presentation: The accompanying consolidated financial statements have been prepared on the accrual basis of accounting.

A not-for-profit organization is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted and permanently restricted. Accordingly, net assets of Step Up For Students and changes therein are classified and reported as follows:

- **Unrestricted net assets** – Net assets that are not subject to donor-imposed stipulations, but may be designated for specific purposes by action of the Board of Directors.
- **Temporarily restricted net assets** – Net assets subject to donor-imposed stipulations that may or will be met either by actions of Step Up For Students and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.
- **Permanently restricted net assets** – Net assets subject to donor-imposed stipulations that they be maintained permanently by Step Up For Students. Step Up For Students does not have any permanently restricted net assets.

Cash and cash equivalents: For purposes of the statement of cash flows, Step Up For Students considers all short-term securities with an original maturity of three months or less to be cash equivalents.

Step Up For Students and The Scholarship Organization Network maintain their cash accounts at a commercial bank, which are insured by the Federal Deposit Insurance Corporation (FDIC). From time to time, balances may exceed amounts insured by the FDIC. Step Up For Students and The Scholarship Organization Network have not experienced any losses on such accounts. To help reduce any potential losses, excess balances are swept into a money market fund which is invested in U.S. Government Obligations.

Pledges receivable, contributions and grants: Contributions and grants are recorded at fair value as unrestricted, temporarily restricted, or permanently restricted support depending on the existence or nature of any donor restrictions. Contributions and grants that are restricted by the donor are reported as increases in temporarily or permanently restricted net assets depending on the nature of the restrictions. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements

(With summarized comparative information as of or for year ended June 30, 2012)

Note 1. Nature of Organization and Significant Accounting Policies (Continued)

Unconditional promises to give (pledges) are recognized as support in the period received at fair value. Conditional promises to give are recognized when the conditions on which they depend are substantially met. Step Up For Students uses the allowance method to determine uncollectible pledges receivable. The allowance is based upon management estimates of current economic factors and analysis of specific pledges. Step Up For Students has received promises to give from Florida corporations for the Florida Tax Credit Scholarship Program. During the year ended June 30, 2013, Step Up For Students received contributions and pledges of \$310,672,626, net of a \$6,752,595 allowance for uncollectible pledges. During the year ended June 30, 2012, Step Up For Students received contributions and pledges of \$260,052,057, net of a \$10,000,000 allowance for uncollectible pledges. All promises to give pledges are due within one year.

Pledges, which become uncollectible or for which an allowance is established in the year of the pledge, are written off against contributions. Pledges which become uncollectible in subsequent years are charged to the allowance for uncollectible pledges.

Contributed services are recognized and reported at fair value in the period received, if the services received create or enhance non-financial assets or require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by contribution. The estimated fair value of contributed services was \$25,900 and \$31,630 for the years ended June 30, 2013 and 2012, respectively, which is included in other revenue in the accompanying statement of activities.

Grants and accounts receivable: Grants and accounts receivable are stated at net realizable value. Step Up For Students uses the allowance method to determine uncollectible grants and accounts receivables. The allowance is based upon management estimates of current economic factors and analysis of specific accounts. In the opinion of management, no allowance for uncollectible accounts was considered necessary at June 30, 2013 and 2012.

Property and equipment: Property and equipment are recorded at cost when purchased or at fair value at the date of gift, if contributed. Depreciation of property and equipment is computed using the straight-line method of accounting over the estimated useful lives of the depreciable assets. Routine maintenance and repair costs are charged to expense as incurred, while major replacements and improvements are capitalized as additions to the related assets. When assets are sold or retired, the related cost and accumulated depreciation are removed from the accounts and gains or losses from dispositions are credited or charged to income.

Impairment of long-lived assets: The carrying value of property and equipment is reviewed for impairment whenever events or changes in circumstances indicate such value may not be recoverable. Recoverability of assets or asset groups to be held and used is measured by a comparison of the carrying amount of an asset or asset group to future net cash flows expected to be generated by the asset or asset group. If such assets or asset groups are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets or asset group. Assets or asset groups to be disposed of are reported at the lower of the carrying amount or fair value less cost to sell. No impairment of Step Up For Students long-lived assets or asset groups have been recognized during the year ended June 30, 2013. During the year ended June 30, 2012, Step Up For Students recorded an impairment loss of \$156,883 on the land and building, which is included in the accompanying statement of functional expenses.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements

(With summarized comparative information as of or for year ended June 30, 2012)

Note 1. Nature of Organization and Significant Accounting Policies (Continued)

Assets held for sale: Assets held for sale are reported at the lower of the carrying amount or fair value less cost to sell. Assets held for sale represent land and a building located in Tampa, Florida. During the year ended June 30, 2013, the board of directors made the decision to sell the land and building. During the year ended June 30, 2013, Step Up For Students recorded an impairment loss of \$255,432 on the assets held for sale, which is included in the accompanying statement of functional expenses.

Scholarship application fees: Revenue from non-refundable scholarship application fees are recognized at the time the application is submitted.

Functional expenses: The costs of providing the various programs and supporting services have been summarized on a functional basis in the consolidated statement of activities and in the consolidated statement of functional expenses. Accordingly, certain costs have been allocated among the various programs and supporting services benefited.

Income taxes: Step Up For Students is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and from state income taxes under similar provisions of the Florida Statutes. Accordingly, no provision for federal and state income taxes has been recorded in the accompanying consolidated financial statements. Step Up For Students has made an election under Section 501(h) of the Internal Revenue Code, which permits certain eligible 501(c)(3) organizations to make limited expenditures to influence legislation. Step Up For Students would be subject to an excise tax if it spends more than the amounts permitted. Such limits have not been exceeded.

The Scholarship Organization Network, the wholly-owned subsidiary of Step Up For Students, files its federal and state income tax returns as a for-profit corporation. The Scholarship Organization Network has incurred net operating losses since inception, therefore, no provision or liability for federal or state income taxes have been recorded in the accompanying consolidated financial statements.

Step Up For Students and The Scholarship Organization Network follow accounting standards relating to accounting for uncertainty in income taxes. Management assessed whether there were any uncertain tax positions which may give rise to income tax liabilities and determined that there were no such matters requiring recognition in the accompanying consolidated financial statements. Step Up For Students files income tax returns in the U.S. federal jurisdiction. The Scholarship Organization Network files income tax returns in the U.S. federal jurisdiction, the State of Florida and Vermont jurisdiction. Generally, Step Up For Students and The Scholarship Organization Network are no longer subject to U.S. federal or state income tax examinations by tax authorities for years before June 30, 2010.

Use of estimates: The presentation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and support, and expenses during the reporting period. Actual results could differ from those estimates.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements

(With summarized comparative information as of or for year ended June 30, 2012)

Note 1. Nature of Organization and Significant Accounting Policies (Continued)

Fair value of financial instruments: At June 30, 2013 and 2012, Step Up For Students' financial instruments consist of cash and cash equivalents, pledges receivable, grants receivable, accounts receivable, accounts payable, grants payable and long-term debt. The fair values of Step Up For Students' financial instruments excluding long-term debt approximate their fair values because of the short-term nature of these instruments. Long-term debt at fixed rates is not materially different from fair value based upon maturities and similar credit risk comparisons available to Step Up For Students at June 30, 2013 and 2012.

Recent accounting pronouncements: The Financial Accounting Standards Board and other entities issued new or modifications to, or interpretations of, existing accounting guidance during fiscal year 2013. Step Up For Students has considered the new unadopted guidance, and other than as disclosed in these notes to the consolidated financial statements, does not believe that any other new or modified guidance will have a material impact on Step Up For Students' reported financial position or activities in the near term.

Reclassifications: Certain amounts in the 2012 consolidated financial statements have been reclassified in order to conform with the 2013 presentation. These reclassifications had no impact on total assets, total liabilities, total net assets, or changes in net assets previously reported.

Subsequent events: Management has assessed subsequent events through October 14, 2013, the date the consolidated financial statements were available to be issued.

Note 2. Florida Tax Credit Scholarship Program and Scholarships Awarded

Florida Statutes permit Scholarship Funding Organizations participating in the Florida Tax Credit Scholarship Program to use up to 3% of eligible contributions received for administrative expenses. Scholarship Funding Organizations must expend for annual or partial-year scholarships an amount equal to or greater than 75% of the net eligible contributions remaining after administrative expenses during the year in which such contributions are collected. No more than 25% of such net eligible contributions may be carried forward for expenditure to the following year. During the year ended June 30, 2013, Step Up For Students collected \$233,198,837 of eligible contributions. Step Up For Students also carried forward \$18,991,828 of contributions from the year ended June 30, 2012 and earned \$7,252 of interest on the investment of these collected funds. Step Up For Students claimed an administrative allowance of \$6,995,845 and expended \$207,753,225 for scholarships during the year ended June 30, 2013. During the year ended June 30, 2012, Step Up For Students collected \$166,222,742 of eligible contributions. Step Up For Students also carried forward \$1,422,371 of contributions from the year ended June 30, 2011 and earned \$2,266 of interest on the investment of these collected funds. Step Up For Students claimed an administrative allowance of \$4,986,682, and expended \$143,668,869 for scholarships during the year ended June 30, 2012.

Scholarships under the Florida Tax Credit Scholarship Program are awarded annually to qualified students. To qualify for a scholarship, a student and the parents or guardian of that student must meet economic need requirements, enroll in an eligible private school and comply with certain other responsibilities for program participation. Scholarships for the 2012 – 2013 and 2011 – 2012 school years could not exceed \$4,335 and \$4,011, respectively. During the 2012 – 2013 and 2011 – 2012 school years, Step Up For Students funded scholarships of \$207,753,225 and \$143,668,869, respectively. The scholarship checks are made payable to the student's parent or guardian and the private school. The checks are mailed to the schools in quarterly installments. Before the mailing, the schools verify the students' attendance and that the students' parents or guardians have complied with their responsibilities under the program. Both the parents or guardians and schools endorse the checks before they are deposited into the schools' bank accounts.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements
(With summarized comparative information as of or for year ended June 30, 2012)

Note 3. Property and Equipment

Property and equipment consisted of the following at June 30, 2013 and 2012:

| | <u>2013</u> | <u>2012</u> |
|-------------------------------|-------------------|---------------------|
| Furniture and equipment | \$ 645,807 | \$ 507,212 |
| Software | 453,455 | 269,695 |
| Leasehold improvements | 11,082 | 11,082 |
| Land | - | 216,750 |
| Building and improvements | - | 841,808 |
| | <u>1,110,344</u> | <u>1,846,547</u> |
| Less accumulated depreciation | <u>(633,597)</u> | <u>(632,265)</u> |
| | <u>\$ 476,747</u> | <u>\$ 1,214,282</u> |

Depreciation expense for the years ended June 30, 2013 and 2012 was \$193,458 and \$180,092, respectively.

Note 4. Line of Credit

Step Up For Students has a \$9,000,000 line of credit from a bank bearing interest at the one-month LIBOR interest rate plus 2% (2.19% at June 30, 2013). Interest on the line of credit is payable monthly and matures on February 2, 2014. The line of credit is collateralized by substantially all assets of the organization. There were no outstanding balances on the line of credit at June 30, 2013 and 2012.

Note 5. Long-Term Debt

Long-term debt consisted of the following at June 30, 2013 and 2012:

| | <u>2013</u> | <u>2012</u> |
|--|------------------|-------------------|
| Mortgage note payable with a bank, due in monthly principal and interest payments of \$7,830. The mortgage note bears interest at a fixed rate of 5.5%, with a balloon payment due on June 30, 2014. The mortgage note is collateralized by real property and personally guaranteed by a board member. | \$ 774,919 | \$ 824,164 |
| Less current portion | <u>(774,919)</u> | <u>(53,499)</u> |
| | <u>\$ -</u> | <u>\$ 770,665</u> |

In April 2012, a board member who was the holder of an unsecured promissory note canceled the note with principal of \$225,980 and accrued interest totaling \$8,704. The \$234,684 donation has been reported as an unrestricted contribution in the accompanying consolidated statement of activities.

Step Up For Students, Inc. and Subsidiary

**Notes to Consolidated Financial Statements
(With summarized comparative information as of or for year ended June 30, 2012)**

Note 6. Temporarily Restricted Net Assets

Temporarily restricted net assets at June 30, 2013 and 2012, are available for the following purposes:

| | <u>2013</u> | <u>2012</u> |
|---|-----------------------|-----------------------|
| Florida Tax Credit Scholarship Program | \$ 308,777,250 | \$ 212,846,442 |
| Communications, Policy and Public Affairs | 227,560 | 279,036 |
| Advocacy and Outreach | 39,637 | 65,997 |
| | <u>\$ 309,044,447</u> | <u>\$ 213,191,475</u> |

Net assets were released from donor restrictions by incurring expenses satisfying the purpose specified by donors as follows:

| | <u>2013</u> | <u>2012</u> |
|---|-----------------------|-----------------------|
| Florida Tax Credit Scholarship Program | \$ 207,756,331 | \$ 148,642,423 |
| School Development and Student Learning | - | 274,054 |
| Communications, Policy and Public Affairs | 51,476 | 132,415 |
| Advocacy and Outreach | 26,360 | 6,003 |
| | <u>\$ 207,834,167</u> | <u>\$ 149,054,895</u> |

Note 7. Commitments

Step Up For Students leases certain office equipment and office space in Jacksonville, Florida under operating leases which expire at various dates through January 2018. Rent expense for the years ended June 30, 2013 and 2012 was \$271,970 and \$208,254, respectively.

Minimum future annual lease payments under operating leases are as follows:

| Year Ending June 30, | Amount |
|-------------------------|---------------------|
| 2014 | \$ 446,230 |
| 2015 | 458,672 |
| 2016 | 468,333 |
| 2017 | 478,333 |
| 2018 | 323,333 |
| | <u>\$ 2,174,901</u> |

Note 8. Major Donor

No single donor accounted for more than 10% of contributions and grants during the year ended June 30, 2013. Contributions from one major donor accounted for approximately 14.5% of contributions and grants during the year ended June 30, 2012. Pledges receivable from this donor accounted for approximately 9.8% as of June 30, 2012.

Step Up For Students, Inc. and Subsidiary

Notes to Consolidated Financial Statements

(With summarized comparative information as of or for year ended June 30, 2012)

Note 9. Retirement Plan

Step Up For Students has a defined contribution 401(k) Savings Plan (the Plan). All employees who meet certain age and service requirements are eligible to participate in the Plan. The Plan provides for salary reduction contributions from employees up to the federal tax limit according to the Internal Revenue Code. In addition, there could be additional retirement benefits from discretionary employer contributions. Contributions to this Plan for the years ended June 30, 2013 and 2012 were \$102,780 and \$0, respectively, which is included in payroll taxes and employee benefits in the accompanying statement of functional expenses.

Note 10. Fair Value Measurements

Step Up For Students follows accounting standards relating to fair value measurements which define fair value, establish a framework for measuring fair value in accordance with accounting principles generally accepted in the United States of America, and expand disclosures about fair value measurements. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The accounting standards relating to fair value measurements establish a three-level valuation hierarchy for disclosure of fair value measurements. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs.

Level inputs, as defined by this guidance, are as follows: Level 1 – Inputs are unadjusted, quoted prices for identical assets or liabilities in active markets at the measurement date; Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability through corroboration with market data at the measurement date; and Level 3 – Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

Long-lived assets are measured at fair value on a nonrecurring basis based upon inputs that are derived principally from, or corroborated by comparable market data by correlation or other means only when there is evidence of impairment. The amounts below represent only assets measured at fair value on a nonrecurring basis at June 30, 2013:

| | Total | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Impairment Loss |
|----------------------|------------|---|--|--|--------------------|
| Assets held for sale | \$ 866,432 | \$ - | \$ - | \$ 611,000 | \$ 255,432 |

At June 30, 2013 and 2012, Step Up For Students had no assets or liabilities measured at fair value on a recurring basis.

Step Up For Students

Annual Report for the Year Ending June 30, 2014

- Student Data Information on Applications, Application Approval and Scholarship Funding
- Scholarship Monies Collected, Distributed for Scholarships and Year End Balances

Step Up For Students
Number of Students Who Completed Applications
2013 - 2014

| County | Kinder- garten | First | Second | Third | Fourth | Fifth | Sixth | Seventh | Eighth | Ninth | Tenth | Eleventh | Twelfth | Grand Total |
|--------------|-------------------|-------|--------|-------|--------|-------|-------|---------|--------|-------|-------|----------|---------|----------------|
| Alachua | 89 | 78 | 63 | 62 | 64 | 47 | 45 | 32 | 28 | 25 | 11 | 16 | 8 | 568 |
| Baker | 7 | 5 | 4 | 5 | 5 | 4 | 9 | 5 | 2 | 5 | 2 | 1 | 1 | 55 |
| Bay | 21 | 13 | 14 | 13 | 14 | 9 | 12 | 7 | 10 | 4 | 3 | 3 | 1 | 124 |
| Bradford | 25 | 33 | 25 | 26 | 29 | 18 | 28 | 19 | 11 | 13 | 10 | 3 | 4 | 244 |
| Brevard | 331 | 308 | 300 | 244 | 220 | 191 | 164 | 119 | 115 | 88 | 77 | 70 | 43 | 2,270 |
| Broward | 1,346 | 959 | 819 | 800 | 674 | 630 | 554 | 412 | 368 | 337 | 244 | 201 | 154 | 7,498 |
| Calhoun | 1 | | | | 1 | 1 | | | | | | | | 3 |
| Charlotte | 58 | 51 | 48 | 46 | 37 | 26 | 28 | 19 | 10 | 6 | 6 | 6 | 3 | 344 |
| Citrus | 48 | 53 | 36 | 43 | 36 | 38 | 32 | 31 | 16 | 26 | 10 | 15 | 9 | 393 |
| Clay | 77 | 70 | 47 | 50 | 45 | 48 | 42 | 41 | 33 | 23 | 23 | 19 | 7 | 525 |
| Collier | 64 | 54 | 50 | 51 | 43 | 43 | 41 | 28 | 22 | 20 | 16 | 14 | 12 | 458 |
| Columbia | 34 | 27 | 34 | 37 | 23 | 24 | 21 | 22 | 23 | 21 | 11 | 9 | 4 | 290 |
| Dade | 4,720 | 3,190 | 2,445 | 2,026 | 1,740 | 1,523 | 1,329 | 1,004 | 871 | 825 | 605 | 453 | 380 | 21,112 |
| DeSoto | 13 | 8 | 12 | 8 | 6 | 8 | 6 | 5 | 2 | 2 | 1 | 1 | 1 | 73 |
| Dixie | 4 | 7 | 4 | 7 | 6 | 8 | 4 | 3 | 4 | 3 | 9 | 4 | 1 | 64 |
| Duval | 896 | 757 | 700 | 687 | 662 | 563 | 556 | 531 | 414 | 367 | 303 | 213 | 140 | 6,789 |
| Escambia | 159 | 167 | 122 | 118 | 131 | 103 | 99 | 73 | 49 | 32 | 36 | 29 | 22 | 1,140 |
| Flagler | 78 | 76 | 45 | 45 | 36 | 27 | 30 | 27 | 17 | 17 | 13 | 13 | 4 | 428 |
| Franklin | 3 | 4 | 5 | 5 | 5 | 5 | 4 | 1 | 3 | 3 | 2 | | 3 | 43 |
| Gadsden | 43 | 36 | 38 | 38 | 21 | 36 | 45 | 36 | 28 | 34 | 31 | 16 | 11 | 413 |
| Gilchrist | 9 | 4 | 5 | 2 | 7 | 5 | 2 | 3 | 2 | 3 | 3 | 1 | | 46 |
| Glades | 7 | 6 | 4 | 2 | 5 | 2 | 2 | 1 | 4 | | 2 | 1 | | 36 |
| Gulf | | 1 | | 1 | | | 1 | | | | | | | 3 |
| Hamilton | 8 | 5 | 4 | 7 | 13 | 4 | 8 | 9 | 12 | 6 | 4 | 3 | 4 | 87 |
| Hardee | 1 | 5 | 6 | 5 | | 1 | 3 | 3 | 4 | 2 | | | | 30 |
| Hendry | 20 | 24 | 16 | 18 | 20 | 18 | 19 | 15 | 8 | 12 | 4 | 3 | | 177 |
| Hernando | 79 | 86 | 65 | 64 | 64 | 46 | 48 | 40 | 25 | 19 | 16 | 10 | 7 | 569 |
| Highlands | 58 | 52 | 52 | 39 | 26 | 20 | 19 | 12 | 10 | 5 | 5 | 1 | 4 | 303 |
| Hillsborough | 518 | 485 | 416 | 360 | 376 | 346 | 333 | 272 | 247 | 197 | 124 | 103 | 89 | 3,866 |
| Holmes | 2 | 4 | 3 | 2 | 1 | 3 | 1 | 2 | 1 | | 1 | | | 20 |
| Indian River | 31 | 32 | 27 | 19 | 26 | 26 | 18 | 14 | 10 | 11 | 7 | 6 | 4 | 231 |
| Jackson | 14 | 8 | 11 | 8 | 10 | 6 | 4 | 5 | 2 | 1 | | | 1 | 70 |
| Jefferson | 11 | 5 | 8 | 4 | 3 | 6 | 6 | 2 | 5 | 4 | 2 | 3 | | 59 |
| Lafayette | 5 | 6 | 3 | 4 | 8 | 3 | 4 | 4 | 1 | | | 1 | | 39 |

Step Up For Students
Number of Students Who Completed Applications
2013 - 2014

| County | Kinder- garten | First | Second | Third | Fourth | Fifth | Sixth | Seventh | Eighth | Ninth | Tenth | Eleventh | Twelfth | Grand Total |
|--------------------|-------------------|---------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|----------------|
| Lake | 174 | 135 | 136 | 112 | 99 | 92 | 96 | 70 | 68 | 56 | 41 | 29 | 22 | 1,130 |
| Lee | 143 | 142 | 95 | 94 | 102 | 95 | 62 | 50 | 37 | 41 | 27 | 22 | 11 | 921 |
| Leon | 86 | 70 | 64 | 57 | 68 | 73 | 55 | 33 | 33 | 28 | 19 | 21 | 11 | 618 |
| Levy | 20 | 20 | 19 | 21 | 19 | 22 | 11 | 14 | 10 | 7 | 5 | 4 | 4 | 176 |
| Liberty | 3 | | | | | | | | | 1 | | | | 4 |
| Madison | 7 | 3 | 3 | 3 | 4 | 6 | 2 | 1 | 2 | 2 | | 3 | 2 | 38 |
| Manatee | 98 | 78 | 57 | 57 | 54 | 60 | 45 | 24 | 19 | 18 | 15 | 12 | 11 | 548 |
| Marion | 219 | 195 | 196 | 192 | 171 | 127 | 147 | 89 | 104 | 83 | 58 | 47 | 39 | 1,669 |
| Martin | 44 | 26 | 37 | 31 | 32 | 27 | 17 | 10 | 13 | 12 | 7 | 5 | 5 | 266 |
| Monroe | 16 | 20 | 12 | 14 | 13 | 14 | 14 | 8 | 8 | 5 | 2 | 1 | | 127 |
| Nassau | 28 | 24 | 26 | 25 | 10 | 12 | 11 | 7 | 5 | 5 | 4 | 2 | 1 | 160 |
| Okaloosa | 70 | 55 | 45 | 40 | 44 | 34 | 36 | 20 | 14 | 9 | 3 | 2 | 1 | 373 |
| Okeechobee | 27 | 23 | 13 | 23 | 12 | 8 | 11 | 9 | 4 | 1 | 2 | 3 | | 136 |
| Orange | 1,419 | 1,194 | 1,015 | 901 | 830 | 735 | 713 | 656 | 487 | 394 | 301 | 243 | 160 | 9,048 |
| Osceola | 361 | 312 | 289 | 300 | 255 | 238 | 253 | 215 | 171 | 151 | 93 | 95 | 54 | 2,787 |
| Palm Beach | 450 | 359 | 332 | 290 | 274 | 249 | 246 | 186 | 149 | 120 | 93 | 73 | 40 | 2,861 |
| Pasco | 199 | 145 | 146 | 115 | 118 | 96 | 90 | 60 | 51 | 49 | 31 | 17 | 16 | 1,133 |
| Pinellas | 436 | 370 | 361 | 313 | 290 | 254 | 293 | 181 | 174 | 125 | 97 | 65 | 63 | 3,025 |
| Polk | 336 | 328 | 264 | 260 | 242 | 264 | 227 | 207 | 169 | 108 | 83 | 78 | 53 | 2,620 |
| Putnam | 41 | 36 | 32 | 27 | 33 | 25 | 30 | 12 | 15 | 9 | 3 | 12 | 1 | 276 |
| Santa Rosa | 21 | 18 | 14 | 19 | 12 | 19 | 15 | 10 | 1 | 4 | 1 | 3 | 3 | 140 |
| Sarasota | 100 | 74 | 76 | 59 | 67 | 54 | 48 | 30 | 24 | 23 | 17 | 8 | 8 | 588 |
| Seminole | 227 | 170 | 130 | 148 | 120 | 106 | 102 | 74 | 69 | 52 | 35 | 28 | 22 | 1,283 |
| St. Johns | 68 | 53 | 47 | 43 | 43 | 30 | 22 | 22 | 17 | 11 | 8 | 9 | 6 | 379 |
| St. Lucie | 179 | 147 | 137 | 119 | 104 | 90 | 89 | 63 | 50 | 46 | 26 | 22 | 21 | 1,093 |
| Sumter | 3 | 2 | 6 | 6 | 9 | 6 | 6 | 3 | 4 | 3 | 2 | | 1 | 51 |
| Suwannee | 21 | 26 | 25 | 31 | 23 | 29 | 30 | 17 | 16 | 14 | 12 | 16 | 10 | 270 |
| Taylor | 17 | 10 | 21 | 10 | 12 | 11 | 6 | 2 | 2 | 2 | 1 | | | 94 |
| Union | 7 | 7 | 4 | 9 | 6 | 3 | | 2 | 1 | 1 | | 1 | | 41 |
| Volusia | 515 | 387 | 309 | 303 | 271 | 234 | 259 | 185 | 149 | 137 | 82 | 71 | 54 | 2,956 |
| Wakulla | 16 | 7 | 9 | 8 | 10 | 9 | 5 | 5 | 6 | 7 | 3 | | 2 | 87 |
| Walton | 4 | 9 | 5 | 10 | 5 | 5 | 6 | 4 | 2 | 5 | 4 | 3 | | 62 |
| Washington | 18 | 16 | 23 | 12 | 10 | 3 | 6 | 7 | 4 | 4 | 5 | 3 | 4 | 115 |
| Grand Total | 14,153 | 11,080 | 9,379 | 8,498 | 7,719 | 6,868 | 6,470 | 5,073 | 4,235 | 3,644 | 2,661 | 2,116 | 1,542 | 83,445 |

Step Up For Students
Number of Students Who Were Approved
2013 - 2014

| County | Kinder- garten | First | Second | Third | Fourth | Fifth | Sixth | Seventh | Eighth | Ninth | Tenth | Eleventh | Twelfth | Grand Total |
|--------------|-------------------|-------|--------|-------|--------|-------|-------|---------|--------|-------|-------|----------|---------|----------------|
| Alachua | 70 | 63 | 55 | 53 | 62 | 40 | 37 | 26 | 22 | 20 | 8 | 15 | 7 | 478 |
| Baker | 7 | 5 | 3 | 4 | 5 | 3 | 7 | 3 | 1 | 4 | 2 | | 1 | 45 |
| Bay | 15 | 10 | 11 | 10 | 10 | 8 | 8 | 4 | 8 | 4 | 2 | 1 | 1 | 92 |
| Bradford | 18 | 28 | 21 | 20 | 26 | 13 | 27 | 17 | 10 | 10 | 8 | 3 | 3 | 204 |
| Brevard | 258 | 267 | 267 | 216 | 194 | 164 | 149 | 103 | 100 | 74 | 63 | 64 | 40 | 1,959 |
| Broward | 1,037 | 796 | 682 | 643 | 553 | 530 | 454 | 333 | 296 | 265 | 185 | 148 | 121 | 6,043 |
| Calhoun | 1 | | | | 1 | 1 | | | | | | | | 3 |
| Charlotte | 43 | 41 | 40 | 43 | 29 | 24 | 25 | 17 | 8 | 4 | 5 | 5 | 3 | 287 |
| Citrus | 40 | 45 | 33 | 39 | 31 | 32 | 28 | 28 | 13 | 24 | 8 | 13 | 9 | 343 |
| Clay | 59 | 62 | 44 | 39 | 37 | 42 | 35 | 38 | 25 | 20 | 22 | 15 | 4 | 442 |
| Collier | 50 | 43 | 44 | 42 | 38 | 32 | 31 | 25 | 18 | 13 | 13 | 12 | 10 | 371 |
| Columbia | 29 | 22 | 30 | 32 | 21 | 21 | 18 | 20 | 20 | 20 | 9 | 9 | 4 | 255 |
| Dade | 4,066 | 2,913 | 2,212 | 1,816 | 1,566 | 1,376 | 1,161 | 900 | 752 | 677 | 527 | 386 | 343 | 18,695 |
| DeSoto | 12 | 6 | 11 | 6 | 5 | 7 | 5 | 4 | 2 | 1 | 1 | 1 | | 61 |
| Dixie | 4 | 6 | 3 | 7 | 6 | 8 | 4 | 3 | 4 | 3 | 9 | 4 | 1 | 62 |
| Duval | 697 | 645 | 582 | 579 | 550 | 479 | 452 | 462 | 349 | 291 | 267 | 183 | 118 | 5,654 |
| Escambia | 115 | 142 | 106 | 100 | 114 | 86 | 87 | 61 | 45 | 26 | 33 | 25 | 21 | 961 |
| Flagler | 56 | 70 | 42 | 39 | 30 | 24 | 27 | 23 | 14 | 14 | 11 | 10 | 3 | 363 |
| Franklin | 2 | 4 | 4 | 5 | 5 | 4 | 4 | 1 | 3 | 3 | 2 | | 3 | 40 |
| Gadsden | 26 | 29 | 34 | 36 | 18 | 28 | 38 | 34 | 20 | 31 | 23 | 14 | 10 | 341 |
| Gilchrist | 5 | 2 | 5 | 2 | 6 | 5 | 2 | 2 | 2 | 3 | 3 | 1 | | 38 |
| Glades | 6 | 6 | 4 | 2 | 4 | 2 | 2 | 1 | 4 | | 2 | 1 | | 34 |
| Gulf | | | | 1 | | | 1 | | | | | | | 2 |
| Hamilton | 7 | 4 | 2 | 6 | 10 | 3 | 6 | 9 | 10 | 6 | 4 | | 3 | 70 |
| Hardee | 1 | 3 | 5 | 4 | | 1 | 2 | 2 | 2 | | | | | 20 |
| Hendry | 20 | 22 | 12 | 16 | 19 | 16 | 15 | 12 | 7 | 7 | 2 | 1 | | 149 |
| Hernando | 66 | 69 | 58 | 55 | 56 | 40 | 42 | 37 | 22 | 18 | 12 | 9 | 7 | 491 |
| Highlands | 51 | 45 | 45 | 35 | 24 | 17 | 16 | 9 | 8 | 5 | 5 | 1 | 4 | 265 |
| Hillsborough | 385 | 407 | 346 | 303 | 327 | 300 | 287 | 235 | 206 | 166 | 112 | 86 | 81 | 3,241 |
| Holmes | 1 | 4 | 2 | 2 | | 2 | 1 | 2 | 1 | | 1 | | | 16 |
| Indian River | 25 | 28 | 24 | 18 | 25 | 22 | 14 | 10 | 9 | 8 | 6 | 5 | 4 | 198 |
| Jackson | 10 | 8 | 10 | 7 | 10 | 6 | 4 | 4 | 2 | 1 | | | 1 | 63 |
| Jefferson | 9 | 4 | 4 | 4 | 2 | 3 | 4 | 2 | 4 | 3 | 1 | 3 | | 43 |
| Lafayette | 5 | 6 | 3 | 3 | 8 | 3 | 3 | 4 | 1 | | | 1 | | 37 |
| Lake | 140 | 116 | 116 | 88 | 89 | 76 | 80 | 60 | 58 | 48 | 33 | 25 | 18 | 947 |
| Lee | 112 | 113 | 81 | 79 | 83 | 74 | 53 | 40 | 28 | 34 | 20 | 21 | 8 | 746 |
| Leon | 60 | 58 | 54 | 51 | 55 | 55 | 46 | 22 | 23 | 20 | 17 | 18 | 9 | 488 |

Step Up For Students
Number of Students Who Were Approved
2013 - 2014

| County | Kinder- garten | First | Second | Third | Fourth | Fifth | Sixth | Seventh | Eighth | Ninth | Tenth | Eleventh | Twelfth | Grand Total |
|--------------------|-------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|----------------|
| Levy | 19 | 16 | 18 | 19 | 16 | 19 | 10 | 13 | 9 | 6 | 3 | 4 | 4 | 156 |
| Liberty | 3 | | | | | | | | | | | | | 3 |
| Madison | 3 | 3 | 3 | 3 | 4 | 4 | 1 | 1 | 1 | 2 | | 3 | 1 | 29 |
| Manatee | 73 | 65 | 51 | 50 | 45 | 53 | 40 | 19 | 15 | 15 | 11 | 10 | 11 | 458 |
| Marion | 176 | 165 | 174 | 159 | 150 | 114 | 130 | 77 | 86 | 69 | 52 | 40 | 36 | 1,428 |
| Martin | 35 | 24 | 29 | 27 | 30 | 23 | 13 | 9 | 13 | 11 | 6 | 4 | 5 | 229 |
| Monroe | 11 | 14 | 10 | 12 | 10 | 10 | 13 | 8 | 7 | 5 | 2 | 1 | | 103 |
| Nassau | 19 | 22 | 21 | 19 | 9 | 8 | 9 | 5 | 3 | 4 | 4 | 2 | 1 | 126 |
| Okaloosa | 51 | 47 | 37 | 31 | 36 | 25 | 32 | 17 | 12 | 8 | 2 | 2 | 1 | 301 |
| Okeechobee | 20 | 18 | 12 | 20 | 10 | 7 | 9 | 7 | 4 | 1 | 2 | 1 | | 111 |
| Orange | 1,099 | 1,036 | 880 | 771 | 719 | 632 | 619 | 539 | 410 | 322 | 251 | 202 | 132 | 7,612 |
| Osceola | 283 | 266 | 253 | 263 | 222 | 210 | 203 | 171 | 143 | 128 | 80 | 85 | 45 | 2,352 |
| Palm Beach | 342 | 290 | 280 | 236 | 222 | 207 | 198 | 160 | 119 | 101 | 67 | 55 | 29 | 2,306 |
| Pasco | 158 | 133 | 132 | 97 | 100 | 85 | 71 | 47 | 41 | 41 | 28 | 14 | 14 | 961 |
| Pinellas | 351 | 307 | 305 | 269 | 249 | 213 | 254 | 161 | 148 | 112 | 83 | 51 | 52 | 2,555 |
| Polk | 250 | 263 | 224 | 215 | 196 | 218 | 184 | 160 | 134 | 91 | 69 | 60 | 42 | 2,106 |
| Putnam | 35 | 29 | 24 | 23 | 28 | 18 | 22 | 9 | 11 | 6 | 3 | 9 | 1 | 218 |
| Santa Rosa | 13 | 15 | 12 | 16 | 9 | 15 | 13 | 8 | 1 | 4 | 1 | 3 | 2 | 112 |
| Sarasota | 78 | 68 | 65 | 52 | 54 | 46 | 46 | 26 | 21 | 18 | 14 | 6 | 7 | 501 |
| Seminole | 173 | 145 | 111 | 121 | 99 | 88 | 89 | 59 | 55 | 44 | 27 | 20 | 17 | 1,048 |
| St. Johns | 55 | 49 | 36 | 37 | 32 | 25 | 21 | 19 | 15 | 10 | 7 | 8 | 5 | 319 |
| St. Lucie | 129 | 117 | 109 | 90 | 87 | 73 | 68 | 51 | 35 | 40 | 21 | 17 | 19 | 856 |
| Sumter | 2 | 1 | 3 | 5 | 7 | 5 | 4 | 3 | 4 | 3 | 2 | | | 39 |
| Suwannee | 17 | 22 | 23 | 28 | 21 | 27 | 28 | 13 | 15 | 10 | 12 | 14 | 7 | 237 |
| Taylor | 12 | 10 | 14 | 8 | 12 | 8 | 5 | 2 | 2 | 2 | 1 | | | 76 |
| Union | 5 | 6 | 4 | 7 | 4 | 2 | | 2 | 1 | 1 | | 1 | | 33 |
| Volusia | 403 | 335 | 259 | 265 | 232 | 200 | 215 | 160 | 116 | 114 | 70 | 61 | 51 | 2,481 |
| Wakulla | 11 | 5 | 8 | 7 | 8 | 8 | 3 | 4 | 5 | 6 | 2 | | 2 | 69 |
| Walton | 4 | 8 | 4 | 8 | 3 | 3 | 5 | 4 | 2 | 5 | 3 | 3 | | 52 |
| Washington | 17 | 15 | 21 | 12 | 7 | 3 | 5 | 6 | 4 | 4 | 4 | 3 | 4 | 105 |
| Grand Total | 11,355 | 9,586 | 8,117 | 7,275 | 6,640 | 5,896 | 5,485 | 4,313 | 3,529 | 3,006 | 2,243 | 1,759 | 1,325 | 70,529 |

Step Up For Students
Number of Students Who Received Scholarship Funding
2013 - 2014

| County | Kinder- garten | First | Second | Third | Fourth | Fifth | Sixth | Seventh | Eighth | Ninth | Tenth | Eleventh | Twelfth | Grand Total |
|--------------|-------------------|-------|--------|-------|--------|-------|-------|---------|--------|-------|-------|----------|---------|----------------|
| Alachua | 60 | 58 | 48 | 47 | 52 | 35 | 32 | 22 | 19 | 14 | 6 | 12 | 5 | 410 |
| Baker | 7 | 5 | 2 | 4 | 5 | 3 | 6 | 3 | 1 | 4 | 2 | | | 42 |
| Bay | 14 | 10 | 11 | 9 | 8 | 7 | 8 | 3 | 7 | 3 | 2 | 1 | 1 | 84 |
| Bradford | 15 | 26 | 20 | 20 | 22 | 12 | 24 | 16 | 10 | 7 | 7 | 3 | 3 | 185 |
| Brevard | 214 | 239 | 234 | 190 | 165 | 142 | 128 | 83 | 80 | 58 | 47 | 51 | 34 | 1,665 |
| Broward | 823 | 672 | 578 | 522 | 462 | 439 | 360 | 261 | 221 | 177 | 124 | 113 | 85 | 4,837 |
| Calhoun | 1 | | | | 1 | 1 | | | | | | | | 3 |
| Charlotte | 40 | 36 | 39 | 42 | 27 | 24 | 24 | 17 | 7 | 4 | 3 | 4 | 3 | 270 |
| Citrus | 37 | 41 | 30 | 37 | 31 | 32 | 23 | 27 | 12 | 21 | 7 | 13 | 6 | 317 |
| Clay | 53 | 49 | 39 | 35 | 33 | 42 | 31 | 34 | 22 | 19 | 15 | 13 | 3 | 388 |
| Collier | 44 | 39 | 41 | 32 | 30 | 27 | 22 | 22 | 16 | 8 | 9 | 9 | 8 | 312 |
| Columbia | 26 | 19 | 26 | 30 | 18 | 16 | 16 | 19 | 18 | 18 | 8 | 7 | 2 | 223 |
| Dade | 3,565 | 2,546 | 1,933 | 1,580 | 1,370 | 1,221 | 959 | 741 | 612 | 479 | 420 | 314 | 266 | 16,006 |
| DeSoto | 10 | 6 | 8 | 5 | 5 | 6 | 3 | 4 | 2 | | 1 | 1 | | 51 |
| Dixie | 3 | 5 | 3 | 6 | 6 | 5 | 4 | 3 | 4 | 3 | 6 | 4 | 1 | 53 |
| Duval | 594 | 569 | 516 | 514 | 472 | 412 | 382 | 377 | 287 | 224 | 195 | 150 | 86 | 4,778 |
| Escambia | 100 | 132 | 97 | 92 | 102 | 77 | 71 | 53 | 34 | 19 | 26 | 21 | 18 | 842 |
| Flagler | 46 | 64 | 38 | 33 | 24 | 18 | 23 | 21 | 11 | 12 | 7 | 4 | 2 | 303 |
| Franklin | 2 | 4 | 4 | 5 | 5 | 4 | 4 | 1 | 3 | 3 | 2 | | 3 | 40 |
| Gadsden | 20 | 27 | 25 | 32 | 15 | 22 | 36 | 27 | 18 | 24 | 17 | 11 | 8 | 282 |
| Gilchrist | 5 | 2 | 5 | 2 | 6 | 5 | 2 | 2 | 2 | 3 | 3 | | | 37 |
| Glades | 6 | 5 | 4 | 2 | 3 | 2 | 2 | 1 | 4 | | 2 | 1 | | 32 |
| Gulf | | | | 1 | | | 1 | | | | | | | 2 |
| Hamilton | 7 | 3 | 2 | 4 | 9 | 2 | 5 | 9 | 7 | 5 | 4 | | 2 | 59 |
| Hardee | 1 | 1 | 2 | 2 | | | | | | | | | | 6 |
| Hendry | 17 | 19 | 12 | 13 | 17 | 13 | 12 | 12 | 6 | 6 | 1 | 1 | | 129 |
| Hernando | 61 | 63 | 55 | 51 | 50 | 38 | 39 | 33 | 22 | 17 | 10 | 9 | 5 | 453 |
| Highlands | 46 | 42 | 39 | 30 | 21 | 17 | 13 | 9 | 7 | 5 | 5 | | 2 | 236 |
| Hillsborough | 324 | 347 | 285 | 252 | 267 | 245 | 238 | 190 | 165 | 124 | 85 | 63 | 58 | 2,643 |
| Holmes | 1 | 4 | 2 | 2 | | 1 | 1 | 2 | 1 | | 1 | | | 15 |
| Indian River | 18 | 22 | 21 | 13 | 20 | 19 | 9 | 6 | 7 | 8 | 5 | 4 | 3 | 155 |
| Jackson | 9 | 7 | 10 | 6 | 9 | 6 | 4 | 4 | 2 | 1 | | | 1 | 59 |
| Jefferson | 5 | 4 | 4 | 4 | 1 | 3 | 4 | 2 | 2 | 3 | 1 | 3 | | 36 |
| Lafayette | 5 | 6 | 3 | 3 | 8 | 2 | 2 | 4 | | | | 1 | | 34 |
| Lake | 121 | 100 | 101 | 77 | 76 | 63 | 65 | 53 | 47 | 38 | 25 | 21 | 12 | 799 |
| Lee | 93 | 104 | 73 | 73 | 76 | 70 | 47 | 31 | 25 | 27 | 19 | 14 | 8 | 660 |

Step Up For Students
Number of Students Who Received Scholarship Funding
2013 - 2014

| County | Kinder- garten | First | Second | Third | Fourth | Fifth | Sixth | Seventh | Eighth | Ninth | Tenth | Eleventh | Twelfth | Grand Total |
|--------------------|-------------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|------------|----------------|
| Leon | 54 | 48 | 45 | 42 | 41 | 46 | 31 | 17 | 17 | 13 | 8 | 14 | 9 | 385 |
| Levy | 17 | 15 | 15 | 18 | 12 | 17 | 8 | 12 | 8 | 5 | 3 | 4 | 3 | 137 |
| Liberty | 2 | | | | | | | | | | | | | 2 |
| Madison | 3 | 3 | 3 | 1 | 2 | 2 | 1 | 1 | 1 | 2 | | 3 | | 22 |
| Manatee | 64 | 58 | 43 | 45 | 42 | 47 | 38 | 18 | 15 | 9 | 10 | 8 | 8 | 405 |
| Marion | 153 | 144 | 157 | 143 | 133 | 98 | 111 | 70 | 70 | 53 | 44 | 30 | 27 | 1,233 |
| Martin | 31 | 23 | 28 | 27 | 26 | 21 | 12 | 8 | 11 | 8 | 4 | 2 | 2 | 203 |
| Monroe | 11 | 12 | 10 | 11 | 9 | 9 | 11 | 7 | 6 | 5 | 1 | 1 | | 93 |
| Nassau | 18 | 21 | 19 | 17 | 8 | 8 | 9 | 4 | 2 | 4 | 4 | 2 | 1 | 117 |
| Okaloosa | 46 | 41 | 32 | 28 | 34 | 22 | 26 | 14 | 10 | 4 | 2 | 1 | 1 | 261 |
| Okeechobee | 17 | 16 | 10 | 18 | 6 | 7 | 7 | 6 | 4 | 1 | 1 | | | 93 |
| Orange | 959 | 895 | 754 | 668 | 623 | 542 | 524 | 458 | 327 | 246 | 185 | 154 | 88 | 6,423 |
| Osceola | 253 | 241 | 222 | 233 | 201 | 189 | 165 | 150 | 121 | 97 | 65 | 65 | 34 | 2,036 |
| Palm Beach | 256 | 239 | 235 | 200 | 180 | 174 | 158 | 122 | 88 | 61 | 51 | 33 | 17 | 1,814 |
| Pasco | 134 | 125 | 118 | 88 | 92 | 79 | 66 | 40 | 33 | 29 | 21 | 13 | 11 | 849 |
| Pinellas | 308 | 283 | 276 | 232 | 215 | 180 | 213 | 135 | 122 | 75 | 57 | 35 | 38 | 2,169 |
| Polk | 216 | 240 | 203 | 184 | 162 | 181 | 154 | 130 | 106 | 69 | 48 | 46 | 33 | 1,772 |
| Putnam | 30 | 25 | 18 | 20 | 27 | 17 | 20 | 8 | 9 | 6 | 2 | 8 | | 190 |
| Santa Rosa | 13 | 12 | 12 | 14 | 8 | 13 | 8 | 7 | 1 | 3 | 1 | 1 | 2 | 95 |
| Sarasota | 62 | 62 | 55 | 46 | 48 | 42 | 41 | 23 | 20 | 13 | 13 | 4 | 5 | 434 |
| Seminole | 145 | 128 | 101 | 107 | 87 | 79 | 74 | 43 | 46 | 32 | 17 | 18 | 14 | 891 |
| St. Johns | 51 | 45 | 33 | 36 | 28 | 23 | 19 | 13 | 11 | 6 | 6 | 8 | 4 | 283 |
| St. Lucie | 111 | 107 | 100 | 80 | 74 | 67 | 58 | 45 | 29 | 32 | 20 | 10 | 12 | 745 |
| Sumter | 2 | 1 | 3 | 5 | 5 | 5 | 4 | 3 | 4 | 1 | 1 | | | 34 |
| Suwannee | 16 | 21 | 22 | 28 | 17 | 27 | 25 | 11 | 15 | 9 | 10 | 14 | 6 | 221 |
| Taylor | 11 | 6 | 14 | 8 | 12 | 7 | 5 | 2 | 2 | 2 | | | | 69 |
| Union | 4 | 5 | 4 | 6 | 4 | 2 | | 2 | 1 | 1 | | 1 | | 30 |
| Volusia | 356 | 309 | 238 | 235 | 203 | 176 | 189 | 132 | 97 | 82 | 56 | 48 | 45 | 2,166 |
| Wakulla | 11 | 5 | 8 | 6 | 7 | 8 | 2 | 4 | 5 | 6 | 1 | | 2 | 65 |
| Walton | 4 | 6 | 4 | 6 | 3 | 2 | 5 | 4 | 1 | 4 | 3 | 3 | | 45 |
| Washington | 16 | 14 | 20 | 11 | 6 | 3 | 5 | 4 | 3 | 3 | 4 | 2 | 3 | 94 |
| Grand Total | 9,767 | 8,426 | 7,112 | 6,333 | 5,731 | 5,124 | 4,594 | 3,585 | 2,866 | 2,215 | 1,703 | 1,376 | 990 | 59,822 |

Step Up For Students
Scholarship Cash Flow

| | Fiscal 2014 | | | | | | | | | | | | Fiscal 2014 Total |
|--|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|-----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| | July | August | September | October | November | December | January | February | March | April | May | June | |
| Scholarship cash at beginning of month | \$ 36,269,839 | \$ 58,783,410 | \$ 80,753,981 | \$ 34,998,508 | \$ 60,527,027 | \$ 20,637,554 | \$ 87,759,818 | \$ 111,693,214 | \$ 57,620,902 | \$ 73,170,611 | \$ 15,865,487 | \$ 28,787,364 | \$ 36,269,839 |
| Gross tax credit donations received | 23,136,941 | 22,579,686 | 24,946,306 | 26,304,719 | 30,789,527 | 67,156,417 | 24,600,942 | 15,545,412 | 16,206,536 | 11,916,762 | 13,314,663 | 13,808,744 | 290,306,654 |
| 3% Florida administrative allowance | (693,508) | (677,991) | (748,389) | (789,142) | (923,686) | (716,173) | (785,485) | (829,586) | (823,929) | (907,606) | (399,443) | (414,262) | (8,709,200) |
| Net Donations | 22,443,433 | 21,901,695 | 24,197,917 | 25,515,578 | 29,865,841 | 66,440,243 | 23,815,456 | 14,715,826 | 15,382,607 | 11,009,156 | 12,915,220 | 13,394,482 | 281,597,454 |
| Scholarship Payments | | | (69,973,851) | - | (69,761,466) | | | (68,831,569) | | (68,317,560) | | | (276,884,446) |
| Payments Received from Schools | 70,138 | 68,876 | 20,462 | 12,941 | 6,152 | 682,021 | 117,939 | 43,431 | 167,102 | 3,280 | 6,656 | 31,768 | 1,230,767 |
| Balance at End of Month | \$ 58,783,410 | \$ 80,753,981 | \$ 34,998,508 | \$ 60,527,027 | \$ 20,637,554 | \$ 87,759,818 | \$ 111,693,214 | \$ 57,620,902 | \$ 73,170,611 | \$ 15,865,487 | \$ 28,787,364 | \$ 42,213,614 | \$ 42,213,614 |

**Step Up For Students
Detailed Accounting of Administrative Funds**

A detailed accounting of how the organization spent its administrative funds is contained on page 5 of the statutorily required audit financial statements. A copy of this audited schedule follows. This detailed accounting also includes the expenditure from scholarship application and service fees.

Step Up For Students, Inc. and Subsidiary

Consolidated Statement of Functional Expenses
Year Ended June 30, 2013

(With summarized comparative information for year ended June 30, 2012)

| | 2013 | | | | | | | | Total 2012 Expenses |
|--|---|--|--|-----------------------------|------------------------------|----------------------------------|-----------------------------------|---------------------------|---------------------------|
| | Program Services | | | | Supporting Services | | | | |
| | Florida Tax Credit Scholarship Program | School Development and Student Learning | Communications, Policy and Public Affairs | Advocacy and Outreach | Total Program Services | General and Administrative | Development and Fundraising | Total 2013 Expenses | |
| Scholarships and grants | \$ 207,753,225 | \$ - | \$ - | \$ - | \$ 207,753,225 | \$ - | \$ - | \$ 207,753,225 | \$ 143,776,124 |
| Salaries and wages | 2,106,819 | 259,186 | 633,582 | 132,376 | 3,131,963 | 619,090 | 638,170 | 4,389,223 | 4,230,380 |
| Payroll taxes and employee benefits | 513,561 | 39,557 | 98,176 | 25,078 | 676,372 | 69,784 | 131,913 | 878,069 | 649,809 |
| Temporary labor | 654,762 | - | - | - | 654,762 | - | - | 654,762 | 999,057 |
| Depreciation and impairment loss | 325,577 | 34,410 | 56,716 | 5,252 | 421,955 | 13,467 | 13,468 | 448,890 | 336,975 |
| Other costs | 339,834 | 6,113 | 28,132 | 9,738 | 383,817 | 4,482 | 53,369 | 441,668 | 369,828 |
| Contract services | - | 52,606 | 12,219 | 185 | 65,010 | 3,109 | 221,556 | 289,675 | 378,602 |
| Rent | 209,125 | 3,122 | 8,255 | 674 | 221,176 | 49,128 | 1,666 | 271,970 | 208,254 |
| Professional fees | 7,753 | - | - | 73,580 | 81,333 | 162,874 | - | 244,207 | 350,244 |
| Telephone | 168,535 | 8,144 | 20,761 | 5,974 | 203,414 | 12,929 | 26,506 | 242,849 | 191,367 |
| Recruiting and advertising | 30,764 | 2,477 | 55,535 | 72,955 | 161,731 | 18,153 | 30,627 | 210,511 | 76,807 |
| Travel, lodging, meals and entertainment | 30,205 | 12,912 | 35,481 | 31,374 | 109,972 | 35,053 | 39,880 | 184,905 | 248,365 |
| Printing and postage | 21,875 | 6,674 | 67,796 | 3,665 | 99,810 | 24,157 | 48,192 | 172,159 | 149,966 |
| Repairs and maintenance | 82,540 | 7,115 | 15,309 | 4,088 | 109,052 | 13,738 | 17,494 | 140,284 | 58,599 |
| Insurance | 33,289 | 2,112 | 5,533 | 1,587 | 42,521 | 3,777 | 8,223 | 54,521 | 44,119 |
| Office expenses | 20,931 | 1,728 | 9,041 | 1,129 | 32,829 | 10,885 | 4,226 | 47,940 | 98,139 |
| Interest | 10,695 | 4,776 | 14,508 | 5,005 | 34,984 | 2,624 | 6,882 | 44,490 | 51,682 |
| Parent outreach | - | 13,407 | - | - | 13,407 | - | - | 13,407 | 10,300 |
| Uncollectible pledges | - | - | - | - | - | - | - | - | 3,753,052 |
| Total | \$ 212,309,290 | \$ 454,339 | \$ 1,061,044 | \$ 372,660 | \$ 214,197,333 | \$ 1,043,250 | \$ 1,242,172 | \$ 216,482,755 | \$ 155,981,669 |

See Notes to Consolidated Financial Statements.



State Board of Education

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Pam Stewart
Commissioner of Education

September 30, 2014

Step Up For Students
Attn: Ann R. Mackey
4655 Salisbury Road, Suite 250
Jacksonville, FL 32256

Dear Scholarship Funding Organization Administrator:

On August 29, 2014, the Department of Education received the Participation Renewal Form and documentation for Step Up For Students to establish continued eligibility to operate as a Scholarship Funding Organization for the Florida Tax Credit Scholarship Program for the 2015-16 school year.

The Office of Independent Education and Parental Choice has reviewed the Participation Renewal Form and documentation, and the following areas were deemed incomplete, and/or in need of revision:

- The description of the application process, including deadlines and fees, lacks a statement indicating that any application fee incurred for an unapproved application will be reimbursed to applicant;
- The organization's completed IRS Form 990 was included, but dated June 2013. A new form filed for year ending June 2014 needs to be included, if available; and,
- The statutorily required audit to the Department of Education and Auditor General was included, but dated June 2013. A new audit needs to be included, if available.

Please review the participation requirements outlined in the Participation Renewal Form, section 1002.395, Florida Statutes, and Rule 6A-6.0960, Florida Administrative Code, and submit the requested documentation to:

The Florida Department of Education
Commissioner of Education
325 West Gaines Street, Suite 1514
Tallahassee, FL 32399-0400

Step Up For Students
September 30, 2014
Page 2

Thank you for your attention to this matter as you complete the renewal process for the 2015-2016 school year. We look forward to your continued participation as a Scholarship Funding Organization.

You may contact our office at 800-447-1636 with any questions.

Sincerely,



Adam Miller
Executive Director
Office of Independent Education and Parental Choice

AM/kg/cf



October 30, 2014

Ms. Pam Stewart
Commissioner of Education
Office of the Commissioner
Turlington Building, Suite 1514
325 West Gaines Street
Tallahassee, FL 32399

Dear Ms. Stewart,

As requested in Adam Miller's letter dated September 30, 2014, I enclose:

- A revised description of the application process that includes a statement outlining Step Up's policy for returning scholarship application fees. The description now confirms that all application fees received from families that ultimately do not use a tax credit scholarship are returned to the family. This practice applies to all application fees received on or after June 20, 2014, the date SB850 became law.
- A copy of our completed IRS Form 990 for the year ended June 30, 2014.
- The statutorily required audit for the year ending June 30, 2014 is not yet available. A copy will be filed with your office before the statutory due date.

Thank you for your comments and please let me know if you have any questions or require additional information.

Sincerely,

Ann R. Mackey
Chief Financial Officer

Cc: Adam Miller, Laura Harrison - Office of Independent Education & Parental Choice

6. A description of the criteria and methodology that the organization will use to evaluate scholarship eligibility.

There are two key criteria for scholarship eligibility:

Student eligibility –

Determining New Student Eligibility

New student eligibility determination begins with the applicant completing the online application, submitting the required validating documentation and the establishment of the following requirements; 1) the student is of an age eligible to enter Kindergarten or 1st grade or 2) is entering 2nd – 12th grade

7. A description of the application process, including deadlines and any associated fees.

Families interested in receiving the FTC scholarship will submit an online application in advance of the school year. Application start dates and deadlines are established each year. In keeping with the guiding statute, renewing families are given priority, and the application process for renewals begins earlier than that for new families. Generally, renewing families can apply beginning in October and new families can apply beginning in February. Beginning with the 2014-15 school year, children in foster or out-of-home care may apply at any time during the year. Following the submission of an online application, families are required to submit supporting documentation to substantiate eligibility, where applicable. We operate under a rolling admissions-style process and establish deadlines for applicants as funding becomes scarce. At this point, any qualified applicants will be placed on a wait list. Wait List students can become awarded if and when previously awarded students decline the scholarship and/or additional funding becomes available. If funding becomes available after the application period has closed, applicants may request an incomplete application to be reopened for processing. Scholarship awards have an expiration date that is determined each year, and is indicated on the award letter. Students must be enrolled in a participating school by the expiration date, or request an extension indicating intent to enroll at a later date. Awards not utilized by the expiration date may be expired. If funding is still available after an award is expired, a family may request the award be reinstated with a new expiration timeframe. For the application season for the 2014-15 school year, the application service fee was \$34 per application (not per student). For the application season for the 2015-16 school year, the application/service fee will be \$29 per application (not per student). For the 2014-15 school year, the application service fee will be refunded to any family who paid the fee on or after June 20, 2014 (the date SB850 was signed into law) and who do not use a tax credit scholarship award for any of their children during the 2014-15 school year. The application service fee refunds for applicable families will be made within one year of payment.

Policy exceptions must follow the documented exception process.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to paper size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

PUBLIC DISCLOSURE COPY

Form **8879-EO**

IRS e-file Signature Authorization for an Exempt Organization

OMB No. 1545-1878

For calendar year 2013, or fiscal year beginning JUL 1, 2013, and ending JUN 30, 2014

2013

Department of the Treasury
Internal Revenue Service

Do not send to the IRS. Keep for your records.

Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo

Name of exempt organization

Employer identification number

STEP UP FOR STUDENTS, INC.

59-3649371

Name and title of officer

ANN MACKEY

CFO/TREASURER

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

| | | | | | | |
|----|--------------------------|-------------------------------------|---|--|----|--------------|
| 1a | Form 990 check here | <input checked="" type="checkbox"/> | b | Total revenue, if any (Form 990, Part VIII, column (A), line 12) | 1b | 333,293,409. |
| 2a | Form 990-EZ check here | <input type="checkbox"/> | b | Total revenue, if any (Form 990-EZ, line 9) | 2b | |
| 3a | Form 1120-POL check here | <input type="checkbox"/> | b | Total tax (Form 1120-POL, line 22) | 3b | |
| 4a | Form 990-PF check here | <input type="checkbox"/> | b | Tax based on investment income (Form 990-PF, Part VI, line 5) | 4b | |
| 5a | Form 8868 check here | <input type="checkbox"/> | b | Balance Due (Form 8868, Part I, line 3c or Part II, line 8c) | 5b | |

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2013 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize MCGLADREY LLP to enter my PIN 49371
ERO firm name Enter five numbers, but do not enter all zeros

as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2013 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature _____ Date _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

50649894013
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2013 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature _____ Date _____

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

LHA For Paperwork Reduction Act Notice, see instructions.
323051
10-01-13

Form **8879-EO** (2013)

08431002 136733 7726658

2013.04030 STEP UP FOR STUDENTS, INC. 77266581

STEP UP FOR STUDENTS, INC.
337 SOUTH PLANT AVENUE
TAMPA, FL 33606

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027



FORM 990

Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

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

C Name of organization
STEP UP FOR STUDENTS, INC.
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
337 SOUTH PLANT AVENUE
 City or town, state or province, country, and ZIP or foreign postal code
TAMPA, FL 33606

D Employer identification number
59-3649371

E Telephone number
904-352-2246

F Name and address of principal officer: **DOUG TUTHILL**
SAME AS C ABOVE

G Gross receipts \$ **333,293,409.**

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.STEPUFORSTUDENTS.ORG**

K Form of organization: Corporation Trust Association Other

L Year of formation: **2000** **M** State of legal domicile: **FL**

Part I Summary

| | | | |
|--|--|--|-------------------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: STEP UP FOR STUDENTS PROVIDES LEGISLATIVELY AUTHORIZED K-12 SCHOLARSHIP PROGRAMS AND RELATED | | |
| | 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 | 8 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 8 |
| | 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 66 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 1042 |
| | 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 310,799,794. | Current Year 332,392,878. |
| | 9 Program service revenue (Part VIII, line 2g) | 0. | 70,399. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 7,252. | 10,001. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 280,121. | 820,131. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 311,087,167. | 333,293,409. |
| | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 207,753,225. | 277,103,445. |
| | 14 Benefits paid to or for members (Part IX, column (A), line 4) | 0. | 0. |
| Expenses | 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 3,669,990. | 4,781,260. |
| | 16a Professional fundraising fees (Part IX, column (A), line 11e) | 200,332. | 67,777. |
| | b Total fundraising expenses (Part IX, column (D), line 25) | 1,387,291. | |
| | 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 1,851,812. | 3,362,493. |
| | 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 213,475,359. | 285,314,975. |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 97,611,808. | 47,978,434. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year 315,506,923. | End of Year 363,784,990. |
| | 21 Total liabilities (Part X, line 26) | 1,481,251. | 1,811,434. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 314,025,672. | 361,973,556. |

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer _____ Date _____
ANN MACKEY, CFO/TREASURER
 Type or print name and title

Paid Print/Type preparer's name Preparer's signature Date Check if self-employed PTIN
THERESA A. BURDINE, CPA _____ _____ **P00362629**

Preparer Use Only Firm's name **MCGLADREY LLP** Firm's EIN **42-0714325**
 Firm's address **7351 OFFICE PARK PL**
MELBOURNE, FL 32940 Phone no. **321-751-6200**

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 [X]

1 Briefly describe the organization's mission: STEP UP FOR STUDENTS PROVIDES LEGISLATIVELY AUTHORIZED K-12 SCHOLARSHIP PROGRAMS AND RELATED SUPPORT TO GIVE ECONOMICALLY DISADVANTAGED FAMILIES THE FREEDOM TO CHOOSE THE BEST LEARNING OPTIONS FOR THEIR CHILDREN.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [X] Yes [] No If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 276,149,672. including grants of \$ 275,090,677.) (Revenue \$ 821,218.) FLORIDA TAX CREDIT SCHOLARSHIP PROGRAM: THIS PAST SCHOOL YEAR, 59,922 UNDERPRIVILEGED STUDENTS ATTENDED 1,429 PRIVATE SCHOOLS ON A STEP UP FOR STUDENTS SCHOLARSHIP, AND FOR THE 2014-15 SCHOOL YEAR, WE ANTICIPATE HAVING ROUGHLY 67,000 STUDENTS ON SCHOLARSHIP. THE SCHOLARSHIP PROGRAM WAS CREATED TO HELP ALLEVIATE THE ENORMOUS EDUCATIONAL CHALLENGES FACED BY CHILDREN WHO LIVE IN POVERTY. THE SCHOLARSHIP GIVES PARENTS WITH LIMITED FINANCIAL MEANS THE FREEDOM TO CHOOSE THE SCHOOL THAT BEST MEETS THEIR CHILDREN'S LEARNING NEEDS FROM KINDERGARTEN THROUGH 12TH GRADE. IT IS THE LARGEST SCHOLARSHIP PROGRAM OF THIS NATURE IN THE UNITED STATES.

(CONTINUED ON SCHEDULE O)

4b (Code:) (Expenses \$ 2,613,791. including grants of \$ 2,012,768.) (Revenue \$ 66,899.) ALABAMA OPPORTUNITY SCHOLARSHIP FUND (AOSF) IS A SCHOLARSHIP GRANTING ORGANIZATION SERVING LOW-INCOME STUDENTS, WITH PRIORITY GIVEN TO CHILDREN WHO ARE ASSIGNED TO STRUGGLING PUBLIC SCHOOLS. THE SCHOLARSHIP IS USED TO PAY FOR PRIVATE TUITION OR TRANSFER FEES TO A NON-FALLING PUBLIC SCHOOL. THE FIRST SCHOLARSHIPS WERE GRANTED FOR THE SEMESTER STARTING JANUARY 2014, AND SCHOLARSHIPS CONTINUE TO BE AWARDED FOR THE 2014-15 SCHOOL YEAR. NEARLY 12,000 CHILDREN APPLIED FOR ONE OF ABOUT 3,500 SCHOLARSHIP AWARDS. THE SCHOLARSHIPS ARE FUNDED BY CORPORATE AND INDIVIDUAL CONTRIBUTIONS THAT RECEIVE STATE TAX CREDITS FROM ALABAMA.

4c (Code:) (Expenses \$ 1,215,243. including grants of \$) (Revenue \$) SCHOOL DEVELOPMENT AND STUDENT LEARNING: STEP UP FOR STUDENTS IS HELPING STRENGTHEN THE PROGRAM'S PARTNERSHIP SCHOOLS BY OFFERING FREE PROFESSIONAL DEVELOPMENT THROUGH STEP UP'S OFFICE OF STUDENT LEARNING. THIS DEPARTMENT'S LARGEST INITIATIVE, SUCCESS PARTNERS, IS A PROFESSIONAL DEVELOPMENT PROGRAM DESIGNED TO CREATE CLOSER RELATIONSHIPS BETWEEN PARENTS, TEACHERS, ADMINISTRATORS AND STUDENTS. THE INITIATIVE IS BASED ON THE BENEFITS OF STRENGTHENING THE FAMILY-SCHOOL PARTNERSHIP FOR THE WELL-BEING OF THE CHILD. SCHOOLS THAT WORK CLOSELY WITH PARENTS OFTEN HAVE HIGH STUDENT ACHIEVEMENT AND QUALITY PROGRAMS.

(CONTINUED ON SCHEDULE O)

4d Other program services (Describe in Schedule O.) (Expenses \$ 2,499,796. including grants of \$) (Revenue \$)

4e Total program service expenses 282,478,502.

Part IV Checklist of Required Schedules

| | Yes | No |
|--|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | X | |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | X |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | | X |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | | X |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | | X |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> | X | |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | X | |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | | X |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

Form 990 (2013)

Part IV Checklist of Required Schedules (continued)

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

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

Table with columns for question numbers (1a-14b), Yes/No checkboxes, and numerical input fields. Contains questions about Form 1096, Form W-2G, Form W-3, and various IRS filing requirements.

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

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

Section A. Governing Body and Management

Table with 4 columns: Question, 1a, 1b, Yes, No. Rows include questions about voting members, family relationships, management delegation, and governance decisions.

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

Table with 4 columns: Question, Yes, No. Rows include questions about local chapters, Form 990 distribution, conflict of interest policies, whistleblower policies, and compensation review.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed FL, AR, GA, CT, AL
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
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: ANN MACKEY - 904-352-2440

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, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) JOHN KIRTLEY CHAIRMAN, SUFS & DIRECTOR, ALOSF | 2.00 | X | | | | | | 0. | 0. | 0. |
| (2) JULIO FUENTES DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (3) ALISON HERTOOG DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (4) ALFRED "AL" LAWSON DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (5) DEON LONG DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (6) RICHARD OUTRAM DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (7) PAUL SHERMAN DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (8) CURTIS STOKES DIRECTOR, SUFS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (9) GOVERNOR BOB RILEY CHARIMAN, ALOSF | 2.00 | X | | | | | | 0. | 0. | 0. |
| (10) MARQUITA DAVIS DIRECTOR, ALOSF | 2.00 | X | | | | | | 0. | 0. | 0. |
| (11) REVEREND H.K. MATTHEWS DIRECTOR, ALOSF | 2.00 | X | | | | | | 0. | 0. | 0. |
| (12) JOHN H. COOPER DIRECTOR, ALOSF | 2.00 | X | | | | | | 0. | 0. | 0. |
| (13) ANN MACKEY TREASURER, SUFS/CFO & DIRECTOR, ALOS | 40.00 | X | X | | | | | 136,243. | 0. | 11,431. |
| (14) DOUG TUTHILL PRESIDENT/CEO, SUFS | 40.00 | | | X | | | | 212,397. | 0. | 24,207. |
| (15) ANNE WHITE SECRETARY/VP OPERATIONS, SUFS | 1.00 40.00 | | X | | | | | 0. | 124,649. | 14,416. |
| (16) SCOTT MASSEY CIO, SUFS | 40.00 | | | | X | | | 133,474. | 0. | 21,050. |
| (17) DEBRA WOERNER VP DEVELOPMENT, SUFS | 40.00 | | | | X | | | 134,959. | 0. | 11,378. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|----------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) ALISSA CIARAMELLO VP MARKETING & EVENTS, SUFS | 40.00 | | | | X | | 117,529. | 0. | 17,871. | |
| (19) JONATHAN EAST VP POLICY & PUBLIC AFFAIRS, SUFS | 40.00 | | | | X | | 122,042. | 0. | 4,882. | |
| (20) SUSAN KEITH CONTROLLER, SUFS (THRU 1/14) | 40.00 | | | | X | | 104,907. | 0. | 23,188. | |
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| | | | | | | | | | | |
| 1b Sub-total | | | | | | | 961,551. | 124,649. | 128,423. | |
| c Total from continuation sheets to Part VII, Section A | | | | | | | 0. | 0. | 0. | |
| d Total (add lines 1b and 1c) | | | | | | | 961,551. | 124,649. | 128,423. | |

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 **7**

| | 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> | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> | X | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|----------------------------------|--------------------------------|---------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |

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

Part VIII Statement of Revenue

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

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512 - 514 | |
|---|--|--|---|---|--|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | | |
| | b Membership dues | 1b | | | | |
| | c Fundraising events | 1c | | | | |
| | d Related organizations | 1d | | | | |
| | e Government grants (contributions) | 1e | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f 332,392,878. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | | | | |
| | h Total. Add lines 1a-1f | | 332,392,878. | | | |
| Program Service Revenue | 2 a APPLICATION FEES | Business Code 900099 | 66,899. | 66,899. | | |
| | b FACE INCOME | 900099 | 3,500. | 3,500. | | |
| | c | | | | | |
| | d | | | | | |
| | e | | | | | |
| | f All other program service revenue | | | | | |
| | g Total. Add lines 2a-2f | | 70,399. | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 10,001. | | 10,001. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6 a Gross rents | (i) Real | 2,413. | | | |
| | | (ii) Personal | | | | |
| | | b Less: rental expenses | 0. | | | |
| | | c Rental income or (loss) | 2,413. | | | |
| | d Net rental income or (loss) | | 2,413. | | 2,413. | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | | | | |
| | | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses | | | | |
| | | c Gain or (loss) | | | | |
| | d Net gain or (loss) | | | | | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | | | | |
| | | b Less: direct expenses | b | | | |
| c Net income or (loss) from fundraising events | | | | | | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| | b Less: direct expenses | b | | | | |
| | c Net income or (loss) from gaming activities | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | | | | | |
| | b Less: cost of goods sold | b | | | | |
| | c Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11 a SON INTERCOMPANY NET | 900099 | 816,200. | 816,200. | | | |
| | b OTHER INCOME | 900099 | 1,518. | 1,518. | | |
| | c | | | | | |
| | d All other revenue | | | | | |
| | e Total. Add lines 11a-11d | | 817,718. | | | |
| 12 Total revenue. See instructions. | | 333,293,409. | 888,117. | 0. | 12,414. | |

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 X

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | 277,103,445. | 277,103,445. | | |
| 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 | 412,217. | | 412,217. | |
| 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 | 3,667,624. | 2,456,011. | 412,042. | 799,571. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 116,705. | 75,196. | 14,745. | 26,764. |
| 9 Other employee benefits | 305,591. | 215,189. | 10,069. | 80,333. |
| 10 Payroll taxes | 279,123. | 167,396. | 53,844. | 57,883. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 237,659. | 20,886. | 216,773. | |
| c Accounting | 38,745. | 18,000. | 20,745. | |
| d Lobbying | 196,409. | 192,053. | 4,356. | |
| e Professional fundraising services. See Part IV, line 17 | 67,777. | | | 67,777. |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 22,618. | 21,338. | 610. | 670. |
| 12 Advertising and promotion | 618,943. | 569,787. | 19,228. | 29,928. |
| 13 Office expenses | 43,200. | 39,290. | 1,919. | 1,991. |
| 14 Information technology | | | | |
| 15 Royalties | | | | |
| 16 Occupancy | 230,064. | 178,480. | 49,314. | 2,270. |
| 17 Travel | 350,813. | 234,256. | 47,034. | 69,523. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 34,131. | 13,940. | 15,624. | 4,567. |
| 20 Interest | 40,111. | 35,212. | 2,481. | 2,418. |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 228,119. | 184,364. | 20,997. | 22,758. |
| 23 Insurance | 38,007. | 23,080. | 6,346. | 8,581. |
| 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 PRINTING AND POSTAGE | 245,301. | 161,414. | 25,479. | 58,408. |
| b OTHER COSTS | 219,095. | 104,166. | 21,393. | 93,536. |
| c SCHOLARSHIP CHECK PRODU | 181,974. | 181,974. | | |
| d UNCOLLECTIBLE SCHOOL RE | 166,376. | 166,376. | | |
| e All other expenses SEE SCH O | 470,928. | 316,649. | 93,966. | 60,313. |
| 25 Total functional expenses. Add lines 1 through 24e | 285,314,975. | 282,478,502. | 1,449,182. | 1,387,291. |
| 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) | | (B) | |
|-----------------------------|---|---|--------------|--------------|--------------|
| | | Beginning of year | | End of year | |
| Assets | 1 | Cash - non-interest-bearing | 37,644,262. | 1 | 61,267,083. |
| | 2 | Savings and temporary cash investments | | 2 | |
| | 3 | Pledges and grants receivable, net | 271,720,800. | 3 | 295,341,685. |
| | 4 | Accounts receivable, net | 904,772. | 4 | 980,030. |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | |
| | 7 | Notes and loans receivable, net | | 7 | |
| | 8 | Inventories for sale or use | | 8 | |
| | 9 | Prepaid expenses and deferred charges | 67,770. | 9 | 154,096. |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 1,344,730. | | |
| | 10b | Less: accumulated depreciation | 861,716. | | |
| | 10c | | 476,747. | 10c | 483,014. |
| | 11 | Investments - publicly traded securities | | 11 | |
| | 12 | Investments - other securities. See Part IV, line 11 | | 12 | |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 | Intangible assets | 3,004. | 14 | 5,502. |
| 15 | Other assets. See Part IV, line 11 | 4,689,568. | 15 | 5,553,580. | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 315,506,923. | 16 | 363,784,990. | |
| Liabilities | 17 | Accounts payable and accrued expenses | 706,332. | 17 | 1,089,066. |
| | 18 | Grants payable | | 18 | |
| | 19 | Deferred revenue | | 19 | |
| | 20 | Tax-exempt bond liabilities | | 20 | |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | 774,919. | 23 | 722,368. |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 | Total liabilities. Add lines 17 through 25 | 1,481,251. | 26 | 1,811,434. |
| 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 | 4,981,225. | 27 | 7,764,266. |
| | 28 | Temporarily restricted net assets | 309,044,447. | 28 | 354,209,290. |
| | 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 | 314,025,672. | 33 | 361,973,556. | |
| 34 | Total liabilities and net assets/fund balances | 315,506,923. | 34 | 363,784,990. | |

Form 990 (2013)

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 | 333,293,409. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 285,314,975. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 47,978,434. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 314,025,672. |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | 544,475. |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | -575,025. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 361,973,556. |

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 | | x |
| b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | x | |
| c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | x | |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | | x |
| b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits | | |

Form 990 (2013)

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.") | 91,526,010. | 191,838,536. | 267,447,702. | 310,799,794. | 332,392,878. | 1194004920. |
| 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 | 91,526,010. | 191,838,536. | 267,447,702. | 310,799,794. | 332,392,878. | 1194004920. |
| 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) | | | | | | 270,588,908. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 923,416,012. |

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 | 91,526,010. | 191,838,536. | 267,447,702. | 310,799,794. | 332,392,878. | 1194004920. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 34,822. | 14,927. | 8,058. | 13,048. | 12,414. | 83,269. |
| 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.) | 536,393. | 343,078. | 332,123. | | 1,518. | 1,213,112. |
| 11 Total support. Add lines 7 through 10 | | | | | | 1195301301. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 70,399. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <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 | 77.25 % |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | 79.96 % |
| 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 checked="" 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"/> | | |

Schedule A (Form 990 or 990-EZ) 2013

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.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

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

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).

Lined area for supplemental information.

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

| | |
|--|--|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|---|
| 1 | <hr/> <hr/> <hr/> | \$ 10,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | <hr/> <hr/> <hr/> | \$ 7,945,195. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | <hr/> <hr/> <hr/> | \$ 15,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 4 | <hr/> <hr/> <hr/> | \$ 29,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | <hr/> <hr/> <hr/> | \$ 12,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 6 | <hr/> <hr/> <hr/> | \$ 20,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|---|---|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|---|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|-----------------------------------|----------------------------|---|
| 7 | | \$ 25,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 8 | | \$ 15,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 9 | | \$ 30,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 10 | | \$ 10,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 11 | | \$ 8,460,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 12 | | \$ 10,000,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|--|--|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |

| | |
|---|---|
| Name of organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|---|---|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|---------------------|-----------------|-------------------------------------|
| | | | |

| (e) Transfer of gift | |
|---|--|
| Transferee's name, address, and ZIP + 4 | Relationship of transferor to transferee |
| | |

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

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

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

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

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

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

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

| | |
|---|---|
| Name of organization <p style="text-align: center;">STEP UP FOR STUDENTS, INC.</p> | Employer identification number <p style="text-align: center;">59-3649371</p> |
|---|---|

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

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

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

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

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

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

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

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

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

| Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.) | | (a) Filing organization's totals | (b) Affiliated group totals | | | | | | | | | | | | |
|---|--|---|--|--------------------|-------------------------------|---|--|---|--|--|---|-------------------|--------------|--|--|
| 1a Total lobbying expenditures to influence public opinion (grass roots lobbying) | | 47,300. | | | | | | | | | | | | | |
| b Total lobbying expenditures to influence a legislative body (direct lobbying) | | 149,109. | | | | | | | | | | | | | |
| c Total lobbying expenditures (add lines 1a and 1b) | | 196,409. | | | | | | | | | | | | | |
| d Other exempt purpose expenditures | | 285,118,566. | | | | | | | | | | | | | |
| e Total exempt purpose expenditures (add lines 1c and 1d) | | 285,314,975. | | | | | | | | | | | | | |
| f Lobbying nontaxable amount. Enter the amount from the following table in both columns. | | 1,000,000. | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table> | | If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | Not over \$500,000 | 20% of the amount on line 1e. | Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | Over \$17,000,000 | \$1,000,000. | | |
| If the amount on line 1e, column (a) or (b) is: | The lobbying nontaxable amount is: | | | | | | | | | | | | | | |
| Not over \$500,000 | 20% of the amount on line 1e. | | | | | | | | | | | | | | |
| Over \$500,000 but not over \$1,000,000 | \$100,000 plus 15% of the excess over \$500,000. | | | | | | | | | | | | | | |
| Over \$1,000,000 but not over \$1,500,000 | \$175,000 plus 10% of the excess over \$1,000,000. | | | | | | | | | | | | | | |
| Over \$1,500,000 but not over \$17,000,000 | \$225,000 plus 5% of the excess over \$1,500,000. | | | | | | | | | | | | | | |
| Over \$17,000,000 | \$1,000,000. | | | | | | | | | | | | | | |
| g Grassroots nontaxable amount (enter 25% of line 1f) | | 250,000. | | | | | | | | | | | | | |
| h Subtract line 1g from line 1a. If zero or less, enter -0- | | 0. | | | | | | | | | | | | | |
| i Subtract line 1f from line 1c. If zero or less, enter -0- | | 0. | | | | | | | | | | | | | |
| j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? | | | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | | | | | | | | | | |

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

| Lobbying Expenditures During 4-Year Averaging Period | | | | | |
|---|------------|------------|------------|------------|------------|
| Calendar year (or fiscal year beginning in) | (a) 2010 | (b) 2011 | (c) 2012 | (d) 2013 | (e) Total |
| 2a Lobbying nontaxable amount | 1,000,000. | 1,000,000. | 1,000,000. | 1,000,000. | 4,000,000. |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | 6,000,000. |
| c Total lobbying expenditures | 190,178. | 178,207. | 72,000. | 196,409. | 636,794. |
| d Grassroots nontaxable amount | 250,000. | 250,000. | 250,000. | 250,000. | 1,000,000. |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 1,500,000. |
| f Grassroots lobbying expenditures | 190,178. | 178,207. | 72,000. | 47,300. | 487,685. |

Schedule C (Form 990 or 990-EZ) 2013

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

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

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

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

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

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

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

Part IV Supplemental Information

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

SCHEDULE D (Form 990)

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.

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

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

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: Question number, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

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

Form for Part II Conservation Easements, including questions 1-9 and a table for 'Held at the End of the Tax Year'.

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, including questions 1a-2b.

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

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

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

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

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

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

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

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

| | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | | | | | |
| b Contributions | | | | | |
| c Net investment earnings, gains, and losses | | | | | |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | | | | | |
| f Administrative expenses | | | | | |
| g End of year balance | | | | | |

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

- a Board designated or quasi-endowment %
- b Permanent endowment %
- c Temporarily restricted endowment %

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

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | 11,082. | 9,153. | 1,929. |
| d Equipment | | 1,333,648. | 852,563. | 481,085. |
| e Other | | | | |

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 483,014.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶ | | |

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | |

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

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

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

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

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 |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | |
| e | Add lines 2a through 2d | | 2e |
| 3 | Subtract line 2e from line 1 | | 3 |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | | 4c |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | | 5 |

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information.

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

PART X, LINE 2:

STEP UP FOR STUDENTS IS EXEMPT FROM FEDERAL INCOME TAXES

UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND FROM STATE INCOME

TAXES UNDER SIMILAR PROVISIONS OF THE FLORIDA STATUTES. ACCORDINGLY, NO

PROVISION FOR FEDERAL AND STATE INCOME TAXES HAS BEEN RECORDED IN THE

FINANCIAL STATEMENTS. STEP UP FOR STUDENTS HAS MADE AN ELECTION UNDER

SECTION 501(H) OF THE INTERNAL REVENUE CODE, WHICH PERMITS CERTAIN

ELIGIBLE 501(C)(3) ORGANIZATIONS TO MAKE LIMITED EXPENDITURES TO INFLUENCE

LEGISLATION. STEP UP FOR STUDENTS WOULD BE SUBJECT TO AN EXCISE TAX IF IT

SPENDS MORE THAN THE AMOUNTS PERMITTED. SUCH LIMITS HAVE NOT BEEN

EXCEEDED.

Part XIII Supplemental Information (continued)

THE ALABAMA OPPORTUNITY SCHOLARSHIP FUND IS A SINGLE MEMBER LIMITED LIABILITY COMPANY (LLC) WHICH IS WHOLLY-OWNED BY STEP UP FOR STUDENTS.

STEP UP FOR STUDENTS IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. AS A WHOLLY-OWNED LLC, THE

ALABAMA OPPORTUNITY SCHOLARSHIP FUND IS A DISREGARDED ENTITY FOR FEDERAL

AND STATE INCOME TAX PURPOSES AND THEREFORE, REPORTS ALL FEDERAL AND STATE

INCOME TAX INFORMATION THROUGH ITS PARENT, STEP UP FOR STUDENTS.

ACCORDINGLY, NO PROVISION FOR FEDERAL AND STATE INCOME TAXES HAS BEEN

RECORDED IN THE CONSOLIDATED FINANCIAL STATEMENTS.

STEP UP FOR STUDENTS FOLLOWS ACCOUNTING STANDARDS RELATING TO ACCOUNTING

FOR UNCERTAINTY IN INCOME TAXES. MANAGEMENT ASSESSED WHETHER THERE WERE

ANY UNCERTAIN TAX POSITIONS WHICH MAY GIVE RISE TO INCOME TAX LIABILITIES

AND DETERMINED THAT THERE WERE NO SUCH MATTERS REQUIRING RECOGNITION IN

THE CONSOLIDATED FINANCIAL STATEMENTS. STEP UP FOR STUDENTS FILES INCOME

TAX RETURNS IN THE U.S. FEDERAL JURISDICTION. GENERALLY, STEP UP FOR

STUDENTS IS NO LONGER SUBJECT TO U.S. FEDERAL OR STATE INCOME TAX

EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE JUNE 30, 2011.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2013

Open To Public Inspection

Name of the organization: **STEP UP FOR STUDENTS, INC.** Employer identification number: **59-3649371**

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

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
| | | Yes | No | | | |
| THE LABRADOR COMPANY - P.O. BOX 10549, TALLAHASSEE, FL | FUNDRAISING | | X | 145,164,760. | 76,751. | 145,088,009. |
| LISA MILLER & ASSOCIATES - 331 N MONROE STREET, | FUNDRAISING | | X | 18,173,000. | 7,422. | 18,165,578. |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total | | | | 163,337,760. | 84,173. | 163,253,587. |

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.

FL, AZ, GA, AR, CT, AL

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 | Noncash 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: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

| | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 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 to be 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).

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE LABRADOR COMPANY

(I) ADDRESS OF FUNDRAISER: P.O BOX 10549, TALLAHASSEE, FL 32302

(I) NAME OF FUNDRAISER: LISA MILLER & ASSOCIATES

(I) ADDRESS OF FUNDRAISER: 331 N MONROE STREET, TALLAHASSEE, FL 32301

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

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

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number
59-3649371

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. Yes No

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

| 1 (a) Name and address of organization or government | (b) EIN | (c) IRC section if applicable | (d) Amount of cash grant | (e) Amount of non-cash assistance | (f) Method of valuation (book, FMV, appraisal, other) | (g) Description of non-cash assistance | (h) Purpose of grant or assistance |
|--|---------|-------------------------------|--------------------------|-----------------------------------|---|--|------------------------------------|
| | | | | | | | |
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- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- 3 Enter total number of other organizations listed in the line 1 table

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

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
 Part III can be duplicated if additional space is needed.

| (a) Type of grant or assistance | (b) Number of recipients | (c) Amount of cash grant | (d) Amount of non-cash assistance | (e) Method of valuation (book, FMV, appraisal, other) | (f) Description of non-cash assistance |
|---------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| TAX CREDIT SCHOLARSHIP PROGRAM | 59826 | 277,103,445. | 0. | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Complete if the organization answered "Yes" on 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

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

Part I Questions Regarding Compensation

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

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

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and 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 checked="" 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? **4a**
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b**
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c**
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization? **5a**
- b** Any related organization? **5b**
- 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? **6a**
- b** Any related organization? **6b**
- 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 | X | |
| 4a | | X |
| 4b | | X |
| 4c | | X |
| 5a | | X |
| 5b | | X |
| 6a | | X |
| 6b | | X |
| 7 | | X |
| 8 | | X |
| 9 | | |

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

Schedule J (Form 990) 2013

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

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) DOUG TUTHILL PRESIDENT/CEO, SUFS | (i) | 212,397. | 0. | 0. | 8,496. | 15,711. | 236,604. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| (2) SCOTT MASSEY CIO, SUFS | (i) | 133,474. | 0. | 0. | 5,339. | 15,711. | 154,524. | 0. |
| | (ii) | 0. | 0. | 0. | 0. | 0. | 0. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
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| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

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

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

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

SUPPORT TO GIVE ECONOMICALLY DISADVANTAGED FAMILIES THE FREEDOM TO

CHOOSE THE BEST LEARNING OPTIONS FOR THEIR CHILDREN.

FORM 990, PART III, LINE 2, NEW PROGRAM SERVICES:

EXPLANATION: ALABAMA OPPORTUNITY SCHOLARSHIP FUND (AOSF) IS A

SCHOLARSHIP ORGANIZATION THAT AWARDS SCHOLARSHIPS TO ELIGIBLE,

LOW-INCOME STUDENTS, TO PAY FOR PRIVATE SCHOOL TUITION OR TRANSFER FEES

TO A NON-FAILING PUBLIC SCHOOL. AOSF EMPOWERS FAMILIES TO CHOOSE THE

SCHOOL THAT BEST FITS THEIR CHILD'S UNIQUE EDUCATIONAL NEEDS. THIS

PROGRAM ALLOWS EVERY ALABAMA CHILD AN EQUAL OPPORTUNITY TO QUALITY

EDUCATION, WHICH CAN ONLY OCCUR WHEN EDUCATORS AND LOCAL COMMUNITIES

ARE EMPOWERED TO CREATE DIVERSE LEARNING OPTIONS AND ALL PARENTS ARE

EMPOWERED TO MATCH THEIR CHILDREN TO THE LEARNING OPTION THAT BEST

MEETS THEIR NEEDS.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

FOR THE 2013-14 SCHOOL YEAR, APPROVED STUDENTS COULD CHOOSE BETWEEN

SCHOLARSHIPS WORTH UP TO \$4,880 FOR PRIVATE SCHOOL TUITION AND FEES OR

UP TO \$500 IN TRANSPORTATION COSTS TO ATTEND AN OUT-OF-DISTRICT PUBLIC

SCHOOL. SINCE ITS CREATION, THE FLORIDA TAX CREDIT SCHOLARSHIP PROGRAM

HAS AWARDED 331,612 SCHOLARSHIPS. FOR 2013-14, THE AVERAGE INCOME FOR

PARTICIPANTS WAS 9% ABOVE THE FEDERAL POVERTY GUIDELINES, AND 54.6% OF

THE STUDENTS WERE FROM SINGLE-PARENT HOUSEHOLDS.

STANDARDIZED TEST SCORES RELEASED IN AUGUST 2013 SHOWED THAT

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

| | |
|--|--|
| Name of the organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

SCHOLARSHIP STUDENTS WERE ACHIEVING THE SAME GAINS IN READING AND MATH

AS STUDENTS OF ALL INCOME LEVELS NATIONALLY. BY LAW, SCHOLARSHIP

RECIPIENTS EVERY YEAR MUST TAKE A NATIONALLY RECOGNIZED NORM-REFERENCED

TEST APPROVED BY THE STATE AND MOST TAKE THE WELL-REGARDED STANFORD

ACHIEVEMENT TEST. THE RESULTS REPORTED IN 2013 TRACKED CLOSELY WITH

RESULTS IN PRIOR YEARS AND THE RESEARCHER ISSUED THREE KEY FINDINGS:

-STUDENTS WHO CHOSE THE SCHOLARSHIP WERE AMONG THE POOREST AND

LOWEST-PERFORMING STUDENTS FROM THE PUBLIC SCHOOLS THEY LEFT BEHIND.

-THESE SAME STUDENTS ACHIEVED GAINS IN READING AND MATH THAT WERE THE

SAME AS ALL STUDENTS NATIONALLY, REGARDLESS OF INCOME LEVEL.

FOR THE EIGHTH TIME, STEP UP FOR STUDENTS WAS AWARDED THE COVETED

FOUR-STAR RATING BY CHARITY NAVIGATOR AND SCORED 99.92 ON THE

NAVIGATOR'S SCALE OF FINANCIAL ACCOUNTABILITY AND TRANSPARENCY - THE

FOURTH HIGHEST MARK OF ANY CHARITY IN THE NATION.

FORM 990, PART III, LINE 4C, PROGRAM SERVICE ACCOMPLISHMENTS:

TEN SCHOOLS IN HILLSBOROUGH COUNTY PILOTED THIS PROGRAM DURING THE

2011-12 SCHOOL YEAR, 17 MORE SCHOOLS CAME ABOARD FOR THE 2012-13 SCHOOL

YEAR, AND THE PROGRAM REACHED A TOTAL OF 300 BY THE END OF THE 2013-14

SCHOOL YEAR. THE CAPSTONE OF SUCCESS PARTNERS IS A PARENT-SCHOOL

PARTNERSHIP PLAN, DESIGNED TO GIVE TEACHERS, FAMILIES AND STUDENTS A

WAY TO UTILIZE THE FLORIDA STATE STANDARDS. WITH THE COMPACT, EACH

PARTY AGREES TO SUPPORT ONE ANOTHER FOR THE SUCCESS OF THE STUDENT. THE

STANDARDS ARE A NATIONAL INITIATIVE OF UNIFORM ACADEMIC BENCHMARKS

ADOPTED IN 45 STATES FOR GRADES KINDERGARTEN THROUGH 12 TO ENSURE THAT

STUDENTS ARE READY FOR CAREERS AND COLLEGE.

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

RESEARCH ON STUDENT OUTCOMES;

EACH SCHOLARSHIP IS INTENDED TO PROVIDE A LOW-INCOME STUDENT IN FLORIDA

WITH A VIABLE LEARNING OPTION THAT CAN MAKE A DIFFERENCE IN HIS OR HER

EDUCATIONAL LIFE. TOWARD THAT OBJECTIVE, STEP UP IS BUILDING TOOLS TO

ASSESS ACADEMIC PROGRESS IN A ROBUST WAY. THE STATE ALREADY COLLECTS

STANDARDIZED TEST SCORES EVERY YEAR FOR ALL STUDENTS IN GRADES 3-10 AND

IN ITS MOST RECENT REPORT DETERMINED THAT SCHOLARSHIP STUDENTS ACHIEVED

THE SAME ACADEMIC GAINS IN READING AND MATH AS STUDENTS OF ALL INCOME

LEVELS NATIONALLY. STEP UP IS ATTEMPTING TO GO FURTHER. IN 2012-13,

IT PULLED TOGETHER STUDENT INFORMATION ACROSS 10 YEARS AND USED IT TO

CONSTRUCT A DATA WAREHOUSE FOR ALL TYPES OF ACADEMIC AND DEMOGRAPHIC

INFORMATION. IN 2013-14, STEP UP POLICY ANALYSTS TOOK THE FIRST STEPS

TOWARD MINING THE DATA FOR A VARIETY OF ACADEMIC INDICATORS, INCLUDING

TEST SCORES, GRADUATION RATES AND ATTRITION RATES. THE PURPOSE IS TO

INFORM SCHOLARSHIP PARENTS, PARTICIPATING SCHOOLS, THE GENERAL PUBLIC

AND POLICYMAKERS ABOUT THE ACADEMIC PROGRESS OF SCHOLARSHIP STUDENTS

AND SHED LIGHT ON PATHWAYS TO ACADEMIC IMPROVEMENT.

EXPENSES \$ 2,499,796. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION B, LINE 11:

FORM 990 IS PREPARED BY THE FUND'S INDEPENDENT AUDITORS AFTER BEING

REVIEWED BY MANAGEMENT, THE FULL FORM 990 INFORMATIONAL RETURN IS PROVIDED

TO THE BOARD OF DIRECTORS FOR REVIEW AND COMMENT. THE BOARD OF DIRECTORS IS

ALSO AFFORDED THE OPPORTUNITY TO ASK QUESTIONS WITH RESPECT TO THE FORM 990

BEFORE THE RETURN IS FILED.

| | |
|--|--|
| Name of the organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

FORM 990, PART VI, SECTION B, LINE 12C:

STEP UP FOR STUDENTS ENSURES THAT THE CONFLICT OF INTEREST POLICY IS ADHERED TO WITH THE FOLLOWING ACTIVITIES 1) REGULAR EDUCATION WITH THE BOARD OF DIRECTORS, OFFICERS AND KEY STAFF- EACH YEAR, THE POLICY IS REVIEWED WITH THE BOARD OF DIRECTORS AND THE EXECUTIVE TEAM, EACH ACKNOWLEDGE THEIR UNDERSTANDING AND COMPLIANCE BY SIGNING AN ANNUAL COMPLIANCE STATEMENT. 2) THE CFO REVIEWS EACH CONTRACT THE ORGANIZATION ENTERS. 3) FINANCE STAFF AND THE PRESIDENT REVIEW ALL PAYMENTS AS THEY ARE MADE FOR POSSIBLE CONFLICTS.

FORM 990, PART VI, SECTION B, LINE 15:

THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS REVIEWS COMPARABLE COMPENSATION AND BENEFITS DATA OF SIMILAR ORGANIZATIONS. DURING FISCAL YEAR 2011, AN INDEPENDENT COMPENSATION CONSULTING FIRM CONDUCTED A FULL COMPARATIVE STUDY FOR EACH INDIVIDUAL EXECUTIVE POSITION AND ALL NON EXECUTIVE JOB GRADES. THE COMMITTEE USES THIS INFORMATION, COMBINED WITH THE PERFORMANCE OF THE PRESIDENT, TO RECOMMEND THE PRESIDENT'S COMPENSATION PACKAGE FOR APPROVAL OF THE FULL BOARD. THE FULL BOARD APPROVES THE PACKAGE.

FORM 990, PART VI, SECTION C, LINE 19:

STEP UP FOR STUDENTS MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE ON ITS WEBSITE, WWW.STEPUFFORSTUDENTS.ORG. PRINTED COPIES ARE AVAILABLE BY REQUEST FOR THE

SAME PERIOD OF DISCLOSURE AS SET FORTH IN IRC SECTION 6104(D).

332212
09-04-13

| | |
|--|--|
| Name of the organization STEP UP FOR STUDENTS, INC. | Employer identification number 59-3649371 |
|--|--|

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

TELEPHONE:

| | |
|---------------------------------|----------|
| PROGRAM SERVICE EXPENSES | 71,061. |
| MANAGEMENT AND GENERAL EXPENSES | 16,212. |
| FUNDRAISING EXPENSES | 33,108. |
| TOTAL EXPENSES | 120,381. |

REPAIRS AND MAINTENANCE:

| | |
|---------------------------------|----------|
| PROGRAM SERVICE EXPENSES | 77,284. |
| MANAGEMENT AND GENERAL EXPENSES | 16,861. |
| FUNDRAISING EXPENSES | 24,093. |
| TOTAL EXPENSES | 118,238. |

CONTRACT SERVICES:

| | |
|---------------------------------|---------|
| PROGRAM SERVICE EXPENSES | 62,916. |
| MANAGEMENT AND GENERAL EXPENSES | 29,003. |
| FUNDRAISING EXPENSES | 3,112. |
| TOTAL EXPENSES | 95,031. |

PARENT TEACHER DEVELOPMENT:

| | |
|---------------------------------|---------|
| PROGRAM SERVICE EXPENSES | 51,596. |
| MANAGEMENT AND GENERAL EXPENSES | 0. |
| FUNDRAISING EXPENSES | 0. |
| TOTAL EXPENSES | 51,596. |

TEMPORARY LABOR:

| | |
|--------------------------|---------|
| PROGRAM SERVICE EXPENSES | 15,588. |
|--------------------------|---------|

332272
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

| | |
|---------------------------------|---------|
| MANAGEMENT AND GENERAL EXPENSES | 31,890. |
| FUNDRAISING EXPENSES | 0. |
| TOTAL EXPENSES | 47,478. |

BANK FEES:

| | |
|--|----------|
| PROGRAM SERVICE EXPENSES | 38,204. |
| MANAGEMENT AND GENERAL EXPENSES | 0. |
| FUNDRAISING EXPENSES | 0. |
| TOTAL EXPENSES | 38,204. |
| TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A | 470,928. |

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

| | |
|------------------------------------|-----------|
| PERMANENT IMPAIRMENT ON PROPERTY | -30,550. |
| DONATED SERVICES EXPENSE | -544,475. |
| TOTAL TO FORM 990, PART XI, LINE 9 | -575,025. |

FORM 990, PART XII, LINE 2C:

THIS PROCESS HAS NOT CHANGED SINCE THE PRIOR YEAR.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ 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.

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

STEP UP FOR STUDENTS, INC.

Employer identification number

59-3649371

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 |
|---|-------------------------|---|---------------------|---------------------------|-------------------------------------|
| THE ALABAMA OPPORTUNITY SCHOLARSHIP FUND - 49-3813722, 2101 MAGNOLIA AVE S, STE 425, BIRMINGHAM, AL 35205 | SCHOLARSHIP FUNDING | ALABAMA | 15,152,320. | 15,479,664. | STEP UP FOR STUDENTS |
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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 |
| | | | | | | | |
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For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2013

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 | |
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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 |
| THE SCHOLARSHIP ORGANIZATION NETWORK, L3C - 27-3481123, 4655 SALISBURY ROAD, JACKSONVILLE, FL 32256 | EVALUATION OF K-12 SCHOLARSHIP APPLICATIONS FOR LOW | VT | STEP UP FOR STUDENTS, INC. | C CORP | -1,931,308. | 200,178. | 100.00% | | x |
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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.

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

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) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | L | 1,582,858. | FAIR MARKET VALUE |
| (2) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | M | 706,948. | FAIR MARKET VALUE |
| (3) THE SCHOLARSHIP ORGANIZATION NETWORK, L3C | O | 59,710. | FAIR MARKET VALUE |
| (4) | | | |
| (5) | | | |
| (6) | | | |

Part VII Supplemental Information

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

PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:

NAME OF RELATED ORGANIZATION:

THE SCHOLARSHIP ORGANIZATION NETWORK, L3C

PRIMARY ACTIVITY: EVALUATION OF K-12 SCHOLARSHIP APPLICATIONS FOR LOW

INCOME FAMILIES.