

Financial Statements, Supplemental Schedule of
Expenditures of Federal Awards and Report of
Independent Certified Public Accountants

Year Up, Inc.

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

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Report on the financial statements

We have audited the accompanying financial statements of Year Up, Inc. (a nonprofit organization) (the “Entity”), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management’s responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these 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 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 financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the 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 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 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 Year Up, Inc. as of December 31, 2012 and 2011, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Other matters

Supplementary information

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The schedule of expenditures of federal awards, as required by the U.S. Office of Management and Budget Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*, is presented for purposes of additional analysis and is not a required part of the financial statements. Such supplementary information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures. These additional procedures included comparing and reconciling the information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the supplementary information is fairly stated, in all material respects, in relation to the financial statements as a whole.

Other reporting required by *Government Auditing Standards*

In accordance with *Government Auditing Standards*, we have also issued our report, dated May 3, 2013, on our consideration of the Entity's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the effectiveness of internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Entity's internal control over financial reporting and compliance.

Grant Thornton LLP

Boston, Massachusetts

May 3, 2013

YEAR UP, INC.Statements of Financial Position
December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash and cash equivalents	\$ 13,520,308	\$ 9,055,691
Contributions receivable, net of allowance for doubtful pledges of \$49,421 at December 31, 2012 and \$69,622 at December 31, 2011	19,084,164	19,421,757
Internship receivable, net of allowance for doubtful accounts of \$169,742 at December 31, 2012 and \$176,676 at December 31, 2011	4,714,158	3,574,177
Public grants receivable	798,416	1,003,138
Prepaid expenses and other assets	1,204,021	440,830
Other receivables	321,606	50,645
Investments	7,911,853	7,629,923
Fixed assets, net	<u>7,349,765</u>	<u>8,245,815</u>
Total assets	<u>\$ 54,904,291</u>	<u>\$ 49,421,976</u>
LIABILITIES AND NET ASSETS		
Accounts payable and accrued expenses	\$ 2,314,414	\$ 1,903,911
Accrued compensation and withholdings	1,944,488	1,436,675
Capital lease obligation	4,824,974	4,956,693
Total liabilities	<u>9,083,876</u>	<u>8,297,279</u>
Net assets		
Unrestricted	14,999,993	13,833,914
Temporarily restricted	30,820,422	27,290,783
Total net assets	<u>45,820,415</u>	<u>41,124,697</u>
Total liabilities and net assets	<u>\$ 54,904,291</u>	<u>\$ 49,421,976</u>

The accompanying notes are an integral part of these statements.

YEAR UP, INC.

Statement of Activities and Changes in Net Assets

Year ended December 31, 2012

(with summarized comparative information for the year ended December 31, 2011)

	2012			2011
	Unrestricted	Temporarily Restricted	Total	
Revenue				
Contributions	\$ 11,227,326	\$ 17,130,336	\$ 28,357,662	\$ 29,018,746
Program service fees	21,942,374	-	21,942,374	18,261,758
Grants and contracts	2,263,455	50,000	2,313,455	2,539,976
Investment and other miscellaneous income	402,352	-	402,352	165,569
Net assets released from restrictions	13,650,697	(13,650,697)	-	-
Total revenue and releases	49,486,204	3,529,639	53,015,843	49,986,049
Operating expenses				
Student stipends	10,039,462	-	10,039,462	8,484,929
Salary and wages	24,900,830	-	24,900,830	20,605,344
Training and other	5,950,956	-	5,950,956	5,922,723
Professional fees	2,471,473	-	2,471,473	1,745,422
Rent expense	2,686,105	-	2,686,105	2,431,531
Depreciation and amortization	1,979,018	-	1,979,018	1,424,101
Interest expense on capital lease	292,281	-	292,281	297,583
Total operating expenses	48,320,125	-	48,320,125	40,911,633
Change in net assets	1,166,079	3,529,639	4,695,718	9,074,416
Net assets, beginning of year	13,833,914	27,290,783	41,124,697	32,050,281
Net assets, end of year	\$ 14,999,993	\$ 30,820,422	\$ 45,820,415	\$ 41,124,697

The accompanying notes are an integral part of this statement.

YEAR UP, INC.

Statement of Activities and Changes in Net Assets

Year ended December 31, 2011

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
Revenue			
Contributions	\$ 10,071,092	\$ 18,947,654	\$ 29,018,746
Program service fees	18,261,758	-	18,261,758
Grants and contracts	2,539,976	-	2,539,976
Investment and other miscellaneous income	165,569	-	165,569
Net assets released from restrictions	11,757,565	(11,757,565)	-
Total revenue and releases	<u>42,795,960</u>	<u>7,190,089</u>	<u>49,986,049</u>
Operating expenses			
Student stipends	8,484,929	-	8,484,929
Salary and wages	20,605,344	-	20,605,344
Training and other	5,922,723	-	5,922,723
Professional fees	1,745,422	-	1,745,422
Rent expense	2,431,531	-	2,431,531
Depreciation and amortization	1,424,101	-	1,424,101
Interest expense on capital lease	297,583	-	297,583
Total operating expenses	<u>40,911,633</u>	<u>-</u>	<u>40,911,633</u>
Change in net assets	1,884,327	7,190,089	9,074,416
Net assets, beginning of year	<u>11,949,587</u>	<u>20,100,694</u>	<u>32,050,281</u>
Net assets, end of year	<u>\$ 13,833,914</u>	<u>\$ 27,290,783</u>	<u>\$ 41,124,697</u>

The accompanying notes are an integral part of this statement.

YEAR UP, INC.

Statements of Cash Flows

Years ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
Cash flows from operating activities:		
Change in net assets	\$ 4,695,718	\$ 9,074,416
Adjustments to reconcile change in net assets to net cash provided by operating activities		
Depreciation and amortization	1,979,018	1,424,101
Realized/unrealized (gain) loss on investments	(152,635)	3,107
Contributed fixed assets	(188,328)	(2,262,075)
Increase (decrease) in cash and cash equivalents due to a change in:		
Contributions receivable	337,593	(3,635,262)
Internship, public grant, and other receivables	(1,206,220)	(2,682,250)
Prepaid expenses and other assets	(763,191)	(39,446)
Accounts payable and accrued expenses	918,316	44,254
Net cash provided by operating activities	<u>5,620,271</u>	<u>1,926,845</u>
Cash flows from investing activities:		
Purchase of property and equipment	(887,696)	(1,035,131)
Sales of investments	6,625,719	4,489,362
Purchases of investments	(6,761,959)	(3,243,750)
Net cash (used in) provided by investing activities	<u>(1,023,936)</u>	<u>210,481</u>
Cash flows from financing activities:		
Principal payments - capital lease obligation	(131,718)	(52,416)
Net cash used in financing activities	<u>(131,718)</u>	<u>(52,416)</u>
Increase in cash and cash equivalents	4,464,617	2,084,910
Cash and cash equivalents at beginning of year	<u>9,055,691</u>	<u>6,970,781</u>
Cash and cash equivalents at end of year	<u>\$ 13,520,308</u>	<u>\$ 9,055,691</u>
<u>Supplemental Disclosure of Cash Flow Information:</u>		
Cash paid during the year for interest	<u>\$ 292,281</u>	<u>\$ 297,583</u>
Donated fixed assets	<u>\$ 188,328</u>	<u>\$ 2,262,075</u>

The accompanying notes are an integral part of these statements.

YEAR UP, INC.

Notes to Financial Statements
December 31, 2012 and 2011

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

Year Up's mission is to close the opportunity divide by providing urban young adults with the skills, experience and support that will empower them to reach their potential through professional careers and higher education. We achieve this mission through a high support, high expectations model that combines marketable job skills, stipends, internships, college credit, a behavior management system and several levels of support to place these young adults on a viable path to economic self-sufficiency.

The Organization was incorporated on October 11, 2000, and has fully operational program sites in Boston, Massachusetts; Providence, Rhode Island; Arlington, Virginia; New York, New York; San Francisco, California; Atlanta, Georgia; Chicago, Illinois; Baltimore, Maryland; Seattle, Washington, and Miami, Florida.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis and in accordance with the reporting principles of not-for-profit accounting.

The Organization classifies resources into net asset classes in accordance with donor-imposed restrictions. A description of these categories follows:

- **Unrestricted** - Net assets are resources over which the Organization has unrestricted discretionary control.
- **Temporarily Restricted** - Net assets whose use by the Organization is limited by donor-imposed stipulations or by law that either expire by passage of time or that can be fulfilled or removed by actions of the Organization pursuant to those stipulations.
- **Permanently Restricted Net Assets** - Net assets subject to donor-imposed stipulations that they be maintained permanently by the Organization. Generally, the donor of these assets permits the Organization to use all or part of the income earned and capital gain if any, on related investments for general or specific purposes.

The Organization had no permanently restricted net assets at December 31, 2012 and 2011.

Cash and Cash Equivalents

Cash and cash equivalents include cash held in money market and checking accounts which are insured up to the federal limit by the Federal Deposit Insurance Corporation. Cash and cash equivalents have maturities at date of purchase of three months or less. At times, the cash balance maintained at a single institution may exceed federally insured limits. The Organization has not experienced any losses in these accounts.

YEAR UP, INC.

Notes to Financial Statements - Continued

December 31, 2012 and 2011

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Investments

Investments consist of equity securities and corporate bonds which have maturities in excess of three months. Investments are carried at fair value. Changes in fair values are reflected in the Statement of Activities and Changes in Net Assets as investment income.

Contributions

A contribution is an unconditional transfer of cash or other assets. Other assets include securities, land, buildings, use of facilities or utilities, materials and supplies, services, and unconditional promises to give those items in the future.

Contributions received, including unconditional promises to give, are recognized as revenues or gains when the donor's commitment is received and as assets, decreases in liabilities, or expenses depending on the form of the benefits received. Contributions received are measured at their fair values at the date of receipt and are reported as restricted or unrestricted based upon the existence or absence of donor-imposed restrictions.

Unconditional promises to give are included in the financial statements as contributions receivable and revenue for the appropriate net asset category and are recorded after discounting to the present value of the expected future cash flows. The Organization does not record conditional pledges until conditions have been met.

Contributed Fixed Assets, Services and Space

The Organization recognizes contribution revenue for certain services, space and fixed assets that would be purchased if not donated, at the fair value of those items. Fixed assets are recorded as temporarily restricted revenue when received and are released to unrestricted net assets over the useful life of the asset, corresponding with the related depreciation expense recognized. During the years ended December 31, 2012 and 2011, the Organization received restricted gifts of fixed assets valued at \$188,328 and \$2,262,075.

During the year ended December 31, 2010, the Organization received a restricted gift of discounted rent valued at \$1,847,164. During 2012 and 2011, the Organization released \$372,110 and \$375,456, respectively to cover rent expense which is reflected in the net assets released from restrictions in the Statement of Activities and Changes in Net Assets. This is calculated as the difference between the estimated market rate of rental payments and the actual lease payments, from the date of occupancy through to the end of the lease term, July 2016.

YEAR UP, INC.

Notes to Financial Statements - Continued

December 31, 2012 and 2011

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – Continued

In-kind contributions include the following items:

	December 31,	
	2012	2011
Fixed assets	\$ 188,328	\$ 2,262,075
Legal services	404,515	111,682
Consulting services	13,650	-
Rental space	372,110	149,393
Other in-kind gifts	1,284,896	722,136
	<u>\$ 2,263,499</u>	<u>\$ 3,245,286</u>

Program Service Fees

As part of its program, Year Up places students in internships at various corporations during the second six months of the program. The internship phase provides students with the opportunity to practice and develop the skills learned during the first six months of the program. In addition to providing a hands-on learning opportunity to a Year Up intern, the corporations make a payment to Year Up for its participation in the internship program, recognizing the value of underwriting the training and education of this future talent pipeline. The revenue generated from the internship program pays for the stipends, college credits, and support given to all program participants as well as offsets the operating costs of the program.

Grants and Contracts

Federal, State, and City government grant and contract revenue is recognized when the corresponding program expenditures are made, or when milestones are reached, in accordance with the terms of the related contracts.

Fixed Assets

Equipment purchased by the Organization is recorded at cost. Donated equipment is recorded at fair value at the date of the gift. Depreciation and amortization are computed using the straight-line method over the assets' estimated useful life. The half-year convention is used for calculating depreciation in the year of acquisition. Estimated useful lives are as follows: 30 years for the building, the shorter of 7 years or the life of the lease for building and leasehold improvements, 5 years for furniture and fixtures, and 3 years for computer equipment.

Advertising Expense

Advertising costs are expensed at the time they are incurred. Advertising expense for the years ended December 31, 2012 and 2011 was \$109,893 and \$52,918, respectively.

YEAR UP, INC.

Notes to Financial Statements - Continued
December 31, 2012 and 2011

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Income Taxes

On April 25, 2001, the Internal Revenue Service granted the Organization an exemption from federal taxes under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3). However, certain activities of exempt organizations, to the extent profitable, may be subject to Federal and State taxation as unrelated business income.

With respect to unrelated business activities, the Organization recognizes income taxes under the asset and liability method. Under this method, deferred tax assets and liabilities are established for temporary differences between the accounting bases and the tax bases of the Organization's assets and liabilities at enacted tax rates expected to be in effect when the amounts related to such temporary differences are realized or settled. Deferred tax expense or benefit is the result of changes in deferred tax assets and liabilities. A valuation allowance is recorded against deferred tax assets for the portion of the asset that management believes is more likely than not to not be realized.

The Organization recognizes the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

There have been no material changes in unrecognized benefits since adoption. It is the Organization's policy to record estimated interest and penalties (if any) as part of general and institutional expense. Management believes that the Organization's income tax returns for years ended December 31, 2009 and prior are no longer subject to examination by tax authorities in its major tax jurisdictions.

Functional Allocation of Expenses

The costs of the program and other activities have been summarized on a functional basis in Note E. Methods used in allocating these costs include actual expenses incurred and proportional percentage of allocation.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the prior year financial statements to conform to current year presentations.

YEAR UP, INC.Notes to Financial Statements - Continued
December 31, 2012 and 2011**NOTE B - INVESTMENTS**

Investments consist of the following major categories at December 31:

	<u>2012</u>	<u>2011</u>
Equity funds	\$ 2,072,917	\$ 803,439
Fixed income securities	5,838,936	5,819,540
Certificates of deposit	-	1,006,944
	<u>\$ 7,911,853</u>	<u>\$ 7,629,923</u>

NOTE C - CONTRIBUTIONS RECEIVABLE

Contributions receivable at December 31 are expected to be realized in the following periods.

	<u>2012</u>	<u>2011</u>
In less than one year	\$ 8,264,942	\$ 9,026,386
Between one year and five years	11,378,180	11,029,125
Total contributions receivable	19,643,122	20,055,511
Less: present value discount	509,537	564,132
allowance for doubtful accounts	49,421	69,622
Contributions receivable, net	<u>\$ 19,084,164</u>	<u>\$ 19,421,757</u>

The present value discount was calculated using a discount factor which range from 1.14% to 4.01%.

Conditional Pledges

The Organization has a policy to not record conditional pledges until conditions have been met. The Organization has \$10,961,050 and \$8,187,862 of conditional pledges as of December 31, 2012 and 2011 respectively, which will be recorded in the financial statements once the conditions have been met.

YEAR UP, INC.Notes to Financial Statements - Continued
December 31, 2012 and 2011**NOTE D - FIXED ASSETS**

Fixed assets consist of the following at December 31:

	<u>2012</u>	<u>2011</u>
Building and leasehold improvements	\$ 1,636,898	1,407,192
Building (Capital Lease, see Note G)	5,092,939	5,092,939
Furniture and fixtures	636,942	519,125
Computer equipment	6,879,685	6,152,655
	<u>14,246,464</u>	<u>13,171,911</u>
Less: accumulated depreciation and amortization	6,896,699	4,926,096
	<u>\$ 7,349,765</u>	<u>\$ 8,245,815</u>
Fixed assets, net		

For the years ended December 31, 2012 and 2011, the Organization expensed \$1,979,018 and \$1,424,101 respectively, of depreciation and amortization.

NOTE E - FUNCTIONAL CLASSIFICATION OF EXPENSES

Expenses, as presented in the statements of activities, when shown by functional classification for the period ended December 31 are as follows:

	<u>2012</u>	<u>2011</u>
Training programs	\$ 39,796,021	\$ 34,783,697
Management and general	4,170,330	2,458,666
Fund-raising	4,353,774	3,669,270
	<u>\$ 48,320,125</u>	<u>\$ 40,911,633</u>
Total expenses		

YEAR UP, INC.Notes to Financial Statements - Continued
December 31, 2012 and 2011**NOTE F - OPERATING LEASE**

The following is a schedule of combined future rental payments under operating leases:

<u>Year Ending December 31, 2012</u>	
2013	\$ 2,146,156
2014	2,016,114
2015	1,531,494
2016	1,239,297
2017 and thereafter	<u>3,068,511</u>
	<u>\$ 10,001,572</u>

Rent expense for the years ended December 31, 2012 and 2011 was \$2,686,105 and \$2,431,531, respectively. Rent expense is recorded on a straight line basis for the Organization's operating leases. As a result of certain rent holidays and escalation clauses included in the leases noted above, deferred rent liabilities totaling \$723,496 and \$441,937 for 2012 and 2011, respectively, are included in accrued expenses in the statements of financial position.

NOTE G - CAPITAL LEASE

The Organization leases a Boston location used in its operations under a capital lease agreement that expires in 2016. The future minimum annual lease payments under this lease are as follows:

<u>Year Ending December 31, 2012</u>	<u>Amount</u>
2013	\$ 424,000
2014	424,000
2015	424,000
2016	<u>4,568,000</u>
Total minimum lease payments	5,840,000
Less: interest	<u>1,015,026</u>
Capital lease obligation	<u>\$ 4,824,974</u>

YEAR UP, INC.

Notes to Financial Statements - Continued
December 31, 2012 and 2011

NOTE H - LINE OF CREDIT

On August 30, 2006, the Organization entered into a revolving line of credit agreement with Citizens Bank. The principal amount of the line of credit is \$450,000 and has a variable interest rate; the initial rate is 8.75% and the maximum rate is 18%. The line of credit is collateralized by the business assets of the Organization. The note is payable on demand. Until demand is made, the Organization is required to make monthly payments equal to the sum of accrued interest at the close of the billing cycle plus principal in the minimum amount of \$200 or 2% of the outstanding principal balance at the close of the billing cycle, whichever is greater, plus any amount which is past due. The agreement stipulates that the Organization not incur any additional debt, other than in the ordinary course of business during the term of the line of credit. The line was renewed under the same terms on August 30, 2011. At December 31, 2012 and 2011, there were no amounts outstanding on the line of credit.

NOTE I - RETIREMENT PLAN

The Organization has a defined contribution pension plan covering eligible employees. Participants can make an elective deferral for any plan year up to a maximum of 85% for 2011 and 100% for 2010, of their eligible compensation, not to exceed the annual dollar limit as permitted by law. The Organization may elect to make a matching contribution. During 2012 and 2011, the Organization made matching contributions of 100% of the first 5% of a participant's compensation contributed to the plan. For the years ended December 31, 2012 and 2011, the Organization contributed \$513,843 and \$428,331, respectively.

NOTE J - FAIR VALUE OF FINANCIAL INSTRUMENTS

The Organization has categorized its financial assets, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy as set forth below. If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument.

Financial assets recorded in the statements of financial position are categorized based on the inputs to the valuation techniques as follows:

- Level 1 - Financial assets whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market which the Organization has the ability to access at the measurement date (examples include active exchange-traded equity securities and most U.S. Government and agency securities).
- Level 2 - Financial assets whose values are based on quoted market prices in markets where trading occurs infrequently or whose values are based on quoted prices of instruments with similar attributes in active markets.
- Level 3 - Financial assets whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs reflect management's own assumptions about the assumptions a market participant would use in pricing the asset. The Organization does not currently have any Level 3 financial assets.

YEAR UP, INC.

Notes to Financial Statements - Continued

December 31, 2012 and 2011

NOTE J - FAIR VALUE OF FINANCIAL INSTRUMENTS - Continued

The assets' fair value measurement level within fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Following is a description of the valuation methodologies used for assets at fair value on a recurring basis.

Certificates of Deposit: Value based on quoted prices of similar instruments in active markets.

Fixed Income Securities: Valued at the current available closing price reported or based on values obtained on comparable securities of issuers with similar credit ratings.

December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity funds	\$ 2,072,917	\$ -	\$ -	\$ 2,072,917
Fixed income securities	-	5,838,936	-	5,838,936
Total assets	<u>\$ 2,072,917</u>	<u>\$ 5,838,936</u>	<u>\$ -</u>	<u>\$ 7,911,853</u>

December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Equity funds	\$ 803,439	\$ -	\$ -	\$ 803,439
Fixed income securities	-	5,819,540	-	5,819,540
Certificates of deposit	-	1,006,944	-	1,006,944
Total assets	<u>\$ 803,439</u>	<u>\$ 6,826,484</u>	<u>\$ -</u>	<u>\$ 7,629,923</u>

The Organization recognizes transfers between fair value hierarchy levels at the approximate date of change in circumstances that causes the transfer. There were no significant transfers between fair value hierarchy levels during the years ended December 31, 2012 and 2011.

YEAR UP, INC.

Notes to Financial Statements - Continued
 December 31, 2012 and 2011

NOTE J - FAIR VALUE INSTRUMENTS - Continued

The following are the assets and liabilities of the organization measured at fair value on a non-recurring basis for the years ended December 31, 2012 and December 31, 2011.

December 31, 2012

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Contributions receivable	\$ _____	\$ _____	\$ 19,084,164	\$ 19,084,164
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 19,084,164</u>	<u>\$ 19,084,164</u>
Liabilities				
Capital Lease obligation	\$ _____	\$ _____	\$ 4,824,974	\$ 4,824,974
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,824,974</u>	<u>\$ 4,824,974</u>

December 31, 2011

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Assets				
Contributions receivable	\$ -	\$ -	\$ 19,421,757	\$ 19,421,757
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 19,421,757</u>	<u>\$ 19,421,757</u>
Liabilities				
Capital Lease obligation	\$ -	\$ -	\$ 4,956,693	\$ 4,956,693
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,956,693</u>	<u>\$ 4,956,693</u>

NOTE K - RELATED PARTY TRANSACTIONS

At December 31, 2012 and 2011, the balance outstanding on a contribution receivable from an officer of the Organization was \$200,000 and \$250,000, respectively.

Members of the board are also members of other not-for-profit boards. The organization received contributions for the years ended December 31, 2012 and 2011 totaling \$920,970 and \$1,577,000, respectively, from these other not-for-profit organizations.

A member of the board of directors is a partner at a law firm which provided pro bono services to the Organization in the amount of \$183,565 and \$36,898 for the years ended December 31, 2012 and 2011, respectively.

YEAR UP, INC.

Notes to Financial Statements - Continued

December 31, 2012 and 2011

NOTE L - NET ASSETS

Temporarily restricted net assets are available for the following purposes at December 31, 2012:

	<u>2012</u>	<u>2011</u>
Time restricted	\$ 1,879,380	\$ 8,421,228
Purpose restricted	<u>28,941,042</u>	<u>18,869,555</u>
	<u>\$ 30,820,422</u>	<u>\$ 27,290,783</u>

SEGUE Campaign

Included in temporarily restricted net assets are \$0 and \$1,542,867 at December 31, 2012 and 2011, respectively, raised as Series A SEGUE investments. These funds were raised from philanthropic investors providing equity-like capital necessary to meet the Phase II Growth plan for the years 2007 through 2011. The use of Series A SEGUE proceeds is, until May 15, 2012, restricted toward achieving a positive change in unrestricted net assets for the fiscal year of a magnitude up to (but not more than) 10% of the fiscal year's operating expenses.

Based on the stipulations of the subscription agreement detailed above, management has released from restricted Series A SEGUE amounts to result in a positive change in unrestricted net assets of approximately 5% of the fiscal year's 2012 and 2011 operating expenses, respectively.

During 2012 and 2011, the amounts released from the Series A SEGUE fund were \$1,745,279 and \$3,267,014, respectively, which is included in the net assets released from restriction.

Opportunity Campaign

Included in temporarily restricted net assets are \$22,454,527 and \$16,666,400 at December 31, 2012 and 2011, respectively, raised as Opportunity Campaign investments. These funds were raised from philanthropic investors providing equity-like capital necessary to meet the Phase III Growth plan for the years 2012 through 2016. The use of Opportunity Campaign Funds is, until January 1, 2017, restricted toward achieving a positive change in unrestricted net assets for the fiscal year of a magnitude up to (but not more than) 10% of the fiscal year's operating expenses.

Based on the stipulations of the subscription agreement detailed above, management has released from restricted Opportunity Campaign amounts to result in a positive change in unrestricted net assets of approximately 5% of the fiscal year's 2012 and 2011 operating expenses, respectively.

During 2012 and 2011, the amounts released from the Opportunity Campaign fund were \$3,736,873 and \$505,100 respectively, which is included in the net assets released from restriction.

YEAR UP, INC.

Notes to Financial Statements - Continued
December 31, 2012 and 2011

NOTE M - SUBSEQUENT EVENTS

Management has evaluated subsequent events through May 3, 2013, which is the date the financial statements were available for issuance. There were no subsequent events that require adjustments to or disclosure in the financial statements.

SUPPLEMENTAL INFORMATION

YEAR UP, INC

Schedule of Expenditures of Federal Awards

For the Year Ended December 31, 2012

<u>Federal Grantor/Program Title</u>	<u>CFDA Number</u>	<u>Federal Expenditures</u>
U.S. Department of Education: Fund for the improvement of Postsecondary Education	84.116	\$ 131,725
U.S. Department of Labor: <u>Pass-through from the Washington State Employment Security Department</u> Recovery Act: WIA Adult Program	17.258	240,000
<u>Pass-through from the City and County of San Francisco, Office of Economic and Workforce Development</u> Recovery Act: WIA Adult Program	17.258	97,578
<u>Pass-through from District of Columbia Department of Educational Services</u> Recovery Act: WIA Dislocated Workers	17.260	150,000
U.S. Department of Health and Human Services: <u>Pass-through from the New York State Office of Temporary & Disability Assistance</u> Temporary Assistance for Needy Families	93.558	150,094
<u>Pass-through from Abt Associates, Inc contract # HHSP23320072913YC</u> Community-based Abstinence Education (CBAE)	93.010	80,000
U.S. Department of Agriculture: <u>Pass-through from University of Massachusetts Medical School</u> Recovery Act: State administrative matching grants	10.561	97,905
Corporation for National and Community Service: <u>Pass-through from New Profit Pathway Fund</u> <u>Pass-through from Venture Philanthropy Partners</u> Social Innovation Fund	94.019	<u>1,245,260</u>
Total Expenditures of Federal Awards		\$ <u><u>2,192,561</u></u>

The accompanying notes are an integral part of this statement.

YEAR UP, INC.

Notes to Schedule of Expenditures of Federal Awards
December 31, 2012

NOTE A - BASIS OF PRESENTATION

The accompanying schedule of expenditures of federal awards (the "Schedule") includes the federal grant activity of Year Up, Inc. under programs of the federal government for the year ended December 31, 2012. The information in this schedule is presented in accordance with the requirements of the Office of Management and Budget (OMB) Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*. Because the schedule presents only a selected portion of the operations of Year Up, Inc., it is not intended to and does not present the financial position, changes in net assets or cash flows of Year Up, Inc.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Expenditures reported on the Schedule are reported on the accrual basis of accounting. Such expenditures are recognized following the cost principles contained in OMB Circular A-122, *Cost Principles for Non-Profit Organizations*, wherein certain types of expenditures are not allowable or are limited as to reimbursement.



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**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON
INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE
AND OTHER MATTERS REQUIRED BY GOVERNMENT AUDITING STANDARDS**

Board of Directors
Year Up, Inc.

We have audited, in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States, the financial statements of Year Up, Inc. (the "Entity"), which comprise the statement of financial position as of December 31, 2012, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements, and have issued our report thereon dated May 3, 2013.

Internal control over financial reporting

In planning and performing our audit of the financial statements, we considered the Entity's internal control over financial reporting ("internal control") to design audit procedures that are appropriate in the circumstances for the purpose of expressing our opinion on the financial statements, but not for the purpose of expressing an opinion on the effectiveness of internal control. Accordingly, we do not express an opinion on the effectiveness of the Entity's internal control.

A deficiency in internal control exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control, such that there is a reasonable possibility that a material misstatement of the Entity's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control that might be material weaknesses. Given these limitations, during our audit we did not identify any deficiencies in the Entity's internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

Compliance and other matters

As part of obtaining reasonable assurance about whether the Entity's financial statements are free from material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit, and accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

Intended purpose

The purpose of this report is solely to describe the scope of our testing of internal control and compliance and the results of that testing, and not to provide an opinion on the effectiveness of the Entity's internal control or on compliance. This report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Entity's internal control and compliance. Accordingly, this report is not suitable for any other purpose.

Grant Thornton LLP

Boston, Massachusetts

May 3, 2013



**REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON
COMPLIANCE FOR EACH MAJOR FEDERAL PROGRAM AND ON
INTERNAL CONTROL OVER COMPLIANCE REQUIRED BY OMB CIRCULAR A-133**

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Board of Directors
Year Up, Inc.

Report on compliance for each major federal program

We have audited the compliance of Year Up, Inc. (the “Entity”) with the types of compliance requirements described in the U.S. Office of Management and Budget’s *OMB Circular A-133 Compliance Supplement* that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2012. The Entity’s major federal programs are identified in the summary of auditor’s results section of the accompanying schedule of findings and questioned costs

Management’s responsibility

Management is responsible for compliance with the requirements of laws, regulations, contracts, and grants applicable to the Entity’s federal programs.

Auditor’s responsibility

Our responsibility is to express an opinion on compliance for each of the Entity’s major federal programs based on our audit of the types of compliance requirements referred to above. We conducted our audit of compliance in accordance with auditing standards generally accepted in the United States of America; the standards applicable to financial audits contained in *Government Auditing Standards* issued by the Comptroller General of the United States; and OMB Circular A-133, *Audits of States, Local Governments, and Non-Profit Organizations*.

The above-mentioned standards and OMB Circular A-133 require that we plan and perform the audit to obtain reasonable assurance about whether noncompliance with the types of compliance requirements referred to above that could have a direct and material effect on a major federal program occurred. An audit includes examining, on a test basis, evidence about the Entity’s compliance with those requirements and performing such other procedures as we considered necessary in the circumstances.

We believe that our audit provides a reasonable basis for our opinion on compliance for each major federal program. However, our audit does not provide a legal determination of the Entity’s compliance.

Opinion on each major federal program

In our opinion, the Entity complied, in all material respects, with the types of compliance requirements referred to above that could have a direct and material effect on each of its major federal programs for the year ended December 31, 2012.

Report on internal control over compliance

Management of the Entity is responsible for designing, implementing, and maintaining effective internal control over compliance with the types of compliance requirements referred to above. In planning and performing our audit of compliance, we considered the Entity's internal control over compliance with the types of compliance requirements that could have a direct and material effect on each major federal program to design audit procedures that are appropriate in the circumstances for the purpose of expressing an opinion on compliance for each major federal program and to test and report on internal control over compliance in accordance with OMB Circular A-133, but not for the purpose of expressing an opinion on the effectiveness of internal control over compliance. Accordingly, we do not express an opinion on the effectiveness of the Entity's internal control over compliance.

A deficiency in internal control over compliance exists when the design or operation of a control over compliance does not allow management or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, noncompliance with a type of compliance requirement of a federal program on a timely basis. A material weakness in internal control over compliance is a deficiency, or a combination of deficiencies, in internal control over compliance, such that there is a reasonable possibility that material noncompliance with a type of compliance requirement of a federal program will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control over compliance was for the limited purpose described in the first paragraph of this section and was not designed to identify all deficiencies in internal control over compliance that might be material weaknesses or significant deficiencies. Given these limitations, during our audit we did not identify any deficiencies in the Entity's internal control over compliance that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

The purpose of this Report on Internal Control Over Compliance is solely to describe the scope of our testing of internal control over compliance and the results of that testing based on the requirements of OMB Circular A-133. Accordingly, this report is not suitable for any other purpose.

Grant Thornton LLP

Boston, Massachusetts

May 3, 2013

YEAR UP, INC.

Schedule of Findings and Questioned Costs
For the year ended December 31, 2012

Section 1

Summary of Auditor's Results

Financial Statements

- | | |
|---|-------------|
| 1. Type of auditor's report issued: | Unqualified |
| 2. Internal control over financial reporting: | |
| a. Material weaknesses identified? | No |
| b. Significant deficiencies identified that are not considered to be material weaknesses? | No |
| 3. Noncompliance material to financial statements noted? | No |

Federal Awards

- | | |
|--|-------------|
| 1. Internal control over major programs: | |
| a. Material weaknesses identified? | No |
| b. Significant deficiencies identified that are not considered to be material weaknesses? | No |
| 2. Type of auditor's report issued: | Unqualified |
| a. Any audit findings disclosed that are required to be reported in accordance with section 510(a) of OMB Circular A-133 | No |
| 3. Identification of major programs: | |

<u>CFDA Number</u>	<u>Name of Federal Program</u>
94.019	Social Innovation Fund
17.258/17.260	WIA Cluster

- | | |
|---|-----------|
| 4. Dollar threshold used to distinguish between Type A and Type B programs: | \$300,000 |
| Auditee qualified as a low-risk auditee? | Yes |

YEAR UP, INC.

Schedule of Findings and Questioned Costs - Continued
For the year ended December 31, 2012

Section 2

Financial Statement Findings

None noted.

Section 3

Findings and Questioned Costs for Federal Awards

None noted.

Section 4

Summary Schedule of Prior Audit Findings

None noted.