

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

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

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

OMB No 1545-0047
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

| | | | |
|---|---|--|--|
| 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 PROJECT FOR PRIDE IN LIVING INC Doing Business As | | D Employer identification number 23-7232208 |
| | Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1035 EAST FRANKLIN AVENUE | | E Telephone number (612) 455-5100 |
| | City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 554042920 | | G Gross receipts \$ 17,632,320 |
| | F Name and address of principal officer JACK KATZMARK 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 554042920 | | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ |
| I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | | |
| J Website: ▶ WWW.PPL-INC.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 1972 |
| | | | M State of legal domicile MN |

Part I Summary

| | | | |
|---|--|--|---------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities TO WORK WITH LOWER-INCOME INDIVIDUALS AND FAMILIES TO ACHIEVE GREATER SELF-SUFFICIENCY THROUGH HOUSING, EMPLOYMENT TRAINING, EDUCATION AND SUPPORT SERVICES | | |
| | 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 | 39 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 39 |
| | 5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 280 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 1,897 |
| 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 0 | |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 0 | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | Prior Year | Current Year |
| | 9 Program service revenue (Part VIII, line 2g) | 7,652,606 | 11,032,763 |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 71,648 | 13,318 |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | -14,694 | -80,889 |
| | 12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 13,765,415 | 17,551,431 |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0 |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0 | 0 |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 8,318,751 | 9,737,572 |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0 | 0 |
| b Total fundraising expenses (Part IX, column (D), line 25) ▶ 722,692 | | | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 6,038,620 | 8,801,713 |
| 18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) | 14,357,371 | 18,564,545 | |
| 19 Revenue less expenses Subtract line 18 from line 12 | -591,956 | -1,013,114 | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year | End of Year |
| | 21 Total liabilities (Part X, line 26) | 14,511,743 | 17,460,105 |
| | 22 Net assets or fund balances Subtract line 21 from line 20 | 9,777,401 | 11,977,719 |
| | | 4,734,342 | 5,482,386 |

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 | 2013-10-02 Date | | | |
| | JACK KATZMARK CFO Type or print name and title | | | | |
| Paid Preparer Use Only | Print/Type preparer's name DANIEL J FLICEK | Preparer's signature | Date 2013-10-02 | Check <input type="checkbox"/> if self-employed | PTIN P00076153 |
| | Firm's name ▶ MAHONEYULBRICHCHRISTIANSEN & RUSS PA | Firm's EIN ▶ 41-1647057 | | | |
| | Firm's address ▶ 30 EAST PLATO BOULEVARD SAINT PAUL, MN 551071809 | Phone no (651) 227-6695 | | | |

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission
 TO WORK WITH LOWER-INCOME INDIVIDUALS AND FAMILIES TO ACHIEVE GREATER SELF-SUFFICIENCY THROUGH HOUSING, EMPLOYMENT TRAINING, EDUCATION AND SUPPORT SERVICES

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

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

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

4a (Code) (Expenses \$ 9,895,010 including grants of \$) (Revenue \$ 5,927,130)
 REAL ESTATE SERVICES THE REAL ESTATE SERVICES DIVISION PROVIDES FEASIBILITY ANALYSIS, PRE-DEVELOPMENT, DEVELOPMENT AND CONSTRUCTION MANAGEMENT OF AFFORDABLE RENTAL AND FOR SALE HOUSING, ASSET MANAGEMENT AND PROPERTY MANAGEMENT OF MULTIFAMILY RESIDENTIAL AND COMMERCIAL PROPERTIES AS OF DECEMBER 31, 2012, PPL OWNED AND/OR MANAGED A PORTFOLIO OF MORE THAN 1,000 UNITS OF AFFORDABLE RENTAL HOUSING ACROSS THE METROPOLITAN AREA TWO HUNDRED SEVENTY SIX (276) UNITS ARE DEDICATED TO SUPPORTIVE HOUSING FOR INDIVIDUALS WITH SPECIAL NEEDS PPL ALSO MANAGES, IN CONTRACT WITH OTHER ORGANIZATION, AN ADDITIONAL 177 UNITS OF AFFORDABLE HOUSING IN 2012, SEVERAL GRANTS HAVE HELPED EXPAND PPL'S CAPABILITY TO RETURN SMALL, FORECLOSED AND SCATTERED SITE RENTAL PROPERTIES TO EFFECTIVE USE AS POSITIVE COMMUNITY ASSETS THESE GRANTS HAVE AMPLIFIED THE NEIGHBORHOOD STABILIZATION PROGRAM EFFORTS WHICH, TO DATE, HAS RETURNED A TOTAL OF 60 UNITS BACK TO THE MARKETPLACE PPL COMPLETED A NEW 44-UNIT AFFORDABLE HOUSING COMPLEX IN ST PAUL THIS COMPLEX INCLUDES SIXTEEN (16) UNITS OF SUPPORTIVE HOUSING DESIGNATED FOR FAMILIES WHO HAVE EXPERIENCED LONG-TERM HOMELESSNESS PPL ALSO COMPLETED, IN 2012, A SECOND NEWLY-CONSTRUCTED SINGLE-FAMILY HOME DESIGNED TO MAKE "GREEN LIVING" AFFORDABLE IN JANUARY 1, 2012, PPL MERGED WITH CABRINI PARTNERSHIP, A MINNEAPOLIS-BASED ORGANIZATION THAT PROVIDED HOUSING AND COMPREHENSIVE SUPPORT SERVICES TO HOMELESS ADULTS WITH MENTAL ILLNESS AND CHEMICAL DEPENDENCY THE NEW FOUNDATIONS PROGRAM PARTNERED WITH ADLER GRADUATE SCHOOL TO PROVIDE ART THERAPY TO CHILDREN OF 43 FAMILIES, DEEPENING ITS FOCUS ON HELPING CHILDREN WHO HAVE EXPERIENCED SIGNIFICANT TRAUMA IN THEIR LIVES

4b (Code) (Expenses \$ 1,667,908 including grants of \$) (Revenue \$ 333,270)
 EDUCATION THE EDUCATION DIVISION AIMS TO ASSIST PEOPLE TOWARDS SELF-SUFFICIENCY BY OFFERING HIGH QUALITY EDUCATIONAL AND EMPLOYMENT SERVICES IN PARTNERSHIP WITH THE COMMUNITY THE EDUCATION DIVISION INCLUDES A PRE-SCHOOL PROGRAM AND TWO ALTERNATIVE HIGH SCHOOLS WHICH ARE UNDER CONTRACT WITH THE MINNEAPOLIS PUBLIC SCHOOL DISTRICT THE EDUCATION DIVISION IS ALSO AN AUTHORIZER FOR SEVERAL CHARTER SCHOOLS IN ADDITION TO PARTNERSHIP ACADEMY IN RICHFIELD, PPL ALSO BECAME THE AUTHORIZER FOR FACE TO FACE ACADEMY IN ST PAUL AND ST PAUL CITY SCHOOL THE EARLY WONDERS FULL-DAY, YEAR-ROUND LICENSED PRESCHOOL PROGRAM SERVES UP TO 27 CHILDREN IT FEATURES THE RESEARCH-BASED HIGHSOPE CURRICULUM THAT FOCUSES ON THE INTERESTS AND INTERACTIONS OF EACH CHILD, GUIDING AND MOTIVATING THEIR INDIVIDUAL SOCIAL, EMOTIONAL, AND COGNITIVE GROWTH THE PROGRAM IS ACCREDITED THROUGH THE NATIONAL ASSOCIATION FOR THE EDUCATION OF YOUNG CHILDREN AND HAS BEEN RECOGNIZED AS A HENNEPIN COUNTY "STRONG BEGINNINGS" SITE EARLY WONDERS BELIEVES THAT PARENTS ARE KEY TO CREATING A STRONG PATH TO KINDERGARTEN FOR THEIR CHILDREN AND PROVIDES A FAMILY RESOURCE COORDINATOR TO HELP LOW-INCOME FAMILIES ENGAGE IN AND SUPPORT THEIR CHILDRENS LEARNING THIS HIGH-QUALITY PROGRAM IS STAFFED BY LICENSED TEACHERS AND IS DEDICATED TO HELPING YOUTH AND THEIR FAMILIES PREPARE FOR KINDERGARTEN MINNEAPOLIS EMPLOYMENT READINESS CENTER (MERC) IS AN ALTERNATIVE HIGH SCHOOL FOR YOUTHS IN GRADES 9 TO 12 MERC ENCOURAGES BUILDING RESPONSIBILITY, ACCOUNTABILITY AND RESPECT, WHILE OFFERING JOB READINESS, STATE ALIGNED ACADEMIC CURRICULUM, COLLEGE PREPARATION, INDIVIDUALIZED INSTRUCTION, AND AN AFTERSCHOOL TUTORING PROGRAM LORING NICOLLET ALTERNATIVE SCHOOL (LNAS), FOUNDED IN 1971, IS ALSO AN ALTERNATIVE HIGH SCHOOL FOR YOUTHS IN GRADES 9 TO 12 THE SCHOOL VALUES RESPECT FOR INDIVIDUALITY, A MULTICULTURAL AND GENDER FAIR CURRICULUM, AN INFORMAL ATMOSPHERE, PARTICIPATORY DEMOCRACY, OPEN AND HONEST COMMUNICATION, MUTUAL TRUST, SPIRITUAL GROWTH, SELF-DISCIPLINE, AND A BALANCE BETWEEN GROUP AND INDIVIDUAL RESPONSIBILITY

4c (Code) (Expenses \$ 3,600,370 including grants of \$) (Revenue \$ 144,731)
 HUMAN SERVICES THE HUMAN SERVICES DIVISION WORKS DIRECTLY WITH FAMILIES AND CHILDREN TO MAKE THE TRANSITION FROM POVERTY AND INSTABILITY TO ECONOMIC INDEPENDENCE AND HEALTHY, INTEGRATED LIVING THE PROGRAMS TAKE A HOLISTIC AND COMPREHENSIVE APPROACH TO ASSISTING FAMILIES WHILE PROVIDING A RANGE OF SUPPORT SERVICES AND LINKS TO COMMUNITY RESOURCES THE HUMAN SERVICES PROGRAM AT PPL OFFERS SERVICES INCLUDING LIFE SKILLS, FINANCIAL AND EMPLOYMENT COACHING, FAMILY HEALTH AND NUTRITION WORKSHOPS AND INDIVIDUALIZED DIRECT SERVICE AND REFERRALS THE PURPOSE OF THE HUMAN SERVICES PROGRAM IS TO CREATE A SAFE, STABLE AND SUPPORTIVE ENVIRONMENT FROM WHICH PEOPLE AND NEIGHBORHOODS CAN THRIVE YOUTH DEVELOPMENT PROGRAM PROVIDES HIGH QUALITY AFTERSCHOOL LEARNING ACTIVITIES THAT ARE INTENDED TO BUILD A SOLID FOUNDATION FOR SUCCESS IN SCHOOL AND LIFE STAFF AND VOLUNTEERS CREATE AND IMPLEMENT LESSON PLANS TO HELP YOUNG CHILDREN REACH DEVELOPMENTAL MILESTONES AND TO SHOW PARENTS HOW THEY CAN TEACHERS AT HOME IN 2012, THE SELF-SUFFICIENCY PROGRAM AND THE YOUTH DEVELOPMENT PROGRAM COLLABORATED TO CREATE A SEAMLESS WEB OF FAMILY SUPPORT VIA THE FAMILY LITERACY MODEL THIS FAMILY LITERACY PROGRAMMING IS A NATURAL EXTENSION OF THE EFFORTS TO BUILD SELF-RELIANCE AMONG PPL RESIDENTS WHICH HAS THE ADDITIONAL BENEFIT OF EMPOWERING PARENTS TO BE POSITIVE ROLE MODELS FOR THEIR CHILDREN AS LIFELONG LEARNERS THE SELF-SUFFICIENCY PROGRAM CONTINUED TO WORK WITH FAMILIES AT COLLABORATIVE VILLAGE, WHERE LONG-TERM HOMELESS FAMILIES ARE PROVIDED WITH SAFE, STABLE HOUSING AND A WEALTH OF ONSITE SERVICES HOMEWORK 'N' HOOPS WAS NOMINATED AS A POSITIVE PLACE TO WORK AND IMPROVE THE READING SKILLS OF CHILDREN THROUGH THE CONNECTIONS TO WORK PROGRAM, PPL CONTINUED TO PROVIDE HIGH QUALITY SERVICES TO MFIP FAMILIES (MINNESOTA FAMILIES INVESTMENT PROGRAM) CHANGESPOINTS, A SECONDARY MFIP PROGRAM, PROVIDED SHORT-TERM INTENSIVE CASE MANAGEMENT SERVICES TO FAMILIES FACING SIGNIFICANT BARRIERS TO MEETING THEIR MFIP GOALS WITH OVER 25-YEARS OF EXPERIENCE IN PROVIDING EMPLOYMENT AND JOB TRAINING OPPORTUNITIES, PPL TAKES MULTIPLE APPROACHES TO HELP LOW-INCOME AREA RESIDENTS ENTER THE WORKFORCE AND ADVANCE IN THEIR CAREERS JOB TRAINING OPPORTUNITIES INCLUDE TRAINING IN THE CLASSROOM OR ON-THE-JOB A GRANT FROM MN DEED HELPED CATAPULT THE SECTOR-BASED AND CREDENTIAL-EARNING EMPLOYMENT TRAINING EFFORTS IN COLLABORATION WITH MCTC, PARTICIPANTS RECEIVED INDUSTRY-RECOGNIZED CERTIFICATION ALONG WITH COLLEGE CREDIT AS THEY PURSUED HEALTHCARE CAREER PATHWAYS IN LONG-TERM CARE IN A SURVEY OF WORKFORCE DEVELOPMENT EXPERTS COMMISSIONED BY MINNESOTA PHILANTHROPY PARTNERS, PPL WAS SHOWCASED AS ONE OF EIGHTEEN ORGANIZATIONS THAT ADDRESS ISSUES OF ACCESS TO JOB AND ON-THE-JOB TRAINING OPPORTUNITIES AND HELP PEOPLE GAIN THE SKILLS THEY NEED TO REACH ECONOMIC STABILITY PPL WAS ALSO TOUTED AS ONE OF EIGHT INNOVATIVE ORGANIZATIONS ADDRESSING WORKFORCE DEVELOPMENT ACROSS THE COUNTRY BY PHILANTHROPIC COLLABORATIVE

(Code) (Expenses \$ 391,388 including grants of \$ 25,260) (Revenue \$ 181,108)
 VOLUNTEER & SPECIAL INITIATIVES

4d Other program services (Describe in Schedule O)
 (Expenses \$ 391,388 including grants of \$ 25,260) (Revenue \$ 181,108)

4e Total program service expenses 15,554,676

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

| | | Yes | No |
|------------|---|-----|----|
| 1a | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable 1a 83 | | |
| 1b | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable 1b 0 | | |
| 1c | Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c | Yes | |
| 2a | Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return 2a 280 | | |
| 2b | If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) 2b | Yes | |
| 3a | Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a | | No |
| 3b | If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O 3b | | |
| 4a | At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a | | No |
| b | If "Yes," enter the name of the foreign country <input type="checkbox"/> _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts | | |
| 5a | Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a | | No |
| 5b | Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b | | No |
| 5c | If "Yes," to line 5a or 5b, did the organization file Form 8886-T? 5c | | |
| 6a | Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 6a | | No |
| 6b | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b | | |
| 7 | Organizations that may receive deductible contributions under section 170(c). | | |
| a | Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a | Yes | |
| b | If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b | Yes | |
| 7c | Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c | | No |
| 7d | If "Yes," indicate the number of Forms 8282 filed during the year 7d | | |
| 7e | Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e | | No |
| 7f | Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f | | No |
| 7g | If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g | | |
| 7h | If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h | | |
| 8 | Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? 8 | | |
| 9 | Sponsoring organizations maintaining donor advised funds. | | |
| 9a | Did the organization make any taxable distributions under section 4966? 9a | | |
| 9b | Did the organization make a distribution to a donor, donor advisor, or related person? 9b | | |
| 10 | Section 501(c)(7) organizations. Enter | | |
| 10a | Initiation fees and capital contributions included on Part VIII, line 12 10a | | |
| 10b | Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b | | |
| 11 | Section 501(c)(12) organizations. Enter | | |
| 11a | Gross income from members or shareholders 11a | | |
| 11b | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) 11b | | |
| 12a | Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a | | |
| 12b | If "Yes," enter the amount of tax-exempt interest received or accrued during the year 12b | | |
| 13 | Section 501(c)(29) qualified nonprofit health insurance issuers. | | |
| 13a | Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O 13a | | |
| 13b | Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b | | |
| 13c | Enter the amount of reserves on hand 13c | | |
| 14a | Did the organization receive any payments for indoor tanning services during the tax year? 14a | | No |
| 14b | If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b | | |

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body at the end of the tax year (39); 1b Enter the number of voting members included in line 1a, above, who are independent (39); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a significant diversion of the organization's assets? (No); 6 Did the organization have members or stockholders? (No); 7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? (No); 7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? (No); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?; 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11b Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done (Yes); 13 Did the organization have a written whistleblower policy? (Yes); 14 Did the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (No); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (Yes); 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? (Yes).

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed: MN
18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply: [X] Own website, [X] Another's website, [X] Upon request, [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: THE ORGANIZATION 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN (612) 455-5100

Part VIII Statement of Revenue

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

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 | |
|--|---|---|--|---|---|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1a Federated campaigns 1a 967,221 | | | | | |
| | b Membership dues 1b | | | | | |
| | c Fundraising events 1c 170,643 | | | | | |
| | d Related organizations 1d | | | | | |
| | e Government grants (contributions) 1e 5,925,567 | | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above 1f 3,969,332 | | | | | |
| | g Noncash contributions included in lines 1a-1f \$ | | | | | |
| | h Total. Add lines 1a-1f | 11,032,763 | | | | |
| Program Service Revenue | 2a _____ Business Code | | | | | |
| | PROPERTY AND ASSET MAN | 531310 | 5,071,003 | 5,071,003 | | |
| | b PROGRAM FEES | 900099 | 1,207,335 | 1,207,335 | | |
| | c OTHER INCOME | 900099 | 303,701 | 303,701 | | |
| | d RENTAL REVENUE | 531110 | 4,200 | 4,200 | | |
| | e _____ | | | | | |
| | f All other program service revenue | | | | | |
| g Total. Add lines 2a-2f | 6,586,239 | | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 13,318 | | 13,318 | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6a Gross rents | (i) Real | | | | |
| | | (ii) Personal | | | | |
| | | b Less rental expenses | | | | |
| | | c Rental income or (loss) | | | | |
| | d Net rental income or (loss) | | | | | |
| | 7a Gross amount from sales of assets other than inventory | (i) Securities | | | | |
| | | (ii) Other | | | | |
| | | b Less cost or other basis and sales expenses | | | | |
| | | c Gain or (loss) | | | | |
| | d Net gain or (loss) | | | | | |
| | 8a Gross income from fundraising events (not including \$ 170,643 of contributions reported on line 1c) See Part IV, line 18 | a | | | | |
| | | b Less direct expenses b 80,889 | | | | |
| c Net income or (loss) from fundraising events | | | -80,889 | | -80,889 | |
| 9a Gross income from gaming activities See Part IV, line 19 | a | | | | | |
| | b Less direct expenses b | | | | | |
| | c Net income or (loss) from gaming activities | | | | | |
| 10a Gross sales of inventory, less returns and allowances | a | | | | | |
| | b Less cost of goods sold b | | | | | |
| | c Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11a _____ | | | | | | |
| | b _____ | | | | | |
| | c _____ | | | | | |
| | d All other revenue | | | | | |
| e Total. Add lines 11a-11d | | | | | | |
| 12 Total revenue. See Instructions | | 17,551,431 | 6,586,239 | 0 | -67,571 | |

Part IX Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|--|------------------------------|--|---|------------------------------------|
| 1 | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21. | | | | |
| 2 | Grants and other assistance to individuals in the United States. See Part IV, line 22. | 25,260 | 25,260 | | |
| 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. | 531,364 | 118,737 | 206,395 | 206,232 |
| 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. | 7,219,117 | 6,218,485 | 719,105 | 281,527 |
| 8 | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions). | 112,783 | 99,654 | 13,129 | |
| 9 | Other employee benefits. | 1,336,691 | 1,064,300 | 212,613 | 59,778 |
| 10 | Payroll taxes. | 537,617 | 430,500 | 78,711 | 28,406 |
| 11 | Fees for services (non-employees) | | | | |
| a | Management. | | | | |
| b | Legal. | 23,247 | 17,235 | 6,012 | |
| c | Accounting. | 79,500 | 14,300 | 65,200 | |
| d | Lobbying. | | | | |
| e | Professional fundraising services. See Part IV, line 17. | | | | |
| f | Investment management fees. | | | | |
| g | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O). | 333,181 | 234,711 | 96,625 | 1,845 |
| 12 | Advertising and promotion. | 90,978 | 6,350 | 6,405 | 78,223 |
| 13 | Office expenses. | 562,525 | 281,090 | 256,676 | 24,759 |
| 14 | Information technology. | 147,254 | | 147,254 | |
| 15 | Royalties. | | | | |
| 16 | Occupancy. | 5,280 | 5,280 | | |
| 17 | Travel. | 230,320 | 225,166 | 4,055 | 1,099 |
| 18 | Payments of travel or entertainment expenses for any federal, state, or local public officials. | | | | |
| 19 | Conferences, conventions, and meetings. | 57,291 | 7,174 | 49,953 | 164 |
| 20 | Interest. | 162,913 | 153,988 | 8,925 | |
| 21 | Payments to affiliates. | | | | |
| 22 | Depreciation, depletion, and amortization. | 176,993 | 57,361 | 119,632 | |
| 23 | Insurance. | 80,592 | 66,396 | 14,196 | |
| 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 | INTERENTITY EXPENSES | 4,510,088 | 4,216,934 | 252,954 | 40,200 |
| b | PROGRAM COSTS - OTHER | 1,930,271 | 1,928,059 | 2,212 | |
| c | BUILDING EXPENSE | 224,884 | 224,398 | 486 | |
| d | STAFF DEVELOPMENT | 81,135 | 54,037 | 26,639 | 459 |
| e | All other expenses | 105,261 | 105,261 | | |
| 25 | Total functional expenses. Add lines 1 through 24e. | 18,564,545 | 15,554,676 | 2,287,177 | 722,692 |
| 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 checked="" type="checkbox"/> if following SOP 98-2 (ASC 958-720) | | | | |

Part X Balance Sheet

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

| | | (A) | | (B) | |
|--|---|-------------------|------------|-------------|------------|
| | | Beginning of year | | End of year | |
| Assets | 1 Cash—non-interest-bearing | 5,931,625 | 1 | 3,770,608 | |
| | 2 Savings and temporary cash investments | 54,867 | 2 | 2,939,817 | |
| | 3 Pledges and grants receivable, net | 394,660 | 3 | 869,284 | |
| | 4 Accounts receivable, net | 937,866 | 4 | 41,795 | |
| | 5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L | | | 5 | |
| | 6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L | | | 6 | |
| | 7 Notes and loans receivable, net | | | 7 | 142,765 |
| | 8 Inventories for sale or use | | | 8 | |
| | 9 Prepaid expenses and deferred charges | 141,053 | 9 | | 221,924 |
| | 10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D | 1,954,666 | | | |
| | b Less accumulated depreciation | 807,002 | 10b | | |
| | 11 Investments—publicly traded securities | 489,749 | 10c | | 1,147,664 |
| | 12 Investments—other securities See Part IV, line 11 | 240,598 | 11 | | 252,237 |
| | 13 Investments—program-related See Part IV, line 11 | | 12 | | |
| | 14 Intangible assets | 4,836 | 13 | | 3,627 |
| | 15 Other assets See Part IV, line 11 | 6,316,489 | 14 | | 8,070,383 |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 14,511,743 | 15 | | 17,460,105 | |
| | | 16 | | 17,460,105 | |
| Liabilities | 17 Accounts payable and accrued expenses | 802,988 | 17 | 1,088,294 | |
| | 18 Grants payable | | 18 | | |
| | 19 Deferred revenue | 986,819 | 19 | 1,798,108 | |
| | 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 | 2,388,419 | 23 | | 3,195,706 |
| | 24 Unsecured notes and loans payable to unrelated third parties | 3,414,756 | 24 | | 3,146,299 |
| | 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 | 2,184,419 | 25 | | 2,749,312 |
| | 26 Total liabilities. Add lines 17 through 25 | 9,777,401 | 26 | | 11,977,719 |
| 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 | 4,101,615 | 27 | 4,478,727 | |
| | 28 Temporarily restricted net assets | 477,068 | 28 | 848,000 | |
| | 29 Permanently restricted net assets | 155,659 | 29 | 155,659 | |
| | 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 | 4,734,342 | 33 | | 5,482,386 | |
| 34 Total liabilities and net assets/fund balances | 14,511,743 | 34 | | 17,460,105 | |

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 | 17,551,431 |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 18,564,545 |
| 3 | Revenue less expenses Subtract line 2 from line 1 | 3 | -1,013,114 |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 4,734,342 |
| 5 | Net unrealized gains (losses) on investments | 5 | 13,230 |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 1,747,928 |
| 10 | Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 5,482,386 |

Part XII Financial Statements and Reporting

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

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

Additional Data

Software ID:
Software Version:
EIN: 23-7232208
Name: PROJECT FOR PRIDE IN LIVING INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|-------------------------------------|--|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| MOHAMED ALABARI BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| TODD ALDRICH BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| LUCY GEROLD BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JOHN HETTERICK BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| CHRISTINE HOBROUGH SECRETARY | 1 00 | X | | X | | | | 0 | 0 | 0 |
| KAREN KRAEMER TREASURER | 1 00 | X | | X | | | | 0 | 0 | 0 |
| DAMU MCCOY BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JONATHAN PALMER BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JEROME PAQUIN BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| BETH PARKHILL BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| WALTER H ROCKENSTEIN II BOARD CHAIR | 1 00 | X | | X | | | | 0 | 0 | 0 |
| RICHARD VOREIS BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| MEGHAN ELLIOTT BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| EARL JOHNSTON BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JEAN KRAUSE BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JEFFREY PETERSON BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JOHN RASMUSSEN BOARD VICE CHAIR | 1 00 | X | | X | | | | 0 | 0 | 0 |
| MARY JEANNE SCOTT BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| RICK SMITH BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| PAMELA WANDZEL BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| SCOTT WILENSKY BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| EMILY DUKE BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| KELLY GIESER BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JOE HENDERSON BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |
| JEANNE KATZ BOARD | 1 00 | X | | | | | | 0 | 0 | 0 |

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below dotted line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|---|-----------------------|---------|--------------|------------------------------|--------|--|--|---|---|
| | | Individual trustee or director | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former | | | | |
| SALLY KOLAR BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| DORIAN MORRIS BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| WILLIAM MUENZBERG BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| JAMES PORTER BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| ROBIN SAVAGEAU BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| SHAY WYLEY BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| JAN DICK BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| CRAIG HELMEN BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| GROVER JONES BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| BRUCE KOEHN BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| CATHERINE MCGLINCH BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| SUE PERKINS BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| VERNON ROWLAND BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| HOLDEN HSIAO BOARD | 1 00 | X | | | | | | | 0 | 0 | 0 |
| STEVE CRAMER CEO-EXECUTIVE DIRECTOR | 40 00 | | | X | | | | | 154,049 | 0 | 15,973 |
| JACK KATZMARK VICE PRESIDENT- CFO | 40 00 | | | X | | | | | 92,826 | 0 | 12,231 |

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

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

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

Name of the organization

PROJECT FOR PRIDE IN LIVING INC

Employer identification number

23-7232208

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

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

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

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

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|-----------|-----------|-----------|-----------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | 7,632,469 | 7,392,931 | 8,957,320 | 7,652,606 | 11,032,763 | 42,668,089 |
| 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 | 7,632,469 | 7,392,931 | 8,957,320 | 7,652,606 | 11,032,763 | 42,668,089 |
| 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) | | | | | | 835,818 |
| 6 Public support. Subtract line 5 from line 4 | | | | | | 41,832,271 |

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 | 7,632,469 | 7,392,931 | 8,957,320 | 7,652,606 | 11,032,763 | 42,668,089 |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 236,783 | 135,495 | 86,245 | 71,648 | 13,318 | 543,489 |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | | | | | | |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 11 Total support (Add lines 7 through 10) | | | | | | 43,211,578 |

12 Gross receipts from related activities, etc. (see instructions) **12** 20,894,943

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) **14** 96.810%

15 Public support percentage for 2011 Schedule A, Part II, line 14 **15** 94.700%

16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") | | | | | | |
| 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 501(c)(3) organization, check this box and stop here <input type="checkbox"/> | | | | | | |

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|--|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | |
| 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

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

| |
|-------------------------------------|
| Facts And Circumstances Test |
|-------------------------------------|

| |
|--------------------|
| Explanation |
| |
| |
| |
| |

SCHEDULE C (Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No 1545-0047

2012

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.

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

Table with 2 columns: Name of the organization (PROJECT FOR PRIDE IN LIVING INC) and Employer identification number (23-7232208)

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

Table with 5 columns: (a) Name, (b) Address, (c) EIN, (d) Amount paid from filing organization's funds, (e) Amount of political contributions received and promptly and directly delivered to a separate political organization

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) | | | | | | | | | | | | | | |
| b | Total lobbying expenditures to influence a legislative body (direct lobbying) | | | | | | | | | | | | | | |
| c | Total lobbying expenditures (add lines 1a and 1b) | | | | | | | | | | | | | | |
| d | Other exempt purpose expenditures | | | | | | | | | | | | | | |
| e | Total exempt purpose expenditures (add lines 1c and 1d) | | | | | | | | | | | | | | |
| f | Lobbying nontaxable amount. Enter the amount from the following table in both columns | | | | | | | | | | | | | | |
| <table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">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) | | | | | | | | | | | | | | |
| h | Subtract line 1g from line 1a. If zero or less, enter -0- | | | | | | | | | | | | | | |
| i | Subtract line 1f from line 1c. If zero or less, enter -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 | 675,355 | 791,549 | 867,869 | | 2,334,773 |
| b Lobbying ceiling amount (150% of line 2a, column(e)) | | | | | 3,502,160 |
| c Total lobbying expenditures | | 5,300 | | | 5,300 |
| d Grassroots nontaxable amount | 168,839 | 197,887 | 216,967 | | 583,693 |
| e Grassroots ceiling amount (150% of line 2d, column (e)) | | | | | 875,540 |
| f Grassroots lobbying expenditures | | | | | |

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? | 1 | |
| 2 Did the organization make only in-house lobbying expenditures of \$2,000 or less? | 2 | |
| 3 Did the organization agree to carry over lobbying and political expenditures from the prior year? | 3 | |

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). | 2a | |
| a Current year | 2b | |
| b Carryover from last year | 2c | |
| c Total | 3 | |
| 3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues | 4 | |
| 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? | 5 | |
| 5 Taxable amount of lobbying and political expenditures (see instructions) | | |

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

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

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization

PROJECT FOR PRIDE IN LIVING INC

Employer identification number

23-7232208

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 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor informed consent.

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

Form for Part II Conservation Easements including checkboxes for preservation purposes, questions about monitoring, and a table for 'Held at the End of the Year' with rows 2a-2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets with questions about reporting and amounts.

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

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

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

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

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

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

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

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

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

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

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

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

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|---|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 155,659 | 155,659 | 155,659 | 155,659 | 89,868 |
| b Contributions | | | | | 65,791 |
| 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 | 155,659 | 155,659 | 155,659 | 155,659 | 155,659 |

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

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

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

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|---|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | 107,990 | | | 107,990 |
| b Buildings | 699,825 | | 26,231 | 673,594 |
| c Leasehold improvements | | | | |
| d Equipment | 1,146,851 | | 780,771 | 366,080 |
| e Other | | | | |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 1,147,664 |

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

| Identifier | Return Reference | Explanation |
|---|------------------|--|
| DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS | PART V, LINE 4 | THE ENDOWMENT FUNDS ARE TO BE USED FOR OPERATING SUPPORT |
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X, LINE 2 | PPL IS CLASSIFIED AS A TAX-EXEMPT ORGANIZATION UNDER MINNESOTA STATUTE 290 05 AND SECTION 501 (C)(3) OF THE INTERNAL REVENUE CODE AND IS EXEMPT FROM PRIVATE FOUNDATION STATUS UNDER SECTION 509(A)(1) OF THE INTERNAL REVENUE CODE AND IS SUBJECT TO INCOME TAXES ONLY ON NET UNRELATED BUSINESS INCOME MANAGEMENT BELIEVES PPL DID NOT HAVE ANY UNRELATED BUSINESS INCOME IN 2012 OR 2011 FEDERAL AND STATE TAX AUTHORITIES GENERALLY HAVE THE RIGHT TO EXAMINE THE CURRENT AND THREE PREVIOUS YEARS OF INCOME TAX RETURNS PPL IS NOT CURRENTLY UNDER EXAMINATION BY ANY TAXING JURISDICTION |

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

Open to Public Inspection

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

Department of the Treasury Internal Revenue Service

Name of the organization PROJECT FOR PRIDE IN LIVING INC

Employer identification number 23-7232208

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply. a Mail solicitations, b Internet and email solicitations, c Phone solicitations, d In-person solicitations, e Solicitation of non-government grants, f Solicitation of government grants, g Special fundraising events. 2a Did the organization have a written or oral agreement with any individual... 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

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

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

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 |
|--|--|----------------------------------|-----------------------------|-----------------------|-------------------------------|
| | | <u>BREAKFAST</u> (event type) | <u>GALA</u> (event type) | <u>(total number)</u> | (add col (a) through col (c)) |
| Revenue | 1 Gross receipts | 57,700 | 112,943 | | 170,643 |
| | 2 Less Contributions | 57,700 | 112,943 | | 170,643 |
| | 3 Gross income (line 1 minus line 2) | | | | |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | | | |
| | 6 Rent/facility costs | 20,669 | 14,102 | | 34,771 |
| | 7 Food and beverages | | | | |
| | 8 Entertainment | | | | |
| | 9 Other direct expenses | 31,760 | 14,358 | | 46,118 |
| | 10 Direct expense summary Add lines 4 through 9 in column (d) ▶ | | | | |
| 11 Net income summary Combine line 3, column (d), and line 10 ▶ | | | | | -80,889 |

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

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

9 Enter the state(s) in which the organization operates gaming activities _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain _____

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

Does the organization operate gaming activities with nonmembers? Yes No

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

13 Indicate the percentage of gaming activity operated in

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

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

Name ▶

Address ▶

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

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

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

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

Director/officer Employee Independent contractor

17 Mandatory distributions

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

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

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

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

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 |
|---------------------------------------|--------------------------|--------------------------|-----------------------------------|---|--|
| (1) TRANSPORTATION RELATED ASSISTANCE | 65 | 25,260 | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

Part IV Supplemental Information.

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

| Identifier | Return Reference | Explanation |
|--|------------------|---|
| PROCEDURE FOR MONITORING GRANTS IN THE U S | PART I, LINE 2 | SCHEDULE I, PART I, LINE 2 PPL'S PROGRAM DIRECTOR RECEIVES GRANT APPLICATIONS AND REVIEWS THEM TO DETERMINE IF INDIVIDUAL'S MEET THE GRANT REQUIREMENTS GRANTS ARE THEM PAID DIRECTLY TO SERVICE PROVIDERS FOR THE GRANT RECIPIENTS |

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2012

Open to Public Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
PROJECT FOR PRIDE IN LIVING INC

Employer identification number

23-7232208

Part I Questions Regarding Compensation

- 1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.
- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

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

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

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

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

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

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

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

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

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

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

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

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

| | Yes | No |
|-----------|-----|----|
| 1b | | |
| 2 | | |
| 4a | | No |
| 4b | | No |
| 4c | | No |
| 5a | | No |
| 5b | | No |
| 6a | | No |
| 6b | | No |
| 7 | | No |
| 8 | | No |
| 9 | | |

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

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

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

| (A) Name and Title | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Retirement and other deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported as deferred in prior Form 990 |
|---|------|--|-------------------------------------|-------------------------------------|--|-------------------------|---------------------------------|---|
| | | (i) Base compensation | (ii) Bonus & incentive compensation | (iii) Other reportable compensation | | | | |
| (1) STEVE CRAMER CEO-EXECUTIVE DIRECTOR | (i) | 154,049 | 0 | 0 | 0 | 15,973 | 170,022 | 0 |
| | (ii) | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Schedule J (Form 990) 2012

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
PROJECT FOR PRIDE IN LIVING INC

Employer identification number

23-7232208

| Identifier | Return Reference | Explanation |
|--|--|--|
| | FORM 990, PART VI, SECTION B, LINE 11 | THE BOARD WAS PROVIDED THE FORM 990 BEFORE IT WAS SIGNED AND FILED |
| | FORM 990, PART VI, SECTION B, LINE 12C | THE ORGANIZATION DISCUSSES AND DISCLOSES CONFLICTS OF INTEREST AS THEY ARISE. ANY NEW BOARD MEMBERS ARE REQUIRED TO DISCLOSE CONFLICTS WHEN JOINING AND ANNUALLY THEREAFTER. |
| | FORM 990, PART VI, SECTION B, LINE 15A | THE EXECUTIVE COMMITTEE REVIEWS COMPENSATION AND COMPARES TO OTHER ORGANIZATIONS WITH SIMILAR OPERATIONS. KEY OFFICERS WILL BE INCLUDED IN THIS PROCESS IN 2012. |
| | FORM 990, PART VI, SECTION C, LINE 19 | ALL DOCUMENTS ARE MADE AVAILABLE UPON REQUEST. |
| CHANGES IN NET ASSETS OR FUND BALANCES | FORM 990, PART XI, LINE 9 | CONTRIBUTION FROM CABRINI PARTNERSHIP MERGER JANUARY 1, 2012 1,747,928 |
| | FORM 990, PART XI, LINE 2C | THE PROCESS TO REVIEW THE AUDIT HAS NOT CHANGED FROM THE PRIOR YEAR. |

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization
PROJECT FOR PRIDE IN LIVING INC

Employer identification number

23-7232208

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 |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
| See Additional Data Table | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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 |
| (1) PROJECT FOR PRIDE IN LIVING ENTERPRISES INC 1035 FRANKLIN AVENUE MINNEAPOLIS, MN 55404 23-7098388 | ADULT EMPLOYMENT TRAINING | MN | 501(C)(3) | 7 | PROJECT FOR PRIDE IN LIVING INC | | No |
| (2) PPL ON PORTLAND 1035 FRANKLIN AVENUE MINNEAPOLIS, MN 55404 41-1895743 | AFFORDABLE HOUSING SALES | MN | 501(C)(3) | 7 | PROJECT FOR PRIDE IN LIVING INC | | No |
| (3) PPL PROPERTIES 1035 FRANKLIN AVENUE MINNEAPOLIS, MN 55404 27-4235225 | AFFORDABLE RENTAL HOUSING | MN | 501(C)(3) | 7 | PROJECT FOR PRIDE IN LIVING INC | | No |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

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

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|---|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|--------------------------------------|----|--|-------------------------------------|----|-----------------------------|
| | | | | | | | Yes | No | | Yes | No | |
| See Additional Data Table | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512 (b)(13) controlled entity? | |
|--|-------------------------|--|----------------------------------|--|------------------------------|------------------------------------|-----------------------------|---|----|
| | | | | | | | | Yes | No |
| (1) PPL SERVICE CORPORATION 1035 EAST FRANKLIN AVENUE MINNEAPOLIS, MN 554042920 41-1518749 | AFFORDABLE HOUSING | MN | PROJECT FOR PRIDE IN LIVING INC | C | 24,430 | 12,049 | 100 000 % | | No |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

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

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)

- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)

- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)

- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses

- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

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

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

| (a) Name of other organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|---|-------------------------------|------------------------|--|
| (1) VARIOUS LIMITED PARTNERSHIPS | D | 2,619,960 | COST |
| (2) VARIOUS LIMITED PARTNERSHIPS | E | 7,904,363 | COST |
| (3) VARIOUS LIMITED PARTNERSHIPS | L | 5,071,003 | COST |
| (4) VARIOUS LIMITED PARTNERSHIPS | M | 4,510,088 | COST |
| | | | |
| | | | |

Part VII Supplemental Information

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

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

