

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

2012Open to Public
Inspection**A** For the 2012 calendar year, or tax year beginning **AUG 1, 2012** and ending **JUL 31, 2013****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**STUDENTSFIRST**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

825 K STREET, 2ND FLOOR

City, town, or post office, state, and ZIP code

SACRAMENTO, CA 95814**F** Name and address of principal officer **MICHELLE RHEE****SAME AS C ABOVE****D** Employer identification number**27-3659685****E** Telephone number**(916) 287-9220****G** Gross receipts \$**21,344,865.****H(a)** Is this a group return

for affiliates?

☐ Yes ☒ No**H(b)** Are all affiliates included?☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶**I** Tax-exempt status ☐ 501(c)(3) ☒ 501(c)(**4**) (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: **WWW.STUDENTSFIRST.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **2010** **M** State of legal domicile: **DC****Part I Summary**

Activities & Governance		Revenue		Expenses		Net Assets or Fund Balances	
1	Briefly describe the organization's mission or most significant activities: BUILD A NATIONAL MOVEMENT TO DEFEND THE INTERESTS OF CHILDREN IN PUBLIC EDUCATION.						
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					
4	Number of independent voting members of the governing body (Part VI, line 1b)	4					
5	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5				178	
6	Total number of volunteers (estimate if necessary)	6				7	
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a				0.	
7b	Net unrelated business taxable income from Form 990-T, line 34	7b				0.	
8	Contributions and grants (Part VIII, line 1h)		Prior Year		Current Year		
9	Program service revenue (Part VIII, line 2g)		15,582,352.		18,650,341.		
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)		0.		0.		
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		<136,237.>		<19,878.>		
12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		11,739.		82,655.		
13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		15,457,854.		18,713,118.		
14	Benefits paid to or for members (Part IX, column (A), line 4)		3,526,800.		2,378,280.		
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0.		0.		
16a	Professional fundraising fees (Part IX, column (A), line 11e)		2,473,561.		5,532,041.		
16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 799,444.		40,000.		0.		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		7,329,064.		7,378,280.		
18	Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		13,369,425.		15,288,601.		
19	Revenue less expenses Subtract line 18 from line 12		2,088,429.		3,424,517.		
20	Total assets (Part X, line 16)		Beginning of Current Year		End of Year		
21	Total liabilities (Part X, line 26)		4,300,848.		7,344,856.		
22	Net assets or fund balances Subtract line 21 from line 20		1,291,663.		911,154.		
			3,009,185.		6,433,702.		

Part II Signature Block

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

Sign Here

Signature of officer

Date

MICHELLE RHEE, FOUNDER AND CEO

Type or print name and title

Paid

Print/Type preparer's name

LYNN HENLEY

Preparer's signature

Date

6/13/14

Check if self-employed

☐

PTIN

P00356034**Preparer**

Firm's name

ARMANINO LLP

Firm's EIN

94-6214841**Use Only**

Firm's address

12657 ALCOSTA BOULEVARD, SUITE 500**SAN RAMON, CA 94583-4600**

Phone no.

925-790-2600

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

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SCANNED JUL 09 2014

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☐**1** Briefly describe the organization's mission.

OUR MISSION IS TO BUILD A NATIONAL MOVEMENT TO DEFEND THE INTERESTS OF CHILDREN IN PUBLIC EDUCATION AND PURSUE TRANSFORMATIVE REFORM, SO THAT AMERICA HAS THE BEST EDUCATION SYSTEM IN THE WORLD.

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 \$ 12,756,066. including grants of \$ 2,378,280.) (Revenue \$ _____)

THROUGH WORK AT THE STATE LEVEL TO ADDRESS EDUCATION REFORM LEGISLATIVELY, ELECTORAL WORK IN ACTIVE STATES, OUTREACH TO TEACHERS, AND COLLABORATION WITH MEMBERS, THE ORGANIZATION DEVOTES ITSELF TO MAKING SURE EVERY CHILD RECEIVES THE BEST EDUCATION AND THAT EVERY CHILD, IN EVERY STATE, HAS A GREAT TEACHER AT THE FRONT OF THE CLASSROOM AND ACCESS TO A GREAT SCHOOL.

4b (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4c** (Code _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)**4d** Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **12,756,066.**

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

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

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

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

☒**Section A. Governing Body and Management**

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

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

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	X
b	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?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	X
b	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	12a	X
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X
13	Did the organization have a written whistleblower policy?	13	X
14	Did the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	X
b	Other officers or key employees of the organization	15b	X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	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?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **AK, AL, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **MICHAEL HASSID - 916-287-9220**
825 K STREET, SECOND FLOOR, SACRAMENTO, CA 95814

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHELLE RHEE FOUNDER/CEO/DIRECTOR	24.00 16.00	X		X				204,655.	136,437.	7,299.
(2) JOEL KLEIN DIRECTOR/CHAIRMAN	1.00 1.00	X		X				0.	0.	0.
(3) CONNIE CHUNG DIRECTOR	1.00 1.00	X						0.	0.	0.
(4) BILL COSBY DIRECTOR	1.00 1.00	X						0.	0.	0.
(5) JENNIFER JOHNSON DIRECTOR	1.00 1.00	X						0.	0.	0.
(6) ROLAND MARTIN DIRECTOR	1.00 1.00	X						0.	0.	0.
(7) JALEN ROSE DIRECTOR	1.00 1.00	X						0.	0.	0.
(8) BLAIR TAYLOR DIRECTOR	1.00 1.00	X						0.	0.	0.
(9) KAHLIL BYRD PRESIDENT	14.00 26.00			X				34,347.	63,787.	0.
(10) REBECCA SIBILIA CHIEF OPERATING OFFICER	12.00 28.00			X				44,172.	103,068.	6,183.
(11) DMITRI MEHLHORN CHIEF OPERATING OFFICER	10.00 30.00			X				45,779.	137,337.	23.
(12) MICHAEL HASSID CHIEF FINANCIAL OFFICER	0.00 0.00			X				0.	0.	0.
(13) ANGELIA DICKENS GENERAL COUNSEL	32.00 8.00			X				139,012.	34,753.	6,914.
(14) KELLEN ARNO VP OF MEMBERSHIP	24.00 16.00			X				15,565.	10,377.	3,262.
(15) SKY GALLEGOS VP OF NATIONAL ELECTORAL INITIATIVES	40.00 0.00			X				62,083.	0.	3,049.
(16) ERIC LERUM VP OF NATIONAL POLICY	8.00 32.00			X				31,641.	126,564.	6,183.
(17) TIMOTHY MELTON VP OF LEGISLATIVE AFFAIRS	40.00 0.00			X				175,565.	0.	15,452.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) MEYYAPPAN SEVUGAN VP OF COMMUNICATIONS	4.00 36.00			X				21,988.	197,890.	6,183.
(19) TALYA STEIN VP OF DEVELOPMENT	20.00 20.00			X				146,437.	146,437.	26.
(20) ENOCH WOODHOUSE VP OF EXTERNAL AFFAIRS	12.00 28.00			X				35,885.	83,732.	4,395.
(21) XIMENA HARTSOCK DIRECTOR OF OUTREACH	26.00 14.00				X			118,233.	63,664.	6,099.
(22) DOMINIQUE AMIS DIRECTOR OF SPECIAL PROJECTS	16.00 24.00					X		55,572.	83,358.	4,395.
(23) AMY DOWELL DIRECTOR OF DEVELOPMENT	20.00 20.00					X		72,500.	72,500.	0.
(24) DANA PETERSON MN STATE DIRECTOR	26.00 14.00					X		72,288.	38,924.	5,591.
(25) JOSEPH PHILLIPS COMMUNICATIONS CHIEF OF STAFF	4.00 36.00					X		10,028.	90,250.	3,315.
(26) JERI POWELL CT STATE DIRECTOR	30.00 10.00					X		90,536.	30,179.	6,183.
1b Sub-total								1,376,286.	1,419,257.	84,552.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								1,376,286.	1,419,257.	84,552.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **20**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	5	X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
SKDKNICKERBOCKER LLC, 1818 N STREET NW, STE. 450, WASHINGTON, DC 20036	CONSULTING SERVICES	2,080,990.
CHANGE.ORG, 2710 BROADWAY, 2ND FL, #130, NEW YORK, NY 10025	MEMBERSHIP SERVICES	1,669,000.
STRATEGIC PUBLIC PARTNERS LLC, 88 EAST BROAD STREET, STE 1770, COLUMBUS, OH 43215	CONSULTING SERVICES	650,522.
TUSK STRATEGIES, INC. 928 BROADWAY, STE. 300, NEW YORK, NY 10010	CONSULTING SERVICES	588,002.
BLUE STATE DIGITAL, INC. 406 7TH STREET NW, WASHINGTON, DC 20004	WEB SERVICES	484,402.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **24**

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	18,650,341.				
	g Noncash contributions included in lines 1a-1f \$		2,631,712.				
	h Total. Add lines 1a-1f		18,650,341.				
Program Service Revenue	Business Code						
	2 a						
	b						
	c						
	d						
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f							
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		35.			35.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real (ii) Personal					
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)		18,084.			18,084.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other					
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)		<19,913.>			<19,913.>	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18	a					
	b Less direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
	Miscellaneous Revenue		Business Code				
	11 a MISCELLANEOUS REVENUE	900099	64,571.			64,571.	
	b						
c							
d All other revenue							
e Total. Add lines 11a-11d		64,571.					
12 Total revenue. See instructions.		18,713,118.	0.	0.	62,777.		

Part IX Statement of Functional Expenses

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

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

☒ X

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	2,378,280.	2,378,280.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	1,365,184.	778,195.	335,752.	251,237.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	3,628,532.	2,641,272.	722,891.	264,369.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	213,381.	189,572.	8,616.	15,193.
10 Payroll taxes	324,944.	244,000.	54,363.	26,581.
11 Fees for services (non-employees)				
a Management				
b Legal	449,119.	348,666.	76,948.	23,505.
c Accounting	120,993.	88,630.	25,797.	6,566.
d Lobbying	1,104,133.	1,104,133.		
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 Sch O.)	2,072,795.	1,754,646.	241,871.	76,278.
12 Advertising and promotion	1,144,225.	1,141,814.	1,932.	479.
13 Office expenses	253,129.	197,117.	40,361.	15,651.
14 Information technology	238,928.	188,255.	30,791.	19,882.
15 Royalties				
16 Occupancy	222,927.	164,013.	47,208.	11,706.
17 Travel	815,301.	643,253.	102,867.	69,181.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	51,286.	44,971.	2,487.	3,828.
20 Interest	230.	168.	50.	12.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	103,576.	74,296.	21,667.	7,613.
23 Insurance	44,481.	32,696.	9,487.	2,298.
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 MEMBERSHIP SERVICES	703,923.	703,923.		
b DUES & SUBSCRIPTIONS	28,274.	20,028.	3,738.	4,508.
c LICENSE & REGISTRATION	24,960.	18,138.	6,265.	557.
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	15,288,601.	12,756,066.	1,733,091.	799,444.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	317,381.	1	1,097,594.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	1,076,000.	3	1,344,467.
	4 Accounts receivable, net	31,425.	4	8,315.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L.		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L.		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	57,243.	9	151,730.
	10a Land, buildings, and equipment - cost or other basis. Complete Part VI of Schedule D.	517,904.		
	10b Less accumulated depreciation	144,434.	10c	373,470.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11.		12	
	13 Investments - program-related. See Part IV, line 11.		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11.	2,371,864.	15	4,369,280.
16 Total assets. Add lines 1 through 15 (must equal line 34).	4,300,848.	16	7,344,856.	
Liabilities	17 Accounts payable and accrued expenses	1,204,291.	17	756,295.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D.		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L.		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D.	87,372.	25	154,859.
	26 Total liabilities. Add lines 17 through 25.	1,291,663.	26	911,154.
	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		1,933,185.	27	4,713,622.
28 Temporarily restricted net assets		1,076,000.	28	1,720,080.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		3,009,185.	33	6,433,702.
34 Total liabilities and net assets/fund balances		4,300,848.	34	7,344,856.

Part XI Reconciliation of Net AssetsCheck 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	18,713,118.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,288,601.
3	Revenue less expenses Subtract line 2 from line 1	3	3,424,517.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,009,185.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	6,433,702.

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☒

- 1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ 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:
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
☐ Separate basis ☐ Consolidated basis ☒ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O
- 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?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2012)

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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

OMB No 1545-0047

2012

Open to Public
Inspection

▶ **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.

Name of organization **STUDENTSFIRST** Employer identification number **27-3659685**

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 ▶ \$ **2,221,688.**
- 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 ▶ \$ **1,575,638.**
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ **646,050.**
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ **2,221,688.** ☐ Yes ☒ No
- 4 Did the filing organization file Form 1120-POL for this year?
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
STORM PAC	PO BOX 950 AUBURN, AL 36831	25-4849107	2,500.	0.
AARON BEAN FOR SENATE	FERNANDINA BEACH, FL 32034	59-3660345	500.	0.
ALLIANCE FOR A STRONG ECONOMY	610 SOUTH BOULEVARD TAMPA,	26-2627821	2,000.	0.
BILL GALVANO CAMPAIGN	PO BOX 218 BRADENTON, FL 342	71-0871103	500.	0.
COMMITTEE FOR A CONSERVATIVE HOUSE	TALLAHASSEE, FL 32312	27-4459638	15,000.	0.
CONSERVATIVE PRINCIPLES FOR FLORI	CORAL GABLES, FL 33134	45-3640698	5,000.	0.

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

Schedule C (Form 990 or 990-EZ) 2012

LHA

SEE PART IV FOR CONTINUATION

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			
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?			

☐ Yes ☐ 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					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2012

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

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

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	X		304.
i Other activities?	X		294.
j Total. Add lines 1c through 1i			598.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
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?	X	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?		X

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

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

Part IV Supplemental Information

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

PART I-A, LINE 1:

STUDENTSFIRST SUPPORTED CANDIDATES THROUGH DIRECT CONTRIBUTIONS AND ENGAGED IN INDEPENDENT EXPENDITURES.

PART I-C CONTINUATION FOR INCOMPLETE NAME/ADDRESS INFORMATION:**AARON BEAN FOR SENATE**

Part IV Supplemental Information (continued)

305 BONNIEVIEW ROAD FERNANDINA BEACH, FL 32034

COMMITTEE FOR A CONSERVATIVE HOUSE

6753 THOMASVILLE ROAD, SUITE 108 TALLAHASSEE, FL 32312

CONSERVATIVE PRINCIPLES FOR FLORIDA

95 MERRICK WAY, SUITE 250 CORAL GABLES, FL 33134

PART I-C CONTINUATION:

CREATING POSSIBILITIES CCE

610 SOUTH BOULEVARD TAMPA, FL 33606

EIN: 20-8405762 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

DANA YOUNG CAMPAIGN

PO BOX 10464 TAMPA, FL 33679

COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

DARREN SOTO FOR STATE SENATE

419 NORTH MAGNOLIA AVENUE ORLANDO, FL 32801

COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

DAVID SANTIAGO CAMPAIGN

2631 EUSTACE AVENUE DELTONA, FL 32725

COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

DAVID SIMMONS CAMPAIGN

PO BOX 161611 ALTAMONTE SPRINGS, FL 32716

EIN: 91-2104363 COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

ELLYN BOGDANOFF FOR STATE SENATE

908 SOUTH ANDREWS AVENUE FORT LAUDERDALE, FL 33316

COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

FLORIDA CONSERVATIVE ALLIANCE

2650-A MITCHAM DRIVE TALLAHASSEE, FL 32308

EIN: 45-3696689 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

FLORIDIANS FOR A STRONG 67

610 SOUTH BOULEVARD, SUITE 100 TAMPA, FL 33606

EIN: 27-0934734 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

FLORIDIANS FOR PROSPERITY AND ECONOMIC LIBERTY

186 INDUSTRIAL CENTER DRIVE LAKE HELEN, FL 32744

EIN: 45-5298473 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

GROWING FLORIDA'S FUTURE

610 SOUTH BOULEVARD TAMPA, FL 33606

EIN: 46-3841426 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

HALSEY BESHEARS CAMPAIGN

PO BOX 755 MONTICELLO, FL 32345

COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

JEANETTE NUNEZ CAMPAIGN

2820 SOUTHWEST 140 AVENUE MIAMI, FL 33175

COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)LIZBETH BENACQUISTO CAMPAIGNPO BOX 60543 FOR MYERS, FL 33906COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.MARCO PENA CAMPAIGNPO BOX 781065 ORLANDO, FL 32878EIN: 45-5030050 COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.MICHAEL BILECA CAMPAIGN6720 SOUTHWEST 145 STREET MIAMI, FL 33158EIN: 59-5344742 COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.PROTECT OUR LIBERTY5730 CORPORATE WAY, SUITE 214 WEST PALM BEACH, FL 33407EIN: 45-2560020 COL (D) AMOUNT: 17000. COL (E) AMOUNT: 0.SCOTT PLAKON CAMPAIGN186 INDUSTRIAL PARK DRIVE LAKE HELEN, FL 32744COL (D) AMOUNT: 500. COL (E) AMOUNT: 0.ALBERS FOR SENATE530 JUNCTION POINT ROSWELL, GA 30075COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.CAMPAIGN TO ELECT RANDY NIX219 E YORKTOWN DRIVE LAGRANGE, GA 30240COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

CASEY CAGLE FOR LT. GOVERNOR

3301 BUCKEYE ROAD, SUITE 209 ATLANTA, GA 30341

EIN: 91-2063463 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

CHANCE FOR SENATE

PO BOX 267 TYRONE, GA 30290

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

CITIZENS TO ELECT BROOKS COLEMAN

PO BOX 273 DULUTH, GA 30096

COL (D) AMOUNT: 750. COL (E) AMOUNT: 0.

COBB COUNTY REPUBLICAN PARTY

PO BOX 1232 MARIETTA, GA 30061

EIN: 26-0463570 COL (D) AMOUNT: 200. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT AMY CARTER

PO BOX 4930 VALDOSTA, GA 31604

EIN: 26-4051750 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT THOMAS S. DICKSON

5043 VILLAGE DRIVE COHUTTA, GA 30710

EIN: 27-2599970 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

DAR'SHUN KENDRICK FOR HOUSE DISTRICT 93

1981 PIEDMONT POINT DRIVE LITHONIA, GA 30058

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

DAVID SHAFER SENATE COMMITTEE

PO BOX 250 DULUTH, GA 30096

EIN: 45-3761564 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

EDWARD LINDSEY FOR STATE HOUSE 54 COMMITTEE, INC.

3340 PEACHTREE ROAD, SUITE 2100 ATLANTA, GA 30326

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS AND NEIGHBORS OF CURT THOMPSON

6320 GLENBROOK DRIVE TUCKER, GA 30084

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FRIENDS FOR CHIP ROGERS

PO BOX 813 WOODSTOCK, GA 30188

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF BILL HEATH

2225 CASHTOWN ROAD BREMEN, GA 30110

EIN: 58-2585321 COL (D) AMOUNT: 1300. COL (E) AMOUNT: 0.

FRIENDS OF CALVIN SMYRE

PO BOX 181 COLUMBUS, GA 31902

EIN: 58-1941970 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FRIENDS OF JAN JONES

13765 BRITTLE ROAD ALPHARETTA, GA 30004

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

FRIENDS OF JESSE STONE

533 JONES AVENUE WAYNESBORO, GA 30830

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF LARRY O'NEAL

200 WILLINGHAM DRIVE BONAIRE, GA 31005

EIN: 03-0471533 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

FRIENDS OF RAHN MAYO

PO BOX 360549 DECATUR, GA 30036

EIN: 77-0689812 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

FRIENDS OF STACEY Y. ABRAMS

PO BOX 5750 ATLANTA, GA 31107

EIN: 20-3691682 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FRIENDS OF TOMMIE WILLIAMS

148 WILLIAMS AVENUE LYONS, GA 30346

EIN: 91-2063366 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

GEORGIA HOUSE REPUBLICAN TRUST, INC.

103 COLONY COURT MACON, GA 31210

EIN: 27-2395646 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

GEORGIA REPUBLICAN SENATORIAL TRUST

1300 HAMPTON ROAD DOUGLAS, GA 31533

EIN: 91-2120349 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)HENSON FOR SENATE2643 STERLING ACRES DRIVE TUCKER, GA 30084EIN: 73-1646963 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.HOUSE MINORITY CAUCUSPO BOX 20442 ATLANTA, GA 30325COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.HUNTER HILL FOR STATE SENATE2451 CUMBERLAND PARKWAY, SUITE 3439 ATLANTA, GA 30339EIN: 26-1737552 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.RALSTON FOR REPRESENTATIVE COMMITTEEPO BOX 2188 GAINESVILLE, GA 30503EIN: 27-2894066 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.SENATE MINORITY CAUCUSPO BOX 20442 ATLANTA, GA 30325COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.THE COMMITTEE TO ELECT JOHN MEADOWSPO BOX 1255 CALHOUN, GA 30703EIN: 27-2886330 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.THE HONORABLE MIKE DUDGEON10075 NORMANDY LANE SUWANEE, GA 30024EIN: 45-1874408 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

ALAN CASAVANT FOR HOUSE REPRESENTATIVE

22 MEETING HOUSE ROAD BIDDEFORD, ME 04005

COL (D) AMOUNT: 350. COL (E) AMOUNT: 0.

BRIAN BOLDUC

54 RIVERSIDE DRIVE AUBURN, ME 04210

COL (D) AMOUNT: 350. COL (E) AMOUNT: 0.

CHARTING MAINE'S FUTURE

312 RIDGE ROAD LISBON FALLS, ME 04252

EIN: 81-0620660 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

HAYES FOR ME

PO BOX 367 BUCKFIELD, ME 04220

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

HOUSE REPUBLICAN TEAM (MAINE)

PO BOX 5629 AUGUSTA, ME 04332

COL (D) AMOUNT: 150. COL (E) AMOUNT: 0.

MAINE SENATE REPUBLICAN MAJORITY

PO BOX 1 AUGUSTA, ME 04332

EIN: 26-3733192 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

REPUBLICAN SPEAKERS FUND

PO BOX 915 AUGUSTA, ME 04330

COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)RESPECT MAINEPO BOX 211 HAMPDEN, ME 04444COL (D) AMOUNT: 350. COL (E) AMOUNT: 0.EASTERN WHITE PINE ADMINISTRATIVE FUND215 SOUTH WASHINGTON SQUARE, SUITE 210 LANSING, MI 48933EIN: 27-4211391 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.GREAT LAKES ADMINISTRATIVE ACCOUNT106 WEST ALLEGAN, SUITE 200 LANSING, MI 48933EIN: 46-0744041 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.MICHIGAN REPUBLICAN ADMINISTRATION ACCOUNT520 SEYMOUR AVENUE LANSING, MI 48933EIN: 38-1221182 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.OAKLAND'S FUTURE FUND202 EUCLID AVENUE ROYAL OAK, MI 48067EIN: 46-0940287 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.POSTHUMUS LYONS COMMUNITY FUND7815 ALDEN NASH SOUTHEAST ALTO, MI 49506EIN: 45-2893371 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.SEVENTH ADMINISTRATIVE ACCOUNT221 UNIVERSITY DRIVE EAST LANSING, MI 48823EIN: 27-0349694 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

CITIZENS FOR DIEHL

2404 WHITE STABEL ROAD TOWN AND COUNTRY, MO 63131

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

CITIZENS FOR GOOD

PO BOX 800 HILLSBORO, MO 63050

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

CITIZENS FOR MARSHA HAEFNER

3015 CARVERVIEW COURT ST LOUIS, MO 63129

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

CITIZENS FOR MYRON NETH

118 NORTH CONISTOR, SUITE B #202 LIBERTY, MO 64068

EIN: 27-2170897 COL (D) AMOUNT: 3500. COL (E) AMOUNT: 0.

CITIZENS FOR RIDDLE

7227 STATE ROAD MOKANE, MO 65069

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

CITIZENS FOR SOMMER

901 BOONE'S LICK ROAD ST CHARLES, MO 63301

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

CITIZENS FOR TIMOTHY W. JONES

PO BOX 434 EUREKA, MO 63025

EIN: 27-1316155 COL (D) AMOUNT: 8000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)CITIZENS FOR TORPEY821 EAST MANOR ROAD INDEPENDENCE, MO 64055COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.CITIZENS TO ELECT JAMILAH NASHEED4710 LEE AVENUE ST LOUIS, MO 63115COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.CITIZENS TO ELECT JOHN WRIGHTPO BOX 331 COLUMBIA, MO 65205EIN: 45-4644242 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.CITIZENS TO ELECT MIKE KEHOEPO BOX 105527 JEFFERSON CITY, MO 65110EIN: 27-0535059 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.COMMITTEE TO ELECT JAKE HUMMEL3841 HOLLY HILLS BOULEVARD ST LOUIS, MO 63116COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.COMMITTEE TO ELECT RON RICHARD1419 WEST 4TH STREET JOPLIN, MO 64801EIN: 42-1542704 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.COMMITTEE TO ELECT SHALONN "KIKI" CURLS4609 PASEO BOULEVARD, SUITE 107 KANSAS CITY, MO 64110COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

DEMPSEY FOR SENATE

TWO WESTBURY DRIVE ST CHARLES, MO 63301

EIN: 26-0283742 COL (D) AMOUNT: 3000. COL (E) AMOUNT: 0.

FRIENDS FOR MUNTZEL

PO BOX 304 BOONVILLE, MO 65233

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FRIENDS OF CALEB JONES

PO BOX 5 CALIFORNIA, MO 65018

EIN: 38-3819303 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

FRIENDS OF JASON SMITH

45943 HWY 72 SALEM, MO 65560

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

FRIENDS OF JAY BARNES

219 EAST DUNKLIN STREET, SUITE A JEFFERSON CITY, MO 65101

EIN: 27-1235079 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF PETER KINDER

1220 ROCKWOOD DRIVE CAPE GIRARDEAU, MO 63701

EIN: 43-1291248 COL (D) AMOUNT: 7500. COL (E) AMOUNT: 0.

FRIENDS OF RICK STREAM

1229 LOCKETT LANE KIRKWOOD, MO 63122

COL (D) AMOUNT: 3500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

FRIENDS OF ROBERT CORNEJO

PO BOX 246 SAINT PETERS, MO 63376

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FRIENDS OF STEVE WEBB

3829 KENTUCKY DERBY DRIVE FLOURISSANT, MO 63034

COL (D) AMOUNT: 800. COL (E) AMOUNT: 0.

FRIENDS OF SUSAN CARLSON

7042 WESTMORELAND DRIVE ST LOUIS, MO 63130

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FRIENDS OF TODD RICHARDSON

PO BOX 310 POPLAR BLUFF, MO 63902

EIN: 45-3853345 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

HOUSE DEMOCRAT CAMPAIGN COMMITTEE

PO BOX 2235 JEFFERSON CITY, MO 65102

EIN: 43-1379940 COL (D) AMOUNT: 7500. COL (E) AMOUNT: 0.

HOUSE REPUBLICAN CAMPAIGN COMMITTEE (MO)

PO BOX 1313 JEFFERSON CITY, MO 65102

EIN: 43-1459279 COL (D) AMOUNT: 15000. COL (E) AMOUNT: 0.

JUSTUS FOR SENATE

PO BOX 411464 KANSAS CITY, MO 64141

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

LIBLA FOR SENATE

5287 HWY 67 NORTH POPLAR BLUFF, MO 63901

COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

MICHAEL BUTLER FOR A BETTER MISSOURI

3219 RUSSELL BOULEVARD #8 ST LOUIS, MO 63110

EIN: 46-2698027 COL (D) AMOUNT: 200. COL (E) AMOUNT: 0.

MISSOURI SENATE CAMPAIGN COMMITTEE

PO BOX 754 JEFFERSON CITY, MO 65102

EIN: 01-0890329 COL (D) AMOUNT: 12500. COL (E) AMOUNT: 0.

MISSOURIANS FOR DOKES

606 DAVIDSON COURT ST PETERS, MO 63376

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

NIXON FOR GOVERNOR

PO BOX 11418 ST LOUIS, MO 63105

COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

PARSON FOR STATE SENATE

940 NORTH REDEL PLACE BOLIVAR, MO 65613

EIN: 43-1579701 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

PEARCE FOR SENATE

PO BOX 202 JEFFERSON CITY, MO 65102

EIN: 30-0596448 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

SCHMITT FOR MISSOURI

PO BOX 220722 KIRKWOOD, MO 63122

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

SENATE DEMOCRATIC CAMPAIGN COMMITTEE

208 MADISON STREET JEFFERSON CITY, MO 65102

COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

THE GOOD FOLKS FOR COOKSON

226 FOREST MEADOW DRIVE POPLAR BLUFF, MO 63901

EIN: 92-0155974 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

ASSEMBLY DEMOCRATIC CAUCUS

2215 NORTH RAMPART BOULEVARD, #305 LAS VEGAS, NV 89128

EIN: 88-0205213 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT AARON FORD

PO BOX 96003 LAS VEGAS, NV 89193

EIN: 27-1373046 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT DAVID ESPINOSA

PO BOX 51016 SPARKS, NV 89435

COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT DEBBIE SMITH

3270 WILMA DRIVE SPARKS, NV 89413

EIN: 88-0467783 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

COMMITTEE TO ELECT JAMES OSCARSON

PO BOX 1600 PARUMP, NV 89048

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT MARILYN KIRKPATRICK

4747 SHOWDOWN DRIVE NORTH LAS VEGAS, NV 89031

EIN: 20-0990079 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT MARK HUTCHISON

10080 WEST ALTA DRIVE, SUITE 200 LAS VEGAS, NV 89145

EIN: 45-4207081 COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT MO DENIS

3204 OSAGE AVENUE LAS VEGAS, NV 89101

EIN: 01-0571159 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT OLIVIA DIAZ

PO BOX 365072 NORTH LAS VEGAS, NV 89036

EIN: 27-1451790 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT PAUL ANDERSON

50 SOUTH JONES BOULEVARD, SUITE 202 LAS VEGAS, NV 89107

EIN: 45-3915751 COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

FRIENDS FOR DAVID BOBZIEN

1605 WESLEY DRIVE RENO, NV 89503

EIN: 20-2960741 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

FRIENDS FOR JOYCE WOODHOUSE

1000 NORTH GREEN VALLEY PARKWAY, SUITE 440, #362 HENDERSON, NV 89074

EIN: 20-5643697 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

FRIENDS OF MICHAEL ROBERSON

PO BOX 97251 LAS VEGAS, NV 89193

EIN: 32-0292426 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

FRIENDS OF RANDY KIRNER

PO BOX 17388 RENO, NV 89511

EIN: 27-2656613 COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

FRIENDS OF SCOTT HAMMOND

9500 WEST FLAMINGO #203 LAS VEGAS, NV 89147

EIN: 45-2924552 COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

KIRK FOR SENATE

2018 DEER SPRINGS DRIVE HENDERSON, NV 89074

COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

MARILYN DONDERO LOOP CAMPAIGN

3724 EMERALD BAY CIRCLE LAS VEGAS, NV 89147

EIN: 26-2420903 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

NEVADA HISPANIC LEGISLATIVE CAUCUS

3800 REFLECTION WAY LAS VEGAS, NV 89147

EIN: 45-5550604 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

NEVADA STATE DEMOCRATS

1210 SOUTH VALLEY VIEW, SUITE 114 LAS VEGAS, NV 89102

EIN: 88-0316606 COL (D) AMOUNT: 7500. COL (E) AMOUNT: 0.

NEVADANS TO ELECT ANDERSON FOR ASSEMBLY

438 EAST SAHARA AVENUE LAS VEGAS, NV 89104

EIN: 27-0802486 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

REPUBLICAN ASSEMBLY LEADERSHIP CAUCUS

1180 FOREST STREET RENO, NV 89509

EIN: 88-0468266 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

SENATE REPUBLICAN LEADERSHIP CONFERENCE

PO BOX 97251 LAS VEGAS, NV 89193

EIN: 88-0468043 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

CITIZENS FOR JIM CHRISTIANA

592A THIRD STREET BEAVER, PA 15009

EIN: 45-3815260 COL (D) AMOUNT: 8000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT AUMENT

PO BOX 194 LANDISVILLE, PA 17538

EIN: 27-1836841 COL (D) AMOUNT: 300. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT JOE EMRICK

2312 BLUE JAY DRIVE NAZARETH, PA 18064

EIN: 23-3086754 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

COMMITTEE TO ELECT MARGO DAVIDSON

45 SCOTTSDALE ROAD, SUITE 2 LANSDOWNE, PA 19050

EIN: 27-1735036 COL (D) AMOUNT: 250. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT ROB KAUFFMAN

430 FRANKLIN CHURCH ROAD DILLSBURG, PA 17019

EIN: 16-1705386 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

FOLMER FOR STATE SENATE

PO BOX 804 JONESTOWN, PA 17038

COL (D) AMOUNT: 3000. COL (E) AMOUNT: 0.

FRIENDS OF BRENDAN BOYLE

518 BURGESS STREET PHILADELPHIA, PA 19116

COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

FRIENDS OF JARET GIBBONS

930 BRIDGE STREET ELLWOOD CITY, PA 16117

EIN: 46-1265263 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

FRIENDS OF JOE SCARNATI

PO BOX 33 YOUNGSVILLE, PA 16371

EIN: 91-2063489 COL (D) AMOUNT: 20000. COL (E) AMOUNT: 0.

FRIENDS OF JOHN MCNALLY

PO BOX 545 HARRISBURG, PA 17108

COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

FRIENDS OF JUSTIN SIMMONS

700 NORTH ROUTE 309, SUITE 169 #203 COOPERSBURG, PA 18036

EIN: 45-4088415 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

FRIENDS OF KATE HARPER

PO BOX 510 SPRING HOUSE, PA 19477

EIN: 23-3030959 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

FRIENDS OF KATHLEEN CODER

406 LANGDON DRIVE GIBSONIA, PA 15044

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF KEVIN BOYLE

8035 BURHOLME AVENUE PHILADELPHIA, PA 19111

EIN: 27-4591879 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

HARRISBURG CAPITAL PAC

PO BOX 391 HARRISBURG, PA 17108

EIN: 46-2044501 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

HOUSE REPUBLICAN CAMPAIGN COMMITTEE (PA)

PO BOX 11787 HARRISBURG, PA 17108

EIN: 23-2296022 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

KEYSTONE LEADER'S PAC

PO BOX 506 HARRISBURG, PA 17105

COL (D) AMOUNT: 20000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

RAPP FOR REPRESENTATIVE COMMITTEE

430 FRANKLIN CHURCH ROAD DILLSBURG, PA 17019

COL (D) AMOUNT: 300. COL (E) AMOUNT: 0.

SENATE REPUBLICAN CAMPAIGN COMMITTEE (PA)

PO BOX 792 HARRISBURG, PA 17108

EIN: 23-2115704 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

SMUCKER FOR SENATE

230 DEERFIELD DRIVE LANCASTER, PA 17602

COL (D) AMOUNT: 3000. COL (E) AMOUNT: 0.

TAXPAYERS FOR TOMMY

97 SANKEY LANE OSCEOLA MILLS, PA 16666

COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

THE FRIENDS OF ANDY DINNIMAN

471 SPRUCE DRIVE EXTON, PA 19341

EIN: 23-3049966 COL (D) AMOUNT: 3000. COL (E) AMOUNT: 0.

WILLIAMS FOR SENATE

PO BOX 6313 PHILADELPHIA, PA 19139

COL (D) AMOUNT: 3000. COL (E) AMOUNT: 0.

BETH HARWELL FOR STATE REPRESENTATIVE

6213 CHARLOTTE PIKE, SUITE 112 NASHVILLE, TN 37209

EIN: 62-1401803 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

BILL HASLAM FOR GOVERNOR

415 CHURCH STREET, #1701 NASHVILLE, TN 37219

EIN: 26-3987458 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

BO WATSON FOR STATE SENATE

1208 EAST DALLAS ROAD CHATTANOOGA, TN 37405

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

BROOKS FOR REPRESENTATIVE 19TH DISTRICT

6600 WASHINGTON PIKE KNOXVILLE, TN 37918

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

BUTT FOR STATE REPRESENTATIVE

3870 ALBERT MATTHEWS ROAD COLUMBIA, TN 38401

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

CAMERON SEXTON FOR STATE REPRESENTATIVE

186 HOMESTEAD DRIVE CROSSVILLE, TN 38555

EIN: 27-2314812 COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

CAMPAIGN TO ELECT JOE CARR

PO BOX 192 LASCASSAS, TN 37085

EIN: 46-1826272 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

CAMPAIGN TO RE-ELECT RON LOLLAR

5090 BRIARWIND DRIVE ARLINGTON, TN 38002

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

CITIZENS FOR THE RIGHT WAY FORWARD

PO BOX 571 COOKEVILLE, TN 38503

COL (D) AMOUNT: 3000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT CHARLES SARGENT

PO BOX 1515 FRANKLIN, TN 37065

EIN: 45-3360059 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT JOHN FORGETY

120 COUNTY ROAD 447 ATHENS, TN 37303

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT MARK WHITE

1661 AARON BRENNER DRIVE, SUITE 300 MEMPHIS, TN 38120

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT MIKE BELL

261 COUNTY ROAD 757 RICEVILLE, TN 37370

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT REGINALD TATE FOR STATE SENATE

3422 TOURNAMENT DRIVE MEMPHIS, TN 38125

EIN: 11-3771153 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

COMMITTEE TO ELECT STEVE MCDANIEL

PO BOX 505 SOMERVILLE, TN 38068

EIN: 62-1827595 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

COMMITTEE TO RE-ELECT RUSTY CROWE

808 EAST 8TH AVENUE JOHNSON CITY, TN 37601

EIN: 91-2078117 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

COMMITTEE TO RE-ELECT TIM WIRGAU

130 ABBOTT LANE PARIS, TN 38242

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

CORE LEADERSHIP FUND

2 UNION SQUARE, SUITE 1100 CHATTANOOGA, TN 37402

EIN: 27-2872929 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

CURTIS JOHNSON FOR STATE REP

2599 MEMORIAL DRIVE CLARKSVILLE, TN 37043

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

DICKERSON FOR STATE SENATE

PO BOX 120931 NASHVILLE, TN 37212

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

ELECT BILL DUNN

5309 LAVESTA ROAD KNOXVILLE, TN 37918

EIN: 91-2072806 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

FITZHUGH FOR STATE REPRESENTATIVE

135 SOUTH ALPINE STREET RIPLEY, TN 38063

EIN: 91-2064166 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

FRIENDS OF BARRETT RICH

PO BOX 505 SOMERVILLE, TN 38068

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

FRIENDS OF BEN CLAYBAKER

6901 LENOX VILLAGE DRIVE, SUITE 106 NASHVILLE, TN 37211

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF DOLORES GRESHAM

PO BOX 877 SOMERVILLE, TN 38068

EIN: 46-0572058 COL (D) AMOUNT: 8500. COL (E) AMOUNT: 0.

FRIENDS OF JEREMY DURHAM

802 FOUNDERS POINTE FRANKLIN, TN 37064

COL (D) AMOUNT: 3500. COL (E) AMOUNT: 0.

FRIENDS OF JIM GOTTO

PO BOX 954 HERMITAGE, TN 37076

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF JOHN STEVENS

PO BOX 399 HUNTINGDON, TN 38344

EIN: 45-5340099 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

FRIENDS OF KEVIN BROOKS

PO BOX 4801 CLEVELAND, TN 37320

COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

FRIENDS OF MARY LITTLETON

104 STEVEN NICKS DRIVE DICKSON, TN 37055

COL (D) AMOUNT: 2500. COL (E) AMOUNT: 0.

FRIENDS OF RYAN HAYNES

8614 ASHBOURNE WAY KNOXVILLE, TN 37923

EIN: 26-1891928 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

FRIENDS OF SENATOR MARK NORRIS

853 SOUTH COLLIERVILLE-ARLINGTON ROAD COLLIERVILLE, TN 38017

EIN: 91-2076818 COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

GLEN CASADA FOR STATE REPRESENTATIVE

3144 NATOMA CIRCLE THOMPSON STATION, TN 37179

COL (D) AMOUNT: 4000. COL (E) AMOUNT: 0.

GREEN FOR STATE SENATE

1600 OAK PLAINS ROAD ASHLAND CITY, TN 37015

EIN: 04-3622151 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.

HAILE FOR SENATE

PO BOX 1087 GALLATIN, TN 37066

EIN: 91-2070256 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

HAROLD LOVE FOR STATE REPRESENTATIVE

2516 BUCHANAN STREET NASHVILLE, TN 37208

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)HARWELL PAC6213 CHARLOTTE PIKE, SUITE 112 NASHVILLE, TN 37209COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.HOUSE REPUBLICAN CAUCUSPO BOX 198814 NASHVILLE, TN 37219COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.JACK JOHNSON FOR STATE SENATE330 FRANKLIN ROAD, SUITE 135A-178 BRENTWOOD, TN 37027EIN: 45-3630231 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.JANICE BOWLING FOR STATE SENATE2315 OVOCA ROAD TULLAHOMA, TN 37388COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.JIM TRACY FOR STATE SENATEPO BOX 332166 MURFREESBORO, TN 37133EIN: 20-1216126 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.JOEY HENSLEY FOR SENATE855 SUMMERTOWN HIGHWAY HOHENWALD, TN 38462EIN: 68-0512799 COL (D) AMOUNT: 5000. COL (E) AMOUNT: 0.LAMBERTH FOR STATE REPRESENTATIVEPO BOX 812 PORTLAND, TN 37148EIN: 35-2430818 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)MCCORMICK FOR STATE REPRESENTATIVE2 UNION SQUARE, SUITE 1100 CHATATNOOGA, TN 37402EIN: 27-2872929 COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.MIKE HARRISON CAMPAIGN ACCOUNT115 GREEN ACRES DRIVE ROGERSVILLE, TN 37857COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.PODY FOR STATE REPRESENTATIVE113 SOUTH CUMBERLAND STREET LEBANON, TN 37087COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.POWERS FOR THE PEOPLEPO BOX 179 JACKSBORO, TN 37757EIN: 45-4385816 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.RAAMPACPO BOX 158213 NASHVILLE, TN 37215EIN: 04-3739402 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.RANDY MCNALLY FOR STATE SENATE94 ROYAL TROON CIRCLE OAK RIDGE, TN 37830EIN: 62-1575918 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.REGINALD TATE FOR STATE SENATE3422 TOURNAMENT DRIVE MEMPHIS, TN 38125COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

Part IV Supplemental Information (continued)

RON RAMSEY FOR STATE SENATE

PO BOX 158213 NASHVILLE, TN 37215

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

SANDERSON FOR STATE REPRESENTATIVE

3804 CONCORD ROAD KENTON, TN 38233

EIN: 32-0245682 COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

SENATE REPUBLICAN CAUCUS

306 WAR MEMORIAL BUILDING NASHVILLE, TN 37243

EIN: 62-1133283 COL (D) AMOUNT: 10000. COL (E) AMOUNT: 0.

TENNESSEE REPUBLICAN PARTY ANNUAL STATESMEN'S EVENT

2424 21ST AVENUE, SUITE 200 NASHVILLE, TN 37212

COL (D) AMOUNT: 1250. COL (E) AMOUNT: 0.

TODD GARDENHIRE FOR STATE SENATE

PO BOX 4506 CHATTANOOGA, TN 37405

COL (D) AMOUNT: 1500. COL (E) AMOUNT: 0.

VOTEKELSEY.COM

PO BOX 382354 GERMANTOWN, TN 38183

EIN: 20-0765229 COL (D) AMOUNT: 2000. COL (E) AMOUNT: 0.

WIRGAU FOR STATE REPRESENTATIVE

130 ABBOTT LANE PARIS, TN 38242

COL (D) AMOUNT: 1000. COL (E) AMOUNT: 0.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012Open to Public
Inspection

Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the

organization answered "Yes" to Form 990, Part IV, line 6

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

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

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

1a Beginning of year balance

b Contributions

c Net investment earnings, gains, and losses

d Grants or scholarships

e Other expenditures for facilities and programs

f Administrative expenses

g End of year balance

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a					
1b					
1c					
1d					
1e					
1f					

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

a Board designated or quasi-endowment ☐ _____ %

b Permanent endowment ☐ _____ %

c Temporarily restricted endowment ☐ _____ %

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

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

(i) unrelated organizations

(ii) related organizations

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

	Yes	No
3a(i)		
3a(ii)		
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				
1b Buildings				
1c Leasehold improvements				
1d Equipment		309,431.	86,151.	223,280.
1e Other		208,473.	58,283.	150,190.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				373,470.

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

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ►		

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

(a) Description	(b) Book value
(1) SECURITY DEPOSITS	46,087.
(2) RESTRICTED CASH	1,000,243.
(3) DUE FROM STUDENTSFIRST INSTITUTE	3,322,950.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15)	4,369,280.

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

1.	(a) Description of liability	(b) Book value
	(1) Federal income taxes	
	(2) CAPITALIZED LEASE	10,307.
	(3) DEFERRED RENT	144,552.
	(4)	
	(5)	
	(6)	
	(7)	
	(8)	
	(9)	
	(10)	
	(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)		154,859.

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

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	18,733,254.
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	20,136.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	20,136.
3	Subtract line 2e from line 1	3	18,713,118.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	18,713,118.

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

1	Total expenses and losses per audited financial statements	1	15,308,737.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	20,136.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	20,136.
3	Subtract line 2e from line 1	3	15,288,601.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	15,288,601.

Part XIII Supplemental Information

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

PART X, LINE 2: STUDENTSFIRST HAS EVALUATED ITS CURRENT TAX POSITIONS

AND HAS CONCLUDED THAT AS OF JULY 31, 2013, THEY DO NOT HAVE ANY

SIGNIFICANT UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE WOULD BE

NECESSARY.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

STUDENTSFIRST

Employer identification number
27-3659685

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FOUNDATION FOR ACCOUNTABILITY IN EDUCATION, INC. - PO BOX 131428 - BIRMINGHAM, AL 35213	46-2220733	501(C)(4)	25,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
STUDENTSFIRST CONNECTICUT 151 NEW PARK AVENUE, SUITE 15C/16 HARTFORD, CT 06106	45-4903661	501(C)(4)	150,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
COMMITTEE FOR A CONSERVATIVE HOUSE 6753 THOMASVILLE ROAD, SUITE 108 TALLAHASSEE, FL 32312	27-4459638	527	15,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
GROWING FLORIDA'S FUTURE 610 SOUTH BOULEVARD TAMPA, FL 33606	46-3841426	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
PROTECT OUR LIBERTY 5730 CORPORATE WAY, SUITE 214 WEST PALM BEACH, FL 33407	45-2560020	527	17,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
FAMILIES FOR BETTER PUBLIC SCHOOLS 5030 CENTER HILL CHURCH ROAD LOGANVILLE, GA 30052	45-5290725	501(C)(4)	250,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table

1.

3 Enter total number of other organizations listed in the line 1 table

37.

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

Schedule I (Form 990) (2012)

Part II	Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)						
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PROGRESS PROJECTS 4225 FLEUR DRIVE #134 DES MOINES, IA 50321	26-2404352	501(C)(4)	25,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
RIGHT PRIORITIES, INC. PO BOX 1156 CEDAR RAPIDS, IA 52406	26-4384091	501(C)(4)	25,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
PARENTS FOR EDUCATION REFORM PO BOX 9295 BOISE, ID 83707	46-1035649	501(C)(4)	100,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
MAINE SENATE REPUBLICAN MAJORITY PO BOX 1 AUGUSTA, ME 04332	26-3733192	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
REPUBLICAN SPEAKERS FUND PO BOX 915 AUGUSTA, ME 04330		527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
CITIZENS PROTECTING MICHIGAN'S CONSTITUTION - 600 SOUTH WALNUT - LANSING, MI 48933	26-2958654	501(C)(4)	500,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
FUND FOR MICHIGAN JOBS PO BOX 14097 LANSING, MI 48901	26-3459676	501(C)(4)	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
MAKE MICHIGAN FIRST 3105 SOUTH MARTIN LUTHER KING ROAD LANSING, MI 48910	20-0129614	501(C)(4)	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
MICHIGAN JOBS AND LABOR FOUNDATION PO BOX 12355 LANSING, MI 48901	38-3331134	501(C)(4)	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION

STUDENTSFIRST

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MICHIGAN REPUBLICAN ADMINISTRATION ACCOUNT - 520 SEYMOUR AVENUE - LANSING, MI 48933	38-1221182	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
POSTHUMUS LYONS COMMUNITY FUND 7815 ALDEN NASH SOUTHEAST ALTO, MI 49506	45-2893371	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
CITIZENS FOR TIMOTHY W. JONES AND BILL HASLAM - PO BOX 434 - EUREKA, MO 63025	27-1316155	527	8,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
FRIENDS OF PETER KINDER 1220 ROCKWOOD DRIVE CAPE GIRARDEAU, MO 63701	43-1291248	527	7,500.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
HOUSE DEMOCRAT CAMPAIGN COMMITTEE PO BOX 2235 JEFFERSON CITY, MO 65102	43-1379940	527	7,500.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
HOUSE REPUBLICAN CAMPAIGN COMMITTEE (MO) - PO BOX 1313 - JEFFERSON CITY, MO 65102	43-1459279	527	15,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
MISSOURI SENATE CAMPAIGN COMMITTEE PO BOX 754 JEFFERSON CITY, MO 65102	01-0890329	527	12,500.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
NIXON FOR GOVERNOR PO BOX 11418 ST LOUIS, MO 63105		527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
ASSEMBLY DEMOCRATIC CAUCUS 2215 NORTH RAMPART BOULEVARD, #305 LAS VEGAS, NV 89128	88-0205213	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION

Schedule I (Form 990)

STUDENTSFIRST

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEVADA STATE DEMOCRATS 1210 SOUTH VALLEY VIEW, SUITE 114 LAS VEGAS, NV 89102	88-0316606	527	7,500.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
DONORSCHOOSE.ORG 213 WEST 35TH STREET, 2ND FLOOR EA NEW YORK, NY 10001	13-4129457	501(C)(3)	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
STUDENTSFIRST NEW YORK, INC. 345 7TH AVENUE, SUITE 501 NEW YORK, NY 10001	45-4296699	501(C)(4)	400,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
CITIZENS FOR OUR CHILDREN'S FUTURE 1240 HURON ROAD EAST CLEVELAND, OH 44115		501(C)(4)	50,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
RENEW OHIO 100 EAST BROAD STREET, SUITE 1335 COLUMBUS, OH 43215	45-4875305	501(C)(4)	75,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
CITIZENS FOR JIM CHRISTIANA 592A THIRD STREET BEAVER, PA 15009	45-3815260	527	8,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
FRIENDS OF JOE SCARNATI PO BOX 33 YOUNGSVILLE, PA 16371	91-2063489	527	20,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
KEYSTONE LEADER'S PAC PO BOX 506 HARRISBURG, PA 17105		527	20,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
COMMITTEE FOR SOUTH DAKOTA STUDENTS - 2210 STRATFORD PLACE - PIERRE, SD 57501	23-2956659	501(C)(4)	50,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION

Schedule I (Form 990)

Part II Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II)							
(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST BILL HASLAM FOR GOVERNOR - 415 CHURCH STREET, #1701 - NASHVILLE, TN 37219	26-3987458	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
FRIENDS OF DOLORES GRESHAM PO BOX 877 SOMERVILLE, TN 38068	46-0572058	527	8,500.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
HOUSE REPUBLICAN CAUCUS PO BOX 198814 NASHVILLE, TN 37219		527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
RAAMPAC PO BOX 158213 NASHVILLE, TN 37215	04-3739402	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION
SENATE REPUBLICAN CAUCUS 306 WAR MEMORIAL BUILDING NASHVILLE, TN 37243	62-1133283	527	10,000.	0.			ADVANCE EDUCATION REFORM IN LINE WITH STUDENTFIRST'S MISSION

Schedule I (Form 990)

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

STUDENTSFIRST

Employer identification number
27-3659685

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

☐ First-class or charter travel

☐ Housing allowance or residence for personal use

☐ Travel for companions

☐ Payments for business use of personal residence

☐ Tax indemnification and gross-up payments

☐ Health or social club dues or initiation fees

☐ Discretionary spending account

☐ Personal services (e.g., maid, chauffeur, chef)

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

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all 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.

☐ Compensation committee

☐ Written employment contract

☐ Independent compensation consultant

☒ Compensation survey or study

☒ Form 990 of other organizations

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

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

a The organization?

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

X

4b

X

4c

X

5a

X

5b

X

6a

X

6b

X

7

X

8

X

9

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

Schedule J (Form 990) 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.

PART I, LINE 4A: XIMENA HARTSOCK WAS EMPLOYED UNTIL OCTOBER 19, 2012.
PURSUANT TO A SEVERANCE AGREEMENT, PAYMENTS TOTALING \$53,949 WERE MADE
BETWEEN NOVEMBER 2012 AND JANUARY 2013 BY STUDENTSFIRST (SF). IN ACCORDANCE
WITH A FORMAL AGREEMENT TO SHARE THE COST OF PERSONNEL, STUDENTSFIRST
INSTITUTE (SFI) REIMBURSED SF FOR A PORTION OF THE COST ON A PRO-RATA BASIS
OF ACTUAL PERSONNEL TIME. THAT REIMBURSEMENT TOTALED \$18,882.

TAYLA STEIN WAS EMPLOYED UNTIL NOVEMBER 2, 2012. PURSUANT TO A SEVERANCE
AGREEMENT, A SINGLE PAYMENT OF \$76,948 WAS MADE IN NOVEMBER 2012 BY
STUDENTSFIRST (SF). IN ACCORDANCE WITH A FORMAL AGREEMENT TO SHARE THE COST
OF PERSONNEL, STUDENTSFIRST INSTITUTE (SFI) REIMBURSED SF FOR A PORTION OF
THE COST ON A PRO-RATA BASIS OF ACTUAL PERSONNEL TIME. THAT REIMBURSEMENT
TOTALED \$38,474.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization **STUDENTSFIRST** Employer identification number **27-3659685**

Part I Types of Property		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	2	2,631,712.	FMV
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution - Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ► ()				
26	Other ► ()				
27	Other ► ()				
28	Other ► ()				

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

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

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

Schedule M (Form 990) (2012)

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization

STUDENTSFIRST

Employer identification number
27-3659685

FORM 990, PART VI, SECTION A, LINE 1: THE ORGANIZATION HAS A THREE-MEMBER EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS. THE EXECUTIVE COMMITTEE HAS THE POWER TO EXERCISE ANY POWERS GRANTED TO THE BOARD OF DIRECTORS, EXCEPT AS EXPRESSLY LIMITED BY APPLICABLE LAW, IN CIRCUMSTANCES WHEN IT IS IMPRACTICAL FOR THE FULL BOARD TO MEET.

FORM 990, PART VI, SECTION A, LINE 2: REBECCA SIBILIA AND ERIC LERUM ARE RELATED BY MARRIAGE.

FORM 990, PART VI, SECTION B, LINE 11: THE STUDENTSFIRST IRS FORM 990 IS PREPARED BY A LICENSED CPA AND REVIEWED INTERNALLY BY THE CHIEF FINANCIAL OFFICER AND THE GENERAL COUNSEL. ANY REVISIONS ARE PROVIDED TO THE LICENSED CPA AND ONCE REVISED, THE FINAL DRAFT IRS FORM 990 IS REVIEWED BY THE ORGANIZATION'S BOARD OF DIRECTORS PRIOR TO SUBMISSION AND FILING WITH THE INTERNAL REVENUE SERVICE.

FORM 990, PART VI, SECTION B, LINE 12C: DIRECTORS AND OFFICERS SHALL DISCLOSE TO THE BOARD ANY FINANCIAL INTEREST WHICH THE DIRECTOR OR OFFICER DIRECTLY OR INDIRECTLY HAS IN ANY PERSON OR ENTITY WHICH IS A PARTY TO A TRANSACTION UNDER CONSIDERATION BY THE BOARD. THE INTERESTED DIRECTOR OR OFFICER SHALL ABSTAIN FROM VOTING ON THE TRANSACTION.

FORM 990, PART VI, SECTION B, LINE 15: THE REVIEW AND APPROVAL OF THE SALARIES OF THE ORGANIZATION'S CEO, OTHER OFFICERS, AND KEY EMPLOYEES IS CONDUCTED UPON HIRE USING COMPARABILITY DATA, SUCH AS INDUSTRY SURVEYS AND DOCUMENTED COMPENSATION OF PERSONS HOLDING SIMILAR POSITIONS IN COMPARABLE

Name of the organization	STUDENTSFIRST	Employer identification number	27-3659685
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ORGANIZATIONS.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AK, AL, AR, CA, CO, CT, DC, FL, GA, IL, KS, KY, MA, MD, ME, MI, MN, MO, MS, NC, ND, NH, NJ, NM, NY
OH, OK, OR, PA, RI, SC, TN, UT, VA, WA, WI, WV

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS
GOVERNING DOCUMENTS AVAILABLE AS REQUIRED BY LAW.

FORM 990, PART IX, LINE 11G, OTHER FEES:

CONSULTANTS:

PROGRAM SERVICE EXPENSES	1,264,135.
MANAGEMENT AND GENERAL EXPENSES	241,871.
FUNDRAISING EXPENSES	76,278.
TOTAL EXPENSES	1,582,284.

POLLING:

PROGRAM SERVICE EXPENSES	284,732.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	284,732.

CANVASSING:

PROGRAM SERVICE EXPENSES	205,779.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	205,779.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 2,072,795.

Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

FORM 990, PART XII, LINE 2C

THE PROCESS HAS NOT CHANGED SINCE THE PRIOR YEAR.

SCHEDULE C, PART I-C, LINE 5C

THE ORGANIZATION REQUESTED EINS FOR ALL CONTRIBUTIONS LISTED ON

SCHEDULE C.

SCHEDULE I, PART II, SECTION II, LINE 1B

THE ORGANIZATION REQUESTED EINS FOR ALL CONTRIBUTIONS LISTED ON

SCHEDULE I.

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)**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	Yes	No
(1) STUDENTSFIRST CONNECTICUT	B	150,000.FAIR MARKET VALUE			
(2) STUDENTSFIRST INSTITUTE	D	1,000,000.FAIR MARKET VALUE			
(3) STUDENTSFIRST INSTITUTE	Q	7,619,953.FAIR MARKET VALUE			
(4) STUDENTSFIRST CONNECTICUT	Q	63,531.FAIR MARKET VALUE			
(5)					
(6)					

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

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions
File by the due date for filing your return. See instructions	STUDENTSFIRST	Employer identification number (EIN) or 27-3659685
	Number, street, and room or suite no. If a P.O. box, see instructions 825 K STREET, 2ND FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SACRAMENTO, CA 95814	

Enter the Return code for the return that this application is for (file a separate application for each return)

01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

MICHAEL HASSID

- The books are in the care of **825 K STREET, SECOND FLOOR - SACRAMENTO, CA 95814**
Telephone No. **916-287-9220** FAX No. **415-524-2452**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **JUNE 15, 2014**
- 5 For calendar year _____, or other tax year beginning **AUG 1, 2012**, and ending **JUL 31, 2013**
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

- 7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION TO PREPARE AN ACCURATE AND COMPLETE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	0.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶**

Title **▶ CPA**

Date **▶**

Form 8868 (Rev. 1-2013)