

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 **JUL 1, 2012** and ending **JUN 30, 2013****B** Check if applicable:

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

C Name of organization**LEAP, INC**Doing Business As **BROOKLYN WORKFORCE INNOVATIONS**Number and street (or P.O. box if mail is not delivered to street address)
621 DEGRAW STREET

Room/suite

City, town, or post office, state, and ZIP code
BROOKLYN, NY 11217**F** Name and address of principal officer: **AARON SHIFFMAN**
SAME AS C ABOVE**D** Employer identification number**11-3111694****E** Telephone number
(718)-237-2017**G** Gross receipts \$ **4,200,007.****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)() (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.BWINY.ORG****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L** Year of formation: **1992** **M** State of legal domicile: **NY****Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: LEAP EMPOWERS LOW AND MODERATE INCOME PEOPLE BY HELPING THEM GAIN ACCESS TO LIVING-WAGE EMPLOYMENT		
	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	10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	27
	6 Total number of volunteers (estimate if necessary)	6	25
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	3,589,988.	3,929,957.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	213,245.	196,716.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	116.	1,211.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	52,033.	72,123.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	3,855,382.	4,200,007.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,754,566.	1,939,481.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 200,856.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,965,149.	2,204,159.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,719,715.	4,143,640.
	19 Revenue less expenses. Subtract line 18 from line 12	135,667.	56,367.
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year
21 Total liabilities (Part X, line 26)		2,148,934.	2,245,207.
22 Net assets or fund balances. Subtract line 21 from line 20		258,152.	298,058.

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 **AARON SHIFFMAN, EXECUTIVE DIRECTOR** Date **5-7-14**

Paid Preparer Use Only

Print/Type preparer's name GARRETT M. HIGGINS	Preparer's signature GARRETT M. HIGGINS	Date 05/07/14	Check <input type="checkbox"/> if self-employed	PTIN P00543209
Firm's name ▶ O'CONNOR DAVIES, LLP	Firm's EIN ▶ 27-1728945			
Firm's address ▶ 500 MAMARONECK AVENUE HARRISON, NY 10528-1633	Phone no. 914-381-8900			

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

Part III Statement of Program Service Accomplishments

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

☒ X**1** Briefly describe the organization's mission:

LEAP EMPOWERS LOW AND MODERATE INCOME PEOPLE BY HELPING THEM GAIN ACCESS TO LIVING-WAGE EMPLOYMENT OPPORTUNITIES AND CAREER PATHS. WE SEEK TO DEVELOP PROGRAMS THAT COUNTER PREVAILING MARKET INEQUALITIES AND CONTRIBUTE TO A BROADER MOVEMENT FOR ECONOMIC JUSTICE.

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 \$ 1,230,098. including grants of \$) (Revenue \$)
RED HOOK ON THE ROAD

RED HOOK ON THE ROAD (RHOR) TRAINS MEN AND WOMEN FOR CAREERS IN THE COMMERCIAL DRIVING INDUSTRY, WHICH OFFERS GOOD STARTING WAGES AND OPPORTUNITIES FOR ADVANCEMENT. IN FY 2013 RHOR ENROLLED 284 PARTICIPANTS AND GRADUATED 99% OF THEM. AMONG GRADUATES, 265 INDIVIDUALS HAVE SECURED THEIR NYS COMMERCIAL DRIVER'S LICENSE, AND LEAP HAS PLACED 89% OF THOSE THAT PASSED THEIR CDL EXAM INTO JOBS WITH AN AVERAGE STARTING SALARY OF \$14.51 AN HOUR. 91% OF PLACEMENTS HAVE BEEN IN POSITIONS THAT PROVIDE BENEFITS.

4b (Code:) (Expenses \$ 618,566. including grants of \$) (Revenue \$ 175,406.)
NYCHA RESIDENT TRAINING ACADEMY, CARETAKER TRAINING PROGRAM -

THE NEW YORK CITY HOUSING AUTHORITY (NYCHA) RESIDENT TRAINING ACADEMY (NRTA) PROGRAM, TRAINS PUBLIC HOUSING RESIDENTS FOR EMPLOYMENT WITH NYCHA AND ITS VENDORS. TRAINING COMBINES JOB READINESS AND WORKPLACE SAFETY WITH HANDS-ON SKILLS TRAINING AND PRACTICE IN SPECIFIC SECTORS. IN FY 2013, THE PROGRAM ENROLLED 214 PUBLIC HOUSING RESIDENTS AND GRADUATED 201 (94%) OF THESE BENEFICIARIES. OF THOSE, 191 (95% OF GRADUATES) HAVE BEEN PLACED INTO JOBS WITH NYCHA PAYING AN AVERAGE OF \$13.05 PER HOUR, WITH EXCELLENT BENEFITS AND OPPORTUNITIES FOR CAREER ADVANCEMENT.

4c (Code:) (Expenses \$ 355,094. including grants of \$) (Revenue \$)
MADE IN NEW YORK:

"MADE IN NY" PRODUCTION ASSISTANT TRAINING PROGRAM (MINY) CONNECTS UNDERREPRESENTED NEW YORKERS WITH CAREERS IN TV AND FILM PRODUCTION THROUGH FOUR WEEKS OF HANDS-ON TRAINING. THE PROGRAM IS OFFERED IN PARTNERSHIP WITH THE NEW YORK CITY MAYOR'S OFFICE OF MEDIA AND ENTERTAINMENT. PARTICIPANTS LEARN SET AND OFFICE PRODUCTION ASSISTANT SKILLS AND ARE PLACED IN JOBS ON FEATURE FILMS, EPISODIC AND REALITY TV, COMMERCIALS, MUSIC VIDEOS AND OTHER PRODUCTIONS. MORE THAN 2,000 PRODUCTIONS HAVE HIRED "MADE IN NY" PAS. IN FY 2013, THE PA PROGRAM ENROLLED 71 INDIVIDUALS, GRADUATED 91% OF THEM AND PLACED 95% OF CERTIFIED GRADUATES IN JOBS WITH AN AVERAGE STARTING WAGE OF OVER

4d Other program services (Describe in Schedule O.)

(Expenses \$ 1,327,042. including grants of \$) (Revenue \$ 21,310.)

4e Total program service expenses 3,530,800.

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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)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part 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? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V		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? If "Yes," complete Schedule D, Part VI	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? If "Yes," complete Schedule D, Part VII		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? If "Yes," complete Schedule D, Part VIII		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? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		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)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		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? If "Yes," complete Schedule F, Parts I and IV		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? If "Yes," complete Schedule F, Parts II and IV		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? If "Yes," complete Schedule F, Parts III and IV		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? If "Yes," complete Schedule G, Part 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? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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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
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 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):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

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

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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	1a 21		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 27		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c		
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b		
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8		
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a		
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b		

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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.	10	
b Enter the number of voting members included in line 1a, above, who are independent	9	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	X	
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?	X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

	Yes	No
10a Did the organization have local chapters, branches, or affiliates?		X
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?		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization		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?		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?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NY**

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: **AARON SHIFFMAN - (718)-237-2017**
621 DEGRAW STREET, BROOKLYN, NY 11217

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

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

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

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

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

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

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

[illegible]

Part VII	Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees <i>(continued)</i>
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[illegible]

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

- 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*
- 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*
- 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*

	Yes	No
3		X
4	X	
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
NORTHSIDE DRIVING SCHOOL LTD., 68-35 A FRESH POND ROAD, RIDGEWOOD, NY 11385	COMMERCIAL DRIVING TRAINING	370,110.
FIRST SOURCE STAFFING 621 DEGRAW STREET, BROOKLYN, NY 11217	STAFFING	237,495.
SHARKEY'S AUTO DRIVING SCHOOL 16 BEDFORD AVENUE, BROOKLYN, NY 11222	COMMERCIAL DRIVING TRAINING	179,165.
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 ▶		3

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	353,959.			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,575,998.			
	g	Noncash contributions included in lines 1a-1f: \$					
	h	Total. Add lines 1a-1f		3,929,957.			
Program Service Revenue	2 a	WOODWORKER TRAINING	Business Code 900099	196,716.	196,716.		
	b						
	c						
	d						
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f		196,716.			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		1,211.			1,211.
	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)					
	7 a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b	Less: cost or other basis and sales expenses					
	c	Gain or (loss)					
	d	Net gain or (loss)					
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	a				
	b	Less: direct expenses	b				
	c	Net income or (loss) from gaming activities					
10 a	Gross sales of inventory, less returns and allowances	a					
b	Less: cost of goods sold	b					
c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue							
11 a	REIMBURSEMENT OF EXPEN	Business Code 900099	62,622.			62,622.	
b	OTHER REVENUE	900099	9,501.			9,501.	
c							
d	All other revenue						
e	Total. Add lines 11a-11d		72,123.				
12	Total revenue. See instructions.		4,200,007.	196,716.	0.	73,334.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
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	160,302.	48,090.	48,090.	64,122.
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	1,312,022.	1,219,736.	21,408.	70,878.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	54,019.	50,770.	440.	2,809.
9 Other employee benefits	285,104.	263,116.	4,528.	17,460.
10 Payroll taxes	128,034.	113,389.	5,819.	8,826.
11 Fees for services (non-employees):				
a Management				
b Legal	2,505.		2,505.	
c Accounting	50,122.		50,122.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	75,181.	18,271.	34,268.	22,642.
12 Advertising and promotion	11,992.	10,559.	1,050.	383.
13 Office expenses	146,530.	47,416.	88,485.	10,629.
14 Information technology	3,443.	2,038.		1,405.
15 Royalties				
16 Occupancy	298,157.	286,460.	11,697.	
17 Travel	17,640.	3,504.	12,913.	1,223.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	90,507.		90,507.	
23 Insurance	13,501.	1,601.	11,900.	
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 PROGRAM EXPENSES	1,414,108.	1,389,409.	24,220.	479.
b WAGE SUBSIDY	65,469.	65,469.		
c REPAIRS	15,004.	10,972.	4,032.	
d				
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	4,143,640.	3,530,800.	411,984.	200,856.
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	409,321.	1	1,130,397.
	2 Savings and temporary cash investments	21,316.	2	21,316.
	3 Pledges and grants receivable, net	1,219,504.	3	758,727.
	4 Accounts receivable, net	166,187.	4	79,025.
	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		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 975,150.		
	b Less: accumulated depreciation	10b 740,442.	10c 302,331.	234,708.
	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	30,275.	15	21,034.
16 Total assets. Add lines 1 through 15 (must equal line 34)	2,148,934.	16	2,245,207.	
Liabilities	17 Accounts payable and accrued expenses	256,152.	17	286,058.
	18 Grants payable	2,000.	18	2,000.
	19 Deferred revenue		19	10,000.
	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		25	
	26 Total liabilities. Add lines 17 through 25	258,152.	26	298,058.
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	1,624,963.	27	1,572,730.
	28 Temporarily restricted net assets	265,819.	28	374,419.
	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	1,890,782.	33	1,947,149.
	34 Total liabilities and net assets/fund balances	2,148,934.	34	2,245,207.

Form 990 (2012)

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	4,200,007.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,143,640.
3	Revenue less expenses. Subtract line 2 from line 1	3	56,367.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	1,890,782.
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	1,947,149.

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

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

Form 990 (2012)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2012

Open to Public Inspection

11-3111694

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,014,566.	3,152,044.	3,333,658.	3,589,988.	3,929,957.	17,020,213.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	3,014,566.	3,152,044.	3,333,658.	3,589,988.	3,929,957.	17,020,213.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,313,714.
6 Public support. Subtract line 5 from line 4.						15,706,499.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3,014,566.	3,152,044.	3,333,658.	3,589,988.	3,929,957.	17,020,213.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	141.	12.	11.	116.	1,211.	1,491.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	65,319.	551.	92,314.	62,307.	72,123.	292,614.
11 Total support. Add lines 7 through 10						17,314,318.
12 Gross receipts from related activities, etc. (see instructions)					12	1,127,595.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	90.71 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	93.07 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:**OTHER INCOME**

2008 AMOUNT: \$ 65,319.

2009 AMOUNT: \$ 551.

2010 AMOUNT: \$ 6,769.

2011 AMOUNT: \$ 1,509.

2012 AMOUNT: \$ 9,501.

REIMBURSEMENT OF EXPENSES FROM RELATED PARTIES

2010 AMOUNT: \$ 85,545.

2011 AMOUNT: \$ 60,798.

2012 AMOUNT: \$ 62,622.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

LEAP, INC

Employer identification number

11-3111694

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization

Employer identification number

LEAP, INC

11-3111694

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 252,934.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 308,559.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 2,100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 400,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 120,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

LEAP, INC

11-3111694

Part III

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

Use duplicate copies of Part III if additional space is needed.

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

LEAP, INC

Employer identification number

11-3111694

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:

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

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

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

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

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

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

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

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		688,095.	535,894.	152,201.
d Equipment		287,055.	204,548.	82,507.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				234,708.

Schedule D (Form 990) 2012

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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	4,200,007.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	4,200,007.
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	4,200,007.

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

1	Total expenses and losses per audited financial statements	1	4,143,640.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	4,143,640.
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	4,143,640.

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: LEAP RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS

ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED.

MANAGEMENT HAS DETERMINED THAT LEAP HAD NO UNCERTAIN TAX POSITIONS THAT

WOULD REQUIRE FINANCIAL STATEMENT RECOGNITION. LEAP IS NO LONGER SUBJECT

TO AUDITS BY THE APPLICABLE TAXING JURISDICTIONS FOR TAX PERIODS PRIOR TO

JUNE 30, 2010.

**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

LEAP, INC

Employer identification number

11-3111694

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

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

Only 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

4b

4c

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2012

Part III	Supplemental Information
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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.

[illegible]

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

LEAP, INC

Employer identification number

11-3111694

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

OPPORTUNITIES AND CAREER PATHS. WE SEEK TO DEVELOP PROGRAMS THAT
COUNTER PREVAILING MARKET INEQUALITIES AND TO A BROADER MOVEMENT FOR
ECONOMIC JUSTICE.

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

\$11.93 PER HOUR.

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

BROOKLYN NETWORKS:

BROOKLYN NETWORKS (BN) IS LEAP'S TELEDATA CABLE INSTALLATION PROGRAM.
IT PREPARES LOW-INCOME INDIVIDUALS FOR GOOD JOBS INSTALLING AND
MAINTAINING COMPUTER, VOICE, DATA, VIDEO AND SECURITY SYSTEM CABLING.
UTILIZING A CUSTOM-BUILT TELECOMMUNICATIONS LAB LOCATED AT THE NEW YORK
CITY COLLEGE OF TECHNOLOGY, BN PROVIDES TARGETED SKILLS TRAINING
COMBINING THE INDUSTRY-ACCEPTED BICSI CERTIFICATION WITH CUSTOMER
SERVICE SKILLS, VOCATIONAL COUNSELING AND JOB READINESS TRAINING. IN FY
2013 BN ENROLLED 61 INDIVIDUALS, GRADUATED 80% OF THEM, AND HAVE PLACED
88% OF OUR BICSI-CERTIFIED GRADUATES IN JOBS WITH AN AVERAGE STARTING
SALARY OF \$11.84 PER HOUR.

EXPENSES \$ 255,502. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

NEW YORK DRIVES:

LEAP'S MULTI-SECTOR CREDENTIAL-BASED PROGRAM WAS PILOTED IN 2009 AND

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

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

232211
01-04-13

Name of the organization LEAP, INC	Employer identification number 11-3111694
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LAUNCHED FULL-SCALE IN 2010. NEW YORK DRIVES (NYD) ADDRESSES A MAJOR BARRIER TO PROGRAM ENTRY FOR THOSE WHO NEED LEAP'S SERVICES THE MOST: A NYS DRIVER'S LICENSE (THREE OUT OF FOUR OF OUR SECTOR-TARGETED PROGRAMS REQUIRE A LICENSE), COMBINED WITH CORE JOB READINESS TRAINING. IN ADDITION, AS COMPETITION BECOMES EVEN GREATER, A LICENSE PROVIDES AN IMMEDIATE OPPORTUNITY TO APPLY FOR A GREATER NUMBER OF ENTRY-LEVEL POSITIONS, AND ACCESS A GREATER RANGE OF SKILLS TRAINING. IN FY 2013, NYD ENROLLED 83 UNEMPLOYED NEW YORKERS, WITH A STRONG FOCUS ON YOUNG ADULTS AND WOMEN. OF THESE, 75(90%) GRADUATED FROM THE PROGRAM AND 88% OF LICENSED GRADUATES HAVE BEEN PLACED IN A SKILLS TRAINING PROGRAM AND/OR JOB. AVERAGE STARTING WAGES FOR NEW YORK DRIVES GRADUATES IN FY 2013 WERE \$12.84 PER HOUR.

EXPENSES \$ 220,413. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

BROOKLYN WOODS:

BROOKLYN WOODS (BW) IS A TRAINING PROGRAM THAT PREPARES LOW INCOME, UNEMPLOYED INDIVIDUALS FOR SKILLED ENTRY-LEVEL POSITIONS IN WOODWORKING, CABINETMAKING, FABRICATION AND RELATED FIELDS THROUGH SEVEN WEEKS OF FULL-TIME HANDS-ON TRAINING AND EXPOSURE TO A PROFESSIONAL SHOP ENVIRONMENT. BW TEACHES TRAINEES THE PROPER USE OF POWER TOOLS AND WOODWORKING MACHINERY, A WIDE VARIETY OF WOODWORKING TECHNIQUES, MATH AND MEASUREMENT, READING SHOP DRAWINGS AS WELL AS AN INTRODUCTION TO SHOP PRODUCTION PROCEDURES, SPRAY FINISHING AND CABINET INSTALLATION. STUDENTS RECEIVE SOFT SKILLS TRAINING, CONTEXTUALIZED JOB READINESS TRAINING AND RESUME PREPARATION AS WELL. SUCCESSFUL GRADUATES ARE PLACED IN WOODWORKING AND CABINETMAKING SHOPS, FABRICATION AND SCENIC COMPANIES, GENERAL CONTRACTORS AS WELL AS OTHER RELATED

Name of the organization LEAP, INC	Employer identification number 11-3111694
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MANUFACTURERS. IN FY 2013, BW ENROLLED 61 INDIVIDUALS, GRADUATED 87%,
AND PLACED 70% OF GRADUATES IN JOBS WITH AN AVERAGE STARTING SALARY OF
\$11.59.

EXPENSES \$ 347,084. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

LEAP ALSO OFFERS OTHER PROGRAMS SUCH AS BW PRODUCTIONS AND BNY.

EXPENSES \$ 504,043. INCLUDING GRANTS OF \$ 0. REVENUE \$ 21,310.

FORM 990, PART VI, SECTION A, LINE 4: ON SEPTEMBER 12, 2012 WITH A QUORUM
BEING PRESENT THE BOARD OF DIRECTORS OF LEAP, INC. D/B/A BROOKLYN WORKFORCE
INNOVATIONS UNANIMOUSLY APPROVED AMENDED AND RESTATED BY-LAWS FOR THE
ORGANIZATION. THE AMENDED AND RESTATED BY-LAWS ACKNOWLEDGED THAT LEAP,
INC. WAS A MEMBER ORGANIZATION WITH THE SOLE MEMBER BEING FIFTH AVENUE
COMMITTEE (FEIN# 11-2475743). THE INTENTION BEHIND THE AMENDED AND
RESTATED BY-LAWS WAS TO REFLECT CHANGES THAT HAD BEEN MADE IN PREVIOUS
YEARS, BUT NOT REFLECTED IN THE BY-LAWS AS WELL AS AN EFFORT TO UPDATE AND
CONFORM LEAP'S BY-LAWS WITH FIFTH AVENUE COMMITTEE'S OTHER AFFILIATES.
ADDITIONAL MATERIAL UPDATES TO THE AMENDED AND RESTATED BY-LAWS INCLUDED
MEMORIALIZING THE CHANGE IN FISCAL YEAR FROM CALENDAR YEAR TO JULY 1ST THRU
JUNE 30TH; APPROVAL OF ALL BUDGETS, ALLOCATIONS AND REALLOCATIONS REQUIRE
THE AFFIRMATIVE VOTE OF TWO-THIRDS OF THE DIRECTORS; AND THE TITLE AND ROLE
OF PRESIDENT WAS ELIMINATED.

FORM 990, PART VI, SECTION A, LINE 6: THE SOLE MEMBER OF THE ORGANIZATION
IS FIFTH AVENUE COMMITTEE, INC.

FORM 990, PART VI, SECTION B, LINE 11: LEAP, INC. HAS ITS FORM 990
PREPARED BY AN OUTSIDE ACCOUNTING FIRM AND HAS ESTABLISHED THE FOLLOWING

Name of the organization

LEAP, INC

Employer identification number
11-3111694

REVIEW PROCESS TO ENSURE THAT THE INFORMATION REPORTED IS COMPLETE AND ACCURATE. WHEN THE FORM 990 HAS BEEN PREPARED, REVIEWED BY MANAGEMENT AND IS READY TO BE FILED WITH THE INTERNAL REVENUE SERVICE, IT IS ELECTRONICALLY SENT TO THE BOARD MEMBERS OF THE ORGANIZATION FOR ANY COMMENTS. ANY COMMENTS ARE THEN GROUPED, SUMMARIZED AND PROVIDED TO THE OUTSIDE ACCOUNTANTS. EACH ISSUE IS DOCUMENTED AND ADDRESSED UNTIL THE RETURN IS FINALIZED AND APPROVED FOR FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION HAS ADOPTED THE CONFLICT OF INTEREST POLICY AS USED BY THE SPONSOR/MANAGER OF THE ORGANIZATION WHICH IS ALSO A 501(C)3. ALL DIRECTORS AND OFFICERS SHALL DISCLOSE ANY RELEVANT INTEREST THAT MAY POSE A POTENTIAL CONFLICT TO THE ORGANIZATION UPON ELECTION OR APPOINTMENT. AFTERWARDS, THE DISCLOSURE STATEMENTS SHALL BE UPDATED ANNUALLY. IF AN OFFICER OR DIRECTOR BELIEVES THAT THEY MAY A POTENTIAL CONFLICT, FULL DISCLOSURE OF ALL FACTS PERTAINING TO SUCH POTENTIAL CONFLICT SHALL BE MADE TO THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS OF THE CORPORATION (OR A DULY APPOINTED COMMITTEE OF THE BOARD) SHALL INVESTIGATE THE POTENTIAL CONFLICT OF INTEREST. THE DIRECTOR OR OFFICER TO WHOM THE POTENTIAL CONFLICT OF INTEREST RELATES MAY OFFER FACTUAL INFORMATION TO THE BOARD OR COMMITTEE; BUT NO SUCH DIRECTOR OR OFFICER SHALL VOTE ON SUCH MATTER. THE BOARD OR COMMITTEE MAY, BY MAJORITY VOTE, ASK ANY SUCH DIRECTOR OR OFFICER NOT TO PARTICIPATE IN ANY DISCUSSION RELATING TO THE CONFLICT, OR TO LEAVE THE ROOM IN WHICH SUCH DISCUSSION IS CARRIED ON; PROVIDED, HOWEVER, THAT THE INTERESTED DIRECTOR MAY PARTICIPATE IN ANY DISCUSSION REGARDING HIS OR HER EXCLUSION.

DIRECTORS AND OFFICERS TO WHOM THE POTENTIAL CONFLICT OF INTEREST RELATES

232212
01-04-13

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

Name of the organization

LEAP, INC

Employer identification number

11-3111694

SHALL NOT ATTEMPT TO INFLUENCE OTHER DIRECTORS REGARDING SUCH MATTER, THE BOARD OR COMMITTEE SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE CORPORATION'S BEST INTEREST AND FOR ITS OWN BENEFIT AND WHETHER THE TRANSACTION IS FAIR AND REASONABLE TO THE CORPORATION AND SHALL MAKE ITS DECISION AS TO WHETHER THE ENTER INTO OR ALLOW THE TRANSACTION OR ARRANGEMENT IN CONFORMITY WITH SUCH DETERMINATION, THE DISCUSSION ON THE POTENTIAL CONFLICT, AND THE VOTE THEREON, SHALL BE RECORDED IN THE MINUTES OF THE MEETING OF THE BOARD OR COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 15A: THE PERSONNEL COMMITTEE OF THE BOARD OF DIRECTORS ENSURES THAT A SALARY SURVEY IS CONDUCTED EVERY TWO TO THREE YEARS TO COMPARE LEAP'S SALARY AND COMPENSATION PACKAGES TO THOSE OF COMPARABLE NONPROFIT ORGANIZATION IN NEW YORK CITY. THAT SURVEY INFORMATION IS SHARED WITH THE EXECUTIVE COMMITTEE OF THE BOARD WHICH SETS EXECUTIVE COMPENSATION FOR THE EXECUTIVE DIRECTOR. EXECUTIVE COMPENSATION REGARDLESS OF A CHANGE IN COMPENSATION WILL BE REFLECTED AND NOTED IN THE MINUTES OF THE BOARD OF DIRECTORS MEETING WHERE THE ORGANIZATION'S OPERATING BUDGET FOR THE NEXT FISCAL YEAR IS REVIEWED AND APPROVED.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS FORM 990 AVAILABLE FOR PUBLIC INSPECTION AS REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE CODE. THE RETURN IS POSTED ON GUIDESTAR.ORG AND OTHER SIMILAR TYPES OF WEBSITES. IN ADDITION, THE FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY, ARTICLES OF INCORPORATION FORM 990, FORM 1023, AND BY-LAWS ARE ALSO AVAILABLE UPON WRITTEN REQUEST OR BY CALLING THE ORGANIZATION DIRECTLY.

Name of the organization

LEAP, INC

Employer identification number

11-3111694

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR
OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN
INDEPENDENT ACCOUNTANT. THIS PROCESS DID NOT CHANGE FROM THE PRIOR
YEAR.

SCHEDULE R

(Form 990)
Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

LEAP, INC

Employer identification number
11-3111694

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
FIFTH AVENUE COMMITTEE, INC. - 11-2475743 621 DEGRAW STREET BROOKLYN, NY 11217	TO ADVANCE SOCIAL AND ECONOMIC JUSTICE	NEW YORK	501(C)3	7	N/A		X
FAC CENTER LOCAL DEVELOPMENT CORPORATION - 20-2849260, 621 DEGRAW STREET, BROOKLYN, NY 11217	COMMUNITY CENTER FOR SOUTH BROOKLYN	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
588 PARK PLACE HOUSING DEVELOPMENT FUND CORPORATION - 45-0481177, 621 DEGRAW STREET, BROOKLYN, NY 11217	ACQUIRES AND REHABILITATES MULTIPLE-DWELLING BUILDINGS	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
575 FIFTH AVENUE HOUSING DEVELOPMENT FUND CORPORATION - 20-8954587, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)4	N/A	FIFTH AVENUE COMMITTEE, INC.		X

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

Schedule R (Form 990) 2012

Part II Continuation of Identification of Related Tax-Exempt Organizations

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization?	
						Yes	No
FAC ADVANCE HOUSING DEVELOPMENT FUND CORPORATION - 26-4642733, 621 DEGRAW STREET, BROOKLYN, NY 11217	DEVELOP AND MANAGE AFFORDABLE HOUSING TO COMMUNITY RESIDENTS	NEW YORK	PENDING	N/A	FIFTH AVENUE COMMITTEE, INC.		X
FAC HOUSING DEVELOPMENT FUND CORPORATION - 11-2569339, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
76 FIFTH AVENUE HOUSING DEVELOPMENT FUND CORPORATION - 11-3101578, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
573 WARREN STREET HOUSING DEVELOPMENT FUND CORPORATION - 11-3143585, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	7	FIFTH AVENUE COMMITTEE, INC.		X
50TH STREET HOUSING DEVELOPMENT FUND CORPORATION - 11-3270117, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
320-322 BERGEN STREET HOUSING DEVELOPMENT FUND CORPORATION - 22-3430324, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
FAC HOMEOWNERSHIP HOUSING DEVELOPMENT FUND CORPORATION - 11-3440267, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
FAC PRESERVATION HOUSING DEVELOPMENT FUND CORPORATION - 47-0919280, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)4	N/A	FIFTH AVENUE COMMITTEE, INC.		X
130 29TH STREET HOUSING DEVELOPMENT FUND CORPORATION - 20-4732803, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)4	N/A	FIFTH AVENUE COMMITTEE, INC.		X
FAC RESTORE HOUSING DEVELOPMENT FUND CORPORATION - 20-2896988, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)4	N/A	FIFTH AVENUE COMMITTEE, INC.		X
SOUTH BROOKLYN MUTUAL HOUSING DEVELOPMENT FUND CORPORATION - 11-3185306, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	9	FIFTH AVENUE COMMITTEE, INC.		X
NEIGHBORS HELPING NEIGHBORS INC. - 11-3059958, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NEW YORK	501(C)3	7	FIFTH AVENUE COMMITTEE, INC.		X

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
FIFTH AVENUE CORRIDOR LP - 11-3207021, 621 DEGRAW STREET, BROOKLYN, NY 11217	DEVELOP AND OPERATE AFFORDABLE HOUSING	NY	FIFTH AVENUE REHABILITATION CORPORATION	RELATED	0.	0.		X	N/A	X		.00%
SOUTH BROOKLYN MUTUAL LP - 11-3266604, 621 DEGRAW STREET, BROOKLYN, NY 11217	DEVELOP AND OPERATE AFFORDABLE HOUSING	NY	SOUTH BROOKLYN MUTUAL NRP, INC.	RELATED	0.	0.		X	N/A	X		.00%
551 WARREN STREET I LP - 11-3432257, 621 DEGRAW STREET, BROOKLYN, NY 11217	DEVELOP AND OPERATE AFFORDABLE HOUSING	NY	551 WARREN STREET I, INC.	RELATED	0.	0.		X	N/A	X		.00%
ATLANTIC TERRACE 12 LLC - 20-3963981, 621 DEGRAW STREET, BROOKLYN, NY 11217	PROVIDE LOW INCOME HOUSING	NY	FAC ATLANTIC TERRACE INC	RELATED	0.	0.		X	N/A	X		.00%

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
FIFTH AVENUE REHABILITATION CORPORATION - 11-3224917, 621 WARREN STREET, BROOKLYN, NY 11217	DEVELOP AND OPERATE AFFORDABLE HOUSING FOR LOW-INCOME	NY	FIFTH AVENUE COMMITTEE, INC.	C CORP	0.	0.	.00%		X
SOUTH BROOKLYN MUTUAL NRP, INC. - 11-3266603 621 WARREN STREET BROOKLYN, NY 11217	DEVELOP AND OPERATE AFFORDABLE HOUSING FOR LOW-INCOME	NY	FIFTH AVENUE COMMITTEE, INC.	C CORP	0.	0.	.00%		X
551 WARREN STREET I, INC. - 11-3432252 621 WARREN STREET BROOKLYN, NY 11217	DEVELOP AND OPERATE AFFORDABLE HOUSING FOR LOW-INCOME	NY	FIFTH AVENUE COMMITTEE, INC.	C CORP	0.	0.	.00%		X
COMMUNITY STAFFING SOLUTIONS - 52-2126730 621 WARREN STREET BROOKLYN, NY 11217	TEMPORARY STAFFING	NY	FIFTH AVENUE COMMITTEE, INC.	C CORP	0.	0.	.00%		X
FAC RED HOOK HOMES INC. - 20-2827495 621 WARREN STREET BROOKLYN, NY 11217	LOW INCOME HOUSING	NY	FIFTH AVENUE COMMITTEE, INC.	C CORP	0.	0.	.00%		X

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
(1)						
(2)						
(3)						
(4)						
(5)						
(6)						

Part VII Supplemental Information

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

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

NAME OF RELATED ORGANIZATION:

FIFTH AVENUE REHABILITATION CORPORATION

PRIMARY ACTIVITY: DEVELOP AND OPERATE AFFORDABLE HOUSING FOR LOW-INCOME
INDIVIDUALS

NAME OF RELATED ORGANIZATION:

SOUTH BROOKLYN MUTUAL NRP, INC.

PRIMARY ACTIVITY: DEVELOP AND OPERATE AFFORDABLE HOUSING FOR LOW-INCOME
INDIVIDUALS

NAME OF RELATED ORGANIZATION:

551 WARREN STREET I, INC.

PRIMARY ACTIVITY: DEVELOP AND OPERATE AFFORDABLE HOUSING FOR LOW-INCOME
INDIVIDUALS