

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

27-1799465

	2012	2011	DIFF
<b>REVENUE</b>			
CONTRIBUTIONS AND GRANTS .....	1,841,753	6,037,978	-4,196,225
INVESTMENT INCOME .....	10,632	5,438	5,194
OTHER REVENUE .....	158,496	52,176	106,320
TOTAL REVENUE .....	2,010,881	6,095,592	-4,084,711
<b>EXPENSES</b>			
GRANTS AND SIMILAR AMOUNTS PAID .....	200,000	337,500	-137,500
SALARIES, OTHER COMPEN., EMP. BENEFITS ..	917,620	336,846	580,774
OTHER EXPENSES .....	1,601,921	1,488,576	113,345
TOTAL EXPENSES .....	2,719,541	2,162,922	556,619
<b>NET ASSETS OR FUND BALANCES</b>			
REVENUE LESS EXPENSES .....	-708,660	3,932,670	-4,641,330
TOTAL ASSETS AT END OF YEAR .....	3,712,316	4,488,125	-775,809
TOTAL LIABILITIES AT END OF YEAR .....	488,306	555,455	-67,149
NET ASSETS/FUND BALANCES AT END OF YEAR.	3,224,010	3,932,670	-708,660

## 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)

2012

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning , 2012, and ending

B Check if applicable:

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

C  
 TENNESSEE CHARTER SCHOOL INCUBATOR, INC.  
 209 10TH AVENUE SOUTH #416  
 NASHVILLE, TN 37203

D Employer Identification Number

27-1799465

E Telephone number

615-401-7222

G Gross receipts \$ 2,010,881.

F Name and address of principal officer: GREG THOMPSON  
 SAME AS C ABOVE

H(a) Is this a group return for affiliates?

Yes ☐ No ☒H(b) Are all affiliates included?  
If "No," attach a list. (see instructions)Yes ☐ No ☐I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) ( ) (insert no.) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW.CHARTEREXCELLENCE.ORG

H(c) Group exemption number ▶

K Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ L Year of Formation: 2009 M State of legal domicile: TN

## Part I Summary

1 Briefly describe the organization's mission or most significant activities: TO PROVIDE STUDENTS IN TENNESSEE GREATER ACCESS TO SCHOOLS THAT PREPARE THEM FOR SUCCESS IN COLLEGE AND BEYOND.

Activities &amp; Governance

2 Check this box ☐ 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 5

4 Number of independent voting members of the governing body (Part VI, line 1b) 4 5

5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 0

6 Total number of volunteers (estimate if necessary) 6 5

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) 6,037,978. 1,841,753.

10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 5,438. 10,632.

11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 52,176. 158,496.

12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 6,095,592. 2,010,881.

Expenses

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 337,500. 200,000.

14 Benefits paid to or for members (Part IX, column (A), line 4)

15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 336,846. 917,620.

16a Professional fundraising fees (Part IX, column (A), line 11e)

b Total fundraising expenses (Part IX, column (D), line 25)

17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 1,488,576. 1,601,921.

18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 2,162,922. 2,719,541.

19 Revenue less expenses. Subtract line 18 from line 12 3,932,670. -708,660.

Net Assets or Fund Balances

20 Total assets (Part X, line 16) Beginning of Current Year End of Year

21 Total liabilities (Part X, line 26) 4,488,125. 3,712,316.

22 Net assets or fund balances. Subtract line 21 from line 20 555,455. 488,306.

3,932,670. 3,224,010.

## Part II Signature Block

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

Sign  
Here

Signature of officer

Date

GREG THOMPSON

CEO

Type or print name and title.

Paid  
Preparer  
Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if

PTIN

STEPHEN T. DOLAN

STEPHEN T. DOLAN

11/4/13

self-employed

P00666397

Firm's name ▶ FRASIER, DEAN &amp; HOWARD, PLLC

Firm's address ▶ 3310 WEST END AVENUE, STE. 550

NASHVILLE, TN 37203

Firm's EIN ▶ 62-1073578

Phone no. (615) 383-6592

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

Yes ☒ No ☐

BAA For Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 12/18/12

Form 990 (2012)

**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III. ☒ X

- 1 Briefly describe the organization's mission:

SEE SCHEDULE O

- 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 and section 4947(a)(1) trusts 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 \$ 1,977,393. including grants of \$ 72,500. ) (Revenue \$ )

SEE SCHEDULE O

4b (Code: ) (Expenses \$ 481,444. including grants of \$ 127,500. ) (Revenue \$ )

SEE SCHEDULE O

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

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

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

4e Total program service expenses ▶ 2,458,837.

**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 (see instructions)?	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 <b>Section 501(c)(3) organizations</b> 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 (see instructions).		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?		

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>	21	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>	22		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>	23	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, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.</i>	24a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>	25a		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>	25b		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>	26		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>	27		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>	28a		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>	28b		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>	28c		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>	29		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>	30		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>	31		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>	32		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>	33		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>	34		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		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>	35b		
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>	36		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>	37		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	38	X	

BAA

Form 990 (2012)

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

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

**Part VI Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI. ☒**Section A. Governing Body and Management**

	Yes	No
<b>1 a</b> Enter the number of voting members of the governing body at the end of the tax year. .... <b>1 a</b> 5		
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.		
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent. .... <b>1 b</b> 5		
<b>2</b> 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? .... <b>2</b>		X
<b>3</b> 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? .... <b>3</b>		X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .... <b>4</b>		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? .... <b>5</b>		X
<b>6</b> Did the organization have members or stockholders? .... <b>6</b>		X
<b>7 a</b> 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? .... <b>7 a</b>		X
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? .... <b>7 b</b>		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body? .... <b>8 a</b>	X	
<b>b</b> Each committee with authority to act on behalf of the governing body? .... <b>8 b</b>		X
<b>9</b> Is there any officer, director or 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. .... <b>9</b>		X

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

	Yes	No
<b>10 a</b> Did the organization have local chapters, branches, or affiliates? .... <b>10 a</b>		X
<b>b</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? .... <b>10 b</b>		
<b>11 a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .... <b>11 a</b>	X	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O		
<b>12 a</b> Did the organization have a written conflict of interest policy? If 'No,' go to line 13. .... <b>12 a</b>	X	
<b>b</b> Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .... <b>12 b</b>		X
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. .... SEE SCHEDULE O. .... <b>12 c</b>	X	
<b>13</b> Did the organization have a written whistleblower policy? .... <b>13</b>		X
<b>14</b> Did the organization have a written document retention and destruction policy? .... <b>14</b>		X
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official. SEE SCHEDULE O. .... <b>15 a</b>	X	
<b>b</b> Other officers or key employees of the organization. SEE SCHEDULE O. .... <b>15 b</b>	X	
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
<b>16 a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .... <b>16 a</b>		X
<b>b</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 taken steps to safeguard the organization's exempt status with respect to such arrangements? .... <b>16 b</b>		

**Section C. Disclosure**

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

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

▶ BRADLEY JONES 750 OLD HICKORY BLVD, BLDG 2, SUITE 150 BRENTWOOD TN 37027 615-371-6123

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BILL DELOACHE CHAIRMAN	2 0	X		X				0.	0.	0.
(2) MICHAEL STEWART SEC/TREASURER	0.2 0	X		X				0.	0.	0.
(3) J. R. HYDE III BOARD MEMBER	0.2 0	X						0.	0.	0.
(4) CHARLES GERBER BOARD MEMBER	0.2 0	X						0.	0.	0.
(5) JOE WILLIAMS BOARD MEMBER	0.2 0	X						0.	0.	0.
(6) GREG THOMPSON CEO	40 0			X				176,336.	0.	17,490.
(7) JUSTIN A. TESTERMAN COO	40 0			X				127,015.	0.	16,003.
(8) REBECCA A. LIEBERMAN CHIEF TALENT OF	40 0			X				102,673.	0.	4,276.
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) -----										
(16) -----										
(17) -----										
(18) -----										
(19) -----										
(20) -----										
(21) -----										
(22) -----										
(23) -----										
(24) -----										
(25) -----										
<b>1 b Sub-total</b> .....								406,024.	0.	37,769.
<b>c Total from continuation sheets to Part VII, Section A</b> .....								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b> .....								406,024.	0.	37,769.
<b>2</b> Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization <b>▶ 3</b>										

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i> .....	<b>3</b>	X
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes' complete Schedule J for such individual.</i> .....	<b>4</b>	X
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i> .....	<b>5</b>	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
BUILDING EXCELLENT SCHOOLS 31 MILK STREET, 6TH FLOOR BOSTON, MA 0210	LEADERSHIP TRAINING	125,000.
4.0 SCHOOLS 643 MAGAZINE STREET, #206 NEW ORLEANS, LA 70130	LEADERSHIP TRAINING	266,667.

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

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns .....	1 a				
	b Membership dues .....	1 b				
	c Fundraising events .....	1 c				
	d Related organizations .....	1 d				
	e Government grants (contributions) .....	1 e	266,667.			
	f All other contributions, gifts, grants, and similar amounts not included above .....	1 f	1,575,086.			
	g Noncash contributions included in lns 1a-1f: \$ .....					
	h Total. Add lines 1a-1f. ....>		1,841,753.			
PROGRAM SERVICE REVENUE	Business Code					
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue. ....					
g Total. Add lines 2a-2f. ....>						
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts) .....		10,632.			10,632.
	4 Income from investment of tax-exempt bond proceeds. ....>					
	5 Royalties .....					
	6 a Gross rents .....	(i) Real	158,496.			
	b Less: rental expenses .....	(ii) Personal				
	c Rental income or (loss) .....		158,496.			
	d Net rental income or (loss) .....		158,496.	158,496.		
	7 a Gross amount from sales of assets other than inventory .....	(i) Securities				
	b Less: cost or other basis and sales expenses .....	(ii) Other				
	c Gain or (loss) .....					
	d Net gain or (loss) .....					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 .....	a				
	b Less: direct expenses .....	b				
	c Net income or (loss) from fundraising events. ....>					
	9 a Gross income from gaming activities. See Part IV, line 19 .....	a				
	b Less: direct expenses .....	b				
	c Net income or (loss) from gaming activities. ....>					
	10 a Gross sales of inventory, less returns and allowances .....	a				
	b Less: cost of goods sold .....	b				
	c Net income or (loss) from sales of inventory. ....>					
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue. ....						
e Total. Add lines 11a-11d. ....>						
12 Total revenue. See instructions .....		2,010,881.	158,496.	0.	10,632.	

**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. ☐

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	200,000.	200,000.		
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.	443,793.	367,345.	76,448.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	311,214.	258,308.	52,906.	
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).				
9 Other employee benefits.	125,581.	104,233.	21,348.	
10 Payroll taxes.	37,032.	30,737.	6,295.	
11 Fees for services (non-employees):				
a Management.				
b Legal.				
c Accounting.	26,528.		26,528.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other. (If line 11g amt exceeds 10% of line 25, column (A) amt, list line 11g expenses on Sch O.)	110,262.	110,262.		
12 Advertising and promotion.				
13 Office expenses.				
14 Information technology.				
15 Royalties.				
16 Occupancy.	468,222.	455,492.	12,730.	
17 Travel.	53,746.	42,997.	10,749.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	48,281.	48,281.		
20 Interest.	19,865.		19,865.	
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	2,942.		2,942.	
23 Insurance.	17,706.	14,165.	3,541.	
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 SCHOOL ADMINISTRATION TRAINING	498,010.	498,010.		
b RECRUITING	151,501.	151,501.		
c PUBLIC RELATIONS/COMMUNICATION	85,424.	68,339.	17,085.	
d GOVERNANCE TRAINING	47,181.	47,181.		
e All other expenses.	72,253.	61,986.	10,267.	
25 Total functional expenses. Add lines 1 through 24e.	2,719,541.	2,458,837.	260,704.	0.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

**Part X Balance Sheet**Check if Schedule O contains a response to any question in this Part X ☐

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing .....	283,098.	1	426,860.
	2 Savings and temporary cash investments .....	994,547.	2	1,110,014.
	3 Pledges and grants receivable, net .....	3,204,449.	3	2,169,704.
	4 Accounts receivable, net .....		4	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L .....		6	
	7 Notes and loans receivable, net .....		7	
	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 10,188.		
b Less: accumulated depreciation .....	10b 4,450.	6,031.	10c	5,738.
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 .....		15		
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....		4,488,125.	16	3,712,316.
LIABILITIES	17 Accounts payable and accrued expenses .....	86,379.	17	95,972.
	18 Grants payable .....		18	
	19 Deferred revenue .....		19	
	20 Tax-exempt bond liabilities .....		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D. ....		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23 Secured mortgages and notes payable to unrelated third parties .....	469,076.	23	392,334.
	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 <b>Total liabilities.</b> Add lines 17 through 25 .....		555,455.	26
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 .....	915,721.	27	1,054,306.
	28 Temporarily restricted net assets .....	3,016,949.	28	2,169,704.
	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 <b>Total net assets or fund balances</b> .....	3,932,670.	33	3,224,010.
34 <b>Total liabilities and net assets/fund balances</b> .....	4,488,125.	34	3,712,316.	

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Form 990 (2012)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	11 g (i)	
(ii) A family member of a person described in (i) above? .....	11 g (ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	11 g (iii)	
  - h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)				6,037,978.	1,841,753.	7,879,731.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4 <b>Total.</b> Add lines 1 through 3.	0.	0.	0.	6,037,978.	1,841,753.	7,879,731.
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).						3,784,557.
6 <b>Public support.</b> Subtract line 5 from line 4.						4,095,174.

**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.	0.	0.	0.	6,037,978.	1,841,753.	7,879,731.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.				57,614.	169,128.	226,742.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						0.
11 <b>Total support.</b> Add lines 7 through 10.						8,106,473.
12 Gross receipts from related activities, etc (see instructions).					12	0.
13 <b>First five years.</b> 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 <b>stop here</b> .						<input checked="" 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	%
15 Public support percentage from 2011 Schedule A, Part II, line 14.	15	%
16a <b>33-1/3% support test – 2012.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
b <b>33-1/3% support test – 2011.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
17a <b>10%-facts-and-circumstances test – 2012.</b> 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 <b>stop here.</b> 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 <b>10%-facts-and-circumstances test – 2011.</b> 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 <b>stop here.</b> 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 <b>Private foundation.</b> 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"/>

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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 yr 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 <b>Total.</b> 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 <b>Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal yr 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 <b>Total support.</b> (Add lines 9, 10c, 11, and 12.)						
14 <b>First five years.</b> 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 <b>stop here</b> ▶ <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

**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).

[illegible]



Name of organization

Employer identification number

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

27-1799465

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JIM CARELL 4015 TRAVIS DRIVE, SUITE 200 NASHVILLE, TN 37211	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	SUNNYSIDE FOUNDATION 28 WHITE BRIDGE RD, SUITE 210 NASHVILLE, TN 37205-1467	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	WALTON FAMILY FOUNDATION P. O. BOX 2030 BENTONVILLE, AR 72712	\$ 707,331.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	FLEETWOOD FOUNDATION ONE COMMERCE SQUARE, STE 1900 MEMPHIS, TN 38103	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	RICHARD PATTON 1600 CHICKERING ROAD NASHVILLE, TN 37215	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	BETTY STIEREN KELSO FOUNDATION 640 IVY LANE SAN ANTONIO, TX 78209	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

27-1799465

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	THE JOYCE FAMILY FOUNDATION 3801 BEDFORD AVE., SUITE 100 NASHVILLE, TN 37215	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

27-1799465

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

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

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)



**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Financial Statements**

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 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

Employer identification number

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

27-1799465

**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? ☐ Yes ☐ 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? ☐ Yes ☐ No

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

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

- ☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ Preservation of open space

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

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

	Held at the End of the Tax Year
2 a	
2 b	
2 c	
2 d	

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.

1 a 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

d ☐ Loan or exchange programs

b ☐ Scholarly research

e ☐ Other \_\_\_\_\_

c ☐ Preservation for future generations

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.

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

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

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

2 a 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	(b) Prior year	(c) Two years	(d) Three years	(e) Four years
1 a 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%.

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

(i) unrelated organizations

(ii) related organizations

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

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

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

**Part VI Land, Buildings, and Equipment.** 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
1 a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other	10,188.		4,450.	5,738.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,738.

BAA

Schedule D (Form 990) 2012

**Part VII Investments – Other Securities.** See Form 990, Part X, line 12. N/A

(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. (Column (b) must equal Form 990, Part X, column (B) line 12.) ▶		

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13. N/A

(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. (Column (b) must equal Form 990, Part X, column (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.) ▶	

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

(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, column (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. SEE 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	2,010,881.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2 a	
b	Donated services and use of facilities	2 b	
c	Recoveries of prior year grants	2 c	
d	Other (Describe in Part XIII.)	2 d	
e	Add lines 2a through 2d	2 e	
3	Subtract line 2e from line 1	3	2,010,881.
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	4 a	
b	Other (Describe in Part XIII.)	4 b	
c	Add lines 4a and 4b	4 c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	2,010,881.

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

1	Total expenses and losses per audited financial statements	1	2,719,541.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2 a	
b	Prior year adjustments	2 b	
c	Other losses	2 c	
d	Other (Describe in Part XIII.)	2 d	
e	Add lines 2a through 2d	2 e	
3	Subtract line 2e from line 1	3	2,719,541.
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	4 a	
b	Other (Describe in Part XIII.)	4 b	
c	Add lines 4a and 4b	4 c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	2,719,541.

**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 - FIN 48 FOOTNOTE**

TCSI HAS QUALIFIED FOR TAX EXEMPT STATUS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS NOT A PRIVATE FOUNDATION.

TCSI FOLLOWS FINANCIAL ACCOUNTING STANDARDS BOARD ACCOUNTING STANDARDS CODIFICATION ("FASB ASC") GUIDANCE RELATED TO UNCERTAIN TAX POSITIONS. THE GUIDANCE CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENTS. THIS GUIDANCE PRESCRIBES A MINIMUM PROBABILITY THRESHOLD THAT

BAA

Schedule D (Form 990) 2012



**Part XIII** Supplemental Information (continued)**PART X - FIN 48 FOOTNOTE (CONTINUED)**

A TAX POSITION MUST MEET BEFORE A FINANCIAL STATEMENT BENEFIT IS RECOGNIZED. THE MINIMUM THRESHOLD IS DEFINED AS A TAX POSITION THAT IS MORE LIKELY THAN NOT TO BE SUSTAINED UPON EXAMINATION BY THE APPLICABLE TAXING AUTHORITY, INCLUDING RESOLUTION OF ANY RELATED APPEALS OR LITIGATION PROCESSES, BASED ON THE TECHNICAL MERITS OF THE POSITION. THE TAX BENEFIT TO BE RECOGNIZED IS MEASURED AS THE LARGEST AMOUNT OF BENEFIT THAT IS GREATER THAN FIFTY PERCENT LIKELY OF BEING REALIZED UPON ULTIMATE SETTLEMENT. TCSI HAS NO TAX PENALTIES OR INTEREST REPORTED IN THE ACCOMPANYING FINANCIAL STATEMENTS. TAX YEARS THAT REMAIN OPEN FOR EXAMINATION INCLUDE THE YEAR ENDED DECEMBER 31, 2012, AND THE PERIOD OPERATIONS COMMENCED TO DECEMBER 31, 2011. TCSI HAD NO UNCERTAIN TAX POSITIONS AT DECEMBER 31, 2012 OR 2011.

**SCHEDULE I**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

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

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**TENNESSEE CHARTER SCHOOL INCUBATOR, INC.**

**Part I General Information on Grants and Assistance**

Employer identification number

27-1799465

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

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

☐ Yes ☒ No

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AURORA COLLEGIATE ACADEMY INC 3804 GIVEN AVE. MEMPHIS, TN 38122	27-4246992	501 (C) (3)	50,000.	0.			SCHOOL STARTUP
(2) THE ACHIEVEMENT NETWORK LTD 225 FRIEND STREET NO. 704 BOSTON, MA 02114	20-3289870	501 (C) (3)	150,000.	0.			PROVIDE LEARNING STRATEGIES
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							

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

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

2  
0

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

TEEA3901L 11/30/12

Schedule I (Form 990) (2012)



**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

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

**Part I Questions Regarding Compensation**

	Yes	No
<p><b>1 a</b> 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.</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p><input type="checkbox"/> First-class or charter travel</p> <p><input type="checkbox"/> Travel for companions</p> <p><input type="checkbox"/> Tax indemnification and gross-up payments</p> <p><input type="checkbox"/> Discretionary spending account</p> </div> <div style="width: 45%;"> <p><input type="checkbox"/> Housing allowance or residence for personal use</p> <p><input type="checkbox"/> Payments for business use of personal residence</p> <p><input type="checkbox"/> Health or social club dues or initiation fees</p> <p><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</p> </div> </div>		
<p><b>b</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 .....</p>	<b>1 b</b>	
<p><b>2</b> 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? .....</p>	<b>2</b>	
<p><b>3</b> 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.</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <p><input type="checkbox"/> Compensation committee</p> <p><input type="checkbox"/> Independent compensation consultant</p> <p><input type="checkbox"/> Form 990 of other organizations</p> </div> <div style="width: 45%;"> <p><input type="checkbox"/> Written employment contract</p> <p><input type="checkbox"/> Compensation survey or study</p> <p><input type="checkbox"/> Approval by the board or compensation committee</p> </div> </div>		
<p><b>4</b> 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:</p>		
<p><b>a</b> Receive a severance payment or change-of-control payment? .....</p>	<b>4 a</b>	X
<p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p>	<b>4 b</b>	X
<p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p>	<b>4 c</b>	X
<p>If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>		
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p>		
<p><b>5</b> 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:</p>		
<p><b>a</b> The organization? .....</p>	<b>5 a</b>	X
<p><b>b</b> Any related organization? .....</p>	<b>5 b</b>	X
<p>If 'Yes' to line 5a or 5b, describe in Part III.</p>		
<p><b>6</b> 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:</p>		
<p><b>a</b> The organization? .....</p>	<b>6 a</b>	X
<p><b>b</b> Any related organization? .....</p>	<b>6 b</b>	X
<p>If 'Yes' to line 6a or 6b, describe in Part III.</p>		
<p><b>7</b> 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. ....</p>	<b>7</b>	X
<p><b>8</b> 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. ....</p>	<b>8</b>	X
<p><b>9</b> If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>	<b>9</b>	

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
GREG THOMPSON							
1 CEO	(i) 176,336. (ii) 0.	(i) 0. (ii) 0.	(iii) 0. (ii) 0.	(i) 0. (ii) 0.	(i) 17,490. (ii) 0.	(i) 193,826. (ii) 0.	(i) 0. (ii) 0.
2	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
3	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
4	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
5	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
6	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
7	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
8	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
9	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
10	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
11	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
12	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
13	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
14	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
15	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)
16	(i) (ii)	(i) (ii)	(iii) (ii)	(i) (ii)	(i) (ii)	(i) (ii)	(i) (ii)

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TEEA4102L 12/11/12

Schedule J (Form 990) 2012

**Part III** Supplemental Information

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

Area with horizontal dashed lines for supplemental information.

**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

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

**COMPENSATION**

TENNESSEE CHARTER SCHOOL INCUBATOR, INC. (TCSI) REIMBURSES AN UNRELATED ORGANIZATION FOR PERSONNEL COSTS (WAGES, PAYROLL TAXES AND BENEFITS) INCLUDING OFFICER COMPENSATION. WHILE TCSI DOES NOT ISSUE W-2'S, THE 990 REFLECTS THE ACTUAL EXPENSE PAID TO REIMBURSE THE UNRELATED ORGANIZATION FOR ITS EMPLOYEES.

**FORM 990, PART III, LINE 1 - ORGANIZATION MISSION**

TO PROVIDE STUDENTS IN TENNESSEE GREATER ACCESS TO SCHOOLS THAT PREPARE THEM FOR SUCCESS IN COLLEGE AND BEYOND. AS A RESULT, TCSI WILL START HIGH-PERFORMING, COLLEGE-PREPARATORY CHARTER SCHOOLS THROUGH A COMPETITIVE FELLOWSHIP PROGRAM IN HIGH-NEED AREAS OF NASHVILLE AND MEMPHIS AND PROVIDE THESE SCHOOLS WITH ON-GOING SERVICES THAT SUPPORT THEIR ACADEMIC PROGRAMS, OPERATIONS, AND GOVERNANCE.

**FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS**

THE TENNESSEE CHARTER SCHOOL INCUBATOR (TCSI) IS PLAYING AN IMPORTANT ROLE IN STARTING, SUPPORTING AND SUSTAINING HIGH-QUALITY, COLLEGE PREPARATORY PUBLIC CHARTER SCHOOLS IN TENNESSEE.

**STARTING HIGH QUALITY SCHOOLS**

SUCCESSFUL APPLICATION, INCUBATION, AND LAUNCH OF TWO NEW SCHOOLS IN NASHVILLE: LIBERTY COLLEGIATE ACADEMY, SERVING GRADES 5-12 IN EAST NASHVILLE AND NASHVILLE PREPARATORY PUBLIC CHARTER SCHOOL SERVING GRADES 5-12 IN DOWNTOWN NASHVILLE.

PROVIDED PRE-OPERATIONAL SUPPORT TO AURORA COLLEGIATE PUBLIC CHARTER SCHOOL IN PREPARATION FOR ITS LAUNCH IN THE FALL OF 2012 TO SERVE GRADES K-5 IN MEMPHIS.

SUPPORTED THE DEVELOPMENT OF THREE BUILDING EXCELLENT SCHOOLS FELLOWS THAT SUBMITTED

Name of the organization

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

**FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS**

APPLICATIONS TO METRO NASHVILLE PUBLIC SCHOOLS (MNPS) FOR 2013 OPENING DURING THE SPRING 2012 APPLICATION CYCLE. THE APPLICATIONS WERE APPROVED; THE FELLOWS WERE SUPPORTED THROUGH THE INCUBATION YEAR, AND THE INCUBATOR IS CURRENTLY LAUNCHING THESE THREE NEW SCHOOLS IN NASHVILLE FOR THE 2013-2014 ACADEMIC YEAR: NASHVILLE CLASSICAL CHARTER SCHOOL, SERVING GRADES K-8 IN EAST NASHVILLE, INTREPID COLLEGE PREP, SERVING GRADES 5-12 IN ANTIOCH, AND PURPOSE PREPARATORY CHARTER SCHOOL SERVING GRADES K-4 IN NORTH NASHVILLE.

CREATED A TCSI SENIOR FELLOWSHIP FOR EXPERIENCED SCHOOL LEADERS INTERESTED IN STARTING THEIR OWN PUBLIC CHARTER SCHOOL OR MANAGEMENT ORGANIZATION. OUR FIRST SENIOR FELLOW IS TODD DICKSON, PRINCIPAL OF SUMMIT PREP IN REDWOOD CITY, CALIFORNIA, ONE OF THE HIGHEST PERFORMING CHARTER SCHOOLS IN THE NATION (FEATURED IN THE FILM WAITING FOR SUPERMAN), WHO WILL APPLY TO OPEN A CHARTER MIDDLE/HIGH SCHOOL IN NASHVILLE FOR 2014.

TODD DICKSON'S FIRST PROPOSED SCHOOL, VALOR COLLEGIATE ACADEMY, A 5-12 CHARTER WAS UNANIMOUSLY APPROVED BY THE MNPS SCHOOL BOARD DURING THE SPRING 2013 APPLICATION CYCLE. THE SCHOOL WILL OPEN FOR THE 2014-15 SCHOOL YEAR AFTER A YEAR OF INCUBATION AND LAUNCH SUPPORT.

CREATED A TCSI SCHOOL TURNAROUND FELLOWSHIP (EDUCATION ENTREPRENEURS) TO APPLY TO THE ACHIEVEMENT SCHOOL DISTRICT TO TURN AROUND FAILING DISTRICT SCHOOLS IN MEMPHIS AND NASHVILLE. THE FELLOWSHIP WAS DEVELOPED IN CONJUNCTION WITH THE ACHIEVEMENT SCHOOL DISTRICT THROUGH A KIPP NATIONAL'S SCHOOL LEADERSHIP DESIGN FELLOWSHIP AS PART OF THEIR FEDERAL INVESTING IN INNOVATION (I3) GRANT.



Name of the organization

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

**FORM 990, PART III, LINE 4A - PROGRAM SERVICE ACCOMPLISHMENTS**

HELPED SUPPORT TCSI'S FIRST EDUCATION ENTREPRENEURS FELLOWS, BOBBY WHITE AND STEVE AJANI, WITH THE TURNAROUND SCHOOL DESIGN AND APPLICATION PROCESS; BOTH FELLOWS RECEIVED APPROVAL FOR THEIR MEMPHIS TURNAROUND CHARTERS THROUGH THE ASD'S SPRING 2013 CHARTER APPLICATION CYCLE.

PROVIDED PLANNING AND APPLICATION SUPPORT TO MEMPHIS RISE ACADEMY, A 6-12 CHARTER SCHOOL, AND BES FELLOW JACK VUYLSTEKE FOR A NEW START CHARTER SCHOOL IN MEMPHIS. THE SCHOOL WAS APPROVED DURING THE 2013 APPLICATION CYCLE.

RECRUITED A NEW CLASS OF FIVE EDUCATION ENTREPRENEURS FELLOWS. THE FELLOWS WILL START THEIR FELLOWSHIP YEAR IN JULY 2013, TO SUBMIT CHARTER APPLICATIONS DURING THE 2014 APPLICATION CYCLE, AND LAUNCH THEIR SCHOOLS IN THE FALL OF 2015.

**FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS**

SUPPORTING HIGH QUALITY SCHOOLS

CREATED A SCHOOL INCUBATION SITE AT THE EAST HEAD START BUILDING IN NASHVILLE THAT WILL HOUSE NEW PUBLIC CHARTER SCHOOLS DURING THEIR FIRST 2-3 YEARS OF OPERATION OVER THE NEXT SIX YEARS.

DEVELOPED TRAINING AND PROVIDED SUBSIDIZED SUPPORTS TO PUBLIC CHARTER SCHOOLS IN THE AREAS OF DATA-DRIVEN INSTRUCTION, SCHOOL FINANCE, AND GOVERNANCE.

COMMISSIONED SPECIAL EDUCATION REVIEWS OF TWELVE PUBLIC CHARTER SCHOOLS IN MEMPHIS AND NASHVILLE FOR THE PURPOSE OF IDENTIFYING PRIORITY AREAS FOR SUPPORT AND TRAINING.

Name of the organization

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

**FORM 990, PART III, LINE 4B - PROGRAM SERVICE ACCOMPLISHMENTS**

CONDUCTED SCHOOL QUALITY REVIEWS OF MULTIPLE PUBLIC CHARTER SCHOOLS IN MEMPHIS AND NASHVILLE TO HELP THEM IDENTIFY AREAS OF STRENGTH AND NEED FOR THE SUCCESSFUL OPERATION OF HIGH-QUALITY PUBLIC CHARTER SCHOOLS.

LAUNCHED A NATIONAL TALENT RECRUITMENT CAMPAIGN AND JOB BOARD DESIGNED TO PROMOTE PUBLIC CHARTER SCHOOL JOB AND CAREER OPPORTUNITIES IN TENNESSEE.

CONVENED DISTRICT AND CHARTER SCHOOL COLLABORATIVE WORKING GROUPS AROUND ISSUES OF HUMAN CAPITAL, FACILITIES, AND POLICY. THESE WERE DONE INFORMALLY AS WELL AS FORMALLY THROUGH THE GATES DISTRICT-CHARTER COMPACT AND THE KIPP SCHOOL LEADERSHIP DESIGN FELLOWSHIP.

COMPLETED A STATEWIDE CHARTER SCHOOL FACILITIES SURVEY THAT HIGHLIGHTS THE NEED FOR SIGNIFICANT PUBLIC POLICY CHANGES TO ACHIEVE EQUITY IN ACCESS AND RESOURCES FOR CHARTER SCHOOL FACILITIES IN TENNESSEE.

CREATED A STRATEGIC FACILITIES PLAN THAT CALLS FOR THE CAPITALIZATION OF A TENNESSEE CHARTER SCHOOL FACILITIES FUND TO ASSIST IN THE SECURING OF FINANCING FOR SUITABLE SCHOOL SITES.

**FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS**

THE ORGANIZATION'S BOARD OF DIRECTORS AND MANAGEMENT RECEIVES, REVIEWS AND APPROVES THE FORM 990 PRIOR TO FILING.

**FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS**

THE CONFLICT OF INTEREST POLICY IS ONLY REFERENCED WHEN A POTENTIAL CONFLICT ARISES. THERE WERE NO SUCH CONFLICTS DURING THE YEAR.

Name of the organization

TENNESSEE CHARTER SCHOOL INCUBATOR, INC.

Employer identification number

27-1799465

**FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS - CEO, TOP MANAGEMENT**

THE BOARD CONSIDERS SALARY LEVELS IN SIMILAR ORGANIZATIONS AND HAS DISCUSSIONS TO SET THE ANNUAL COMPENSATION PACKAGE OF THE CHIEF EXECUTIVE OFFICER.

**FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS - OFFICERS & KEY EMPLOYEES**

THE CHIEF EXECUTIVE OFFICER AND BOARD CHAIR REVIEW COMPARABLE DATA IN SIMILAR ORGANIZATIONS AND HAS DISCUSSIONS TO SET THE COMPENSATION LEVELS OF OTHER OFFICERS AND KEY EMPLOYEES.

**FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE**

THE DOCUMENTS ARE MADE AVAILABLE UPON REQUEST.

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

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

Type or print  File by the extended due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.		Enter filer's identifying number, see instructions	
	TENNESSEE CHARTER SCHOOL INCUBATOR, INC.		Employer identification number (EIN) or	
	Number, street, and room or suite number. If a P.O. box, see instructions.		27-1799465	
	209 10TH AVENUE SOUTH #416		Social security number (SSN)	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.				
NASHVILLE, TN 37203				

Enter the Return code for the return that this application is for (file a separate application for each return)..... **01**

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

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

- The books are in care of ► BRADLEY JONES (JONESES, PLLC)  
Telephone No. ► 615-371-6123 FAX No. ► \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ... . If this is for the whole group, check this box. ... ☐ . If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until 11/15, 20 13.
- 5 For calendar year 2012, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

7 State in detail why you need the extension... TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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

**Signature and Verification must be completed for Part II only.**

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

Signature ► Diana M. Lande Title ► CPA

Date ► 8/13/13

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FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)

05/15/2013

2012 Activity Report

Page 1

11:07 AM

Client 29604 - TENNESSEE CHARTER SCHOOL INCUB EIN: 27-1799465  
Federal (Ext.): Even Return.....\$0

Activity

Extension

US - ACCEPTED 05/13 (Current Status)

Previous Activity

- 05/13 Sent to the IRS
- 05/13 Received at Lacerte
- 05/13 Sent to Lacerte
- 05/13 Ready To Send
- 05/13 Passed Validation