

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

OMB No 1545-0047

2011Open to Public
Inspection

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

A For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization THE HELPING UP MISSION, INC.		D Employer identification number 52-0635090
	Doing Business As		E Telephone number (410) 675-7500
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 7,098,917.
	1029 E. BALTIMORE STREET		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or country, and ZIP + 4 BALTIMORE, MD 21202		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)
F Name and address of principal officer ROBERT K. GEHMAN SAME AS C ABOVE			H(c) Group exemption number ▶
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.HELPINGUPMISSION.ORG			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			L Year of formation: 1885 M State of legal domicile: MD

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities HELPING UP MISSION PROVIDES A VARIETY OF SERVICES TO THE HOMELESS		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	10
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	9
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	94
	6 Total number of volunteers (estimate if necessary)	6	2000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	7,230,566.	5,387,306.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,583,252.	1,658,715.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,172.	12,849.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	17,004.	11,434.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,836,994.	7,070,304.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11a)	1,907,792.	2,155,464.
	b Total fundraising expenses (Part IX, column (D), line 25)	195,000.	121,000.
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	4,449,251.	5,715,578.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,552,043.	7,992,042.	
19 Revenue less expenses. Subtract line 18 from line 12	2,284,951.	-921,738.	
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)	3,193,080.	2,375,769.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,049,472.	1,119,671.
		2,143,608.	1,256,098.

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 <i>Robert K. Gehman</i>	Date 5-13-13
	ROBERT K. GEHMAN, EXECUTIVE DIRECTOR Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name MARY-KAY LEARY, CPA	Preparer's signature <i>Mary Kay Leary CPA</i>	Date 5/10/13	Check if self-employed <input type="checkbox"/>	PTIN P00361328
	Firm's name ▶ MCLEAN, KOEHLER, SPARKS & HAMMOND	Firm's EIN ▶ 52-0547375			
	Firm's address ▶ 11311 MCCORMICK ROAD, SUITE 100 HUNT VALLEY, MD 21031	Phone no. 410-296-6200			

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

☒ Yes ☐ No

916-19

13

SCANNED JUL 01 2013

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

HELPING UP MISSION PROVIDES HOPE TO THE POOR AND HOMELESS THROUGH PROGRAMS DESIGNED TO MEET THEIR INDIVIDUAL PHYSICAL, PSYCHOLOGICAL, SOCIAL AND SPIRITUAL NEEDS.

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 \$ 6,477,551. including grants of \$) (Revenue \$ 1,670,149.)**SEE ATTACHED STATEMENT****4b** (Code) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services (Describe in Schedule O)

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

4e Total program service expenses **6,477,551.**

Part IV Checklist of Required Schedules

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

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Part IV Checklist of Required Schedules (continued)

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

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

	1a	1b	1c	2a	2b	3a	3b	4a	5a	5b	5c	6a	6b	7a	7b	7c	7d	7e	7f	7g	7h	8	9a	9b	10a	10b	11a	11b	12a	12b	13a	13b	13c	14a	14b	
1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	8																																			
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?																																				
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.				94																																
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).					X																															
3a 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.																																				
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?																																				
b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.																																				
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?																																				
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?																																				
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?																																				
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?																																				
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?																																				
7 Organizations that may receive deductible contributions under section 170(c).																																				
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?																																				
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?																																				
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?																																				
9 Sponsoring organizations maintaining donor advised funds.																																				
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?																																				
10 Section 501(c)(7) organizations. 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.																																				
11 Section 501(c)(12) organizations. 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.)																																				
12a Section 4947(a)(1) non-exempt charitable trusts. 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.																																				
13 Section 501(c)(29) qualified nonprofit health insurance issuers.																																				
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.																																				
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.																																				
14a 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
1a Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b Enter the number of voting members included in line 1a, above, who are independent		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		<input checked="" type="checkbox"/>
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		<input checked="" type="checkbox"/>
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		<input checked="" type="checkbox"/>
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		<input checked="" type="checkbox"/>
6 Did the organization have members or stockholders?		<input checked="" type="checkbox"/>
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		<input checked="" type="checkbox"/>
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		<input checked="" type="checkbox"/>
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	<input checked="" type="checkbox"/>	
b Each committee with authority to act on behalf of the governing body?	<input checked="" type="checkbox"/>	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		<input checked="" type="checkbox"/>

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

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

Section C. Disclosure

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

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MICHAEL T. BURNS - 410-675-7500**
1017 E. BALTIMORE ST, BALTIMORE, MD 21202

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
1b Sub-total								138,717.	0.	18,828.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								138,717.	0.	18,828.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

- 3** Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	200,000.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	5,187,306.				
	g Noncash contributions included in lines 1a-1f \$		1,671,521.				
	h Total. Add lines 1a-1f		5,387,306.				
	Program Service Revenue	2 a PROGRAM FEES	Business Code	900099	1,658,715.	1,658,715.	
b							
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f			1,658,715.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)			15,931.		
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	25,304.	227.		
	b Less cost or other basis and sales expenses	24,963.	3,650.				
	c Gain or (loss)	341.	-3,423.				
	d Net gain or (loss)			-3,082.			-3,082.
	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 EARLY PAYMENT DISCOUNT		900099	5,072.	5,072.			
b WASHER/DRYER		900099	3,789.	3,789.			
c VENDING MACHINES		900099	2,573.	2,573.			
d All other revenue							
e Total. Add lines 11a-11d			11,434.				
12 Total revenue. See instructions.			7,070,304.	1,670,149.	0.	12,849.	

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) but are not required to complete columns (B), (C), and (D).

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

☒

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	138,717.	109,246.	14,558.	14,913.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,507,469.	1,187,202.	158,207.	162,060.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	27,870.	21,949.	2,925.	2,996.
9 Other employee benefits	319,864.	251,908.	33,569.	34,387.
10 Payroll taxes	161,544.	127,223.	16,954.	17,367.
11 Fees for services (non-employees).				
a Management				
b Legal	14,143.	1,905.	5,051.	7,187.
c Accounting	45,000.	6,060.	16,072.	22,868.
d Lobbying				
e Professional fundraising services. See Part IV, line 17	121,000.			121,000.
f Investment management fees				
g Other	5,665.	763.	2,023.	2,879.
12 Advertising and promotion				
13 Office expenses	225,439.	215,717.	7,767.	1,955.
14 Information technology	55,543.	7,480.	19,837.	28,226.
15 Royalties				
16 Occupancy	81,600.	81,600.		
17 Travel	5,244.	1,178.	3,747.	319.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	16,965.	3,057.	4,603.	9,305.
20 Interest	2,588.	400.	2,102.	86.
21 Payments to affiliates	1,816,052.	1,816,052.		
22 Depreciation, depletion, and amortization	33,189.	28,211.	3,319.	1,659.
23 Insurance	93,234.	65,264.	27,970.	
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 DONATED FOOD DISTRIBUTION	1,207,922.	1,207,922.		
b CULTIVATION AND ACQUISITION	596,065.	3,677.		592,388.
c DONATED MERCHANDISE DISTRIBUTION	463,599.	463,599.		
d FOOD PURCHASES	181,218.	181,154.	64.	
e All other expenses SEE SCH O	872,112.	695,984.	83,749.	92,379.
25 Total functional expenses Add lines 1 through 24e	7,992,042.	6,477,551.	402,517.	1,111,974.
26 Joint costs Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	0.	1	
	2 Savings and temporary cash investments	1,454,076.	2	601,441.
	3 Pledges and grants receivable, net	470,555.	3	252,997.
	4 Accounts receivable, net	179,900.	4	159,416.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 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)		6	
	7 Notes and loans receivable, net	-1,219.	7	2,902.
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	43,944.	9	37,236.
	10a Land, buildings, and equipment. cost or other basis. Complete Part VI of Schedule D	10a 369,230.		
	b Less accumulated depreciation	10b 255,983.	10c	113,247.
	11 Investments - publicly traded securities	816,909.	11	1,065,643.
	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	127,031.	15	142,887.
16 Total assets. Add lines 1 through 15 (must equal line 34)	3,193,080.	16	2,375,769.	
Liabilities	17 Accounts payable and accrued expenses	222,287.	17	243,692.
	18 Grants payable		18	
	19 Deferred revenue	85,000.	19	53,006.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 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	706,904.	23	793,969.
	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	35,281.	25	29,004.
	26 Total liabilities. Add lines 17 through 25	1,049,472.	26	1,119,671.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	2,133,967.	27	1,327,446.
	28 Temporarily restricted net assets	9,641.	28	-71,348.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	2,143,608.	33	1,256,098.	
34 Total liabilities and net assets/fund balances	3,193,080.	34	2,375,769.	

Form 990 (2011)

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	7,070,304.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,992,042.
3	Revenue less expenses. Subtract line 2 from line 1	3	-921,738.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,143,608.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	34,228.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	1,256,098.

Part XII Financial Statements and Reporting

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

☒1 Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____

If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both

☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

Yes No

2a		X
2b	X	
2c	X	
3a		X
3b		

Form 990 (2011)

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

2011

Open to Public
Inspection

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number

52-0635090

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

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

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state.
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 (ii) A family member of a person described in (i) above?
 (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

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

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

Schedule A (Form 990 or 990-EZ) 2011

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	4188310.	5311236.	5903936.	7230566.	5387306.	28021354.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	4188310.	5311236.	5903936.	7230566.	5387306.	28021354.
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)						2465808.
6 Public support. Subtract line 5 from line 4						25555546.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	4188310.	5311236.	5903936.	7230566.	5387306.	28021354.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	115,169.	28,155.	10,930.	12,609.	15,931.	182,794.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	16,046.	9,832.	6,439.	17,004.	11,433.	60,754.
11 Total support. Add lines 7 through 10						28264902.
12 Gross receipts from related activities, etc. (see instructions)					12	7,143,355.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	90.41	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	88.56	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2011. 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 - 2010. 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 ► ☐

MAY

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

OMB No 1545-0047

2011Open to Public
Inspection

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number

52-0635090

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the
organization answered "Yes" to Form 990, Part IV, line 6

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Amount
1c	
1d	
1e	
1f	

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

b If "Yes," explain the arrangement in Part XIV

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

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

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

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

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

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

- (i) unrelated organizations
 (ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		369,230.	255,983.	113,247.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))				113,247.

Schedule D (Form 990) 2011

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

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

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

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

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

(a) Description	(b) Book value
(1) DUE FROM NCSS	87,032.
(2) SECURITY DEPOSITS	3,100.
(3) DUE FROM HOUSE OF FREEDOM	52,755.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ►	
	142,887.

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

(a) Description of liability	(b) Book value
1. (1) Federal income taxes	
(2) ANNUITIES PAYABLE	29,004.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ►	
	29,004.

FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	

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

1	Total revenue, gains, and other support per audited financial statements	1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	

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

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

Part XIV 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, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE ORGANIZATION ACCOUNTS FOR INCOME TAX PROVISIONS IN

ACCORDANCE WITH FINANCIAL ACCOUNTING STANDARDS BOARD ACCOUNTING STANDARDS

CONCEPT TOPIC 740-10, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, WHICH

CREATES A SINGLE MODEL TO ADDRESS UNCERTAINTY IN TAX POSITIONS AND

CLARIFIES THE ACCOUNTING FOR INCOME TAXES BY PRESCRIBING THE MINIMUM

RECOGNITION THRESHOLD A TAX POSITION IS REQUIRED TO MEET BEFORE BEING

RECOGNIZED IN THE FINANCIAL STATEMENTS. THE ORGANIZATION BELIEVES THAT ITS

INCOME TAX FILING POSITIONS AND DEDUCTIONS WILL BE SUSTAINED UPON

Part XIV Supplemental Information (continued)

EXAMINATION AND, ACCORDINGLY, HAS NOT RECORDED ANY RESERVES, OR RELATED ACCRUALS FOR INTEREST AND PENALTIES, AT JUNE 30, 2012 AND 2011 FOR UNCERTAIN INCOME TAX POSITIONS. THE ORGANIZATION CONTINUALLY EVALUATES EXPIRING STATUTES OF LIMITATIONS, AUDITS, PROPOSED SETTLEMENTS, CHANGES IN TAX LAW, AND NEW AUTHORITATIVE RULINGS. THE ORGANIZATION HAS ADOPTED A POLICY UNDER WHICH, IF REQUIRED TO BE RECOGNIZED IN THE FUTURE, WILL CLASSIFY INTEREST RELATED TO THE UNDERPAYMENT OF INCOME TAXES AS A COMPONENT OF INTEREST EXPENSE, AND WILL CLASSIFY ANY RELATED PENALTIES IN GENERAL AND ADMINISTRATIVE EXPENSES IN THE CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES AND STATEMENT OF ACTIVITIES. WITH FEW EXCEPTIONS, THE ORGANIZATION IS NO LONGER SUBJECT TO U.S. FEDERAL, STATE AND LOCAL INCOME TAX EXAMINATIONS BY TAX AUTHORITIES FOR YEARS ENDING BEFORE JUNE 30, 2009.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open To Public
Inspection

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number
52-0635090

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☒ Mail solicitations
b ☒ Internet and email solicitations
c ☒ Phone solicitations
d ☒ In-person solicitations
e ☒ Solicitation of non-government grants
f ☐ Solicitation of government grants
g ☒ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
GRIZZARD COMMUNICATIONS - 110 N, MARYLAND AVE., GLENDALE,	CONSULTS ON DIRECT MAIL PROGRAM		X	1,083,913.	115,000.	968,913.
LEWIS ADVERTISING, INC. - 325 E, OLIVER STREET, BALTIMORE,	CONSULTS ON DIRECT MAIL PROGRAM		X	183,964.	0.	183,964.
I58:10 MEDIA - 10941 SW MATZEN DRIVE, WILSONVILLE, OR	CONSULTS ON RADIO FUNDRAISING PROGRAM		X	69,026.	6,000.	63,026.
GATEWAY COMMUNICATIONS - 16805 NE MASON COURT,	CONSULTS ON PHONE FUNDRAISING PROGRAM		X	51,110.	0.	51,110.
Total				1,388,013.	121,000.	1,267,013.

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

MD

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts			
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			()
	11	Net income summary. Combine line 3, column (d), and line 10			

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

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

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain. _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

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

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

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

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer
☐ Employee
☐ Independent contractor

17 Mandatory distributions:

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

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: GRIZZARD COMMUNICATIONS

(I) ADDRESS OF FUNDRAISER: 110 N. MARYLAND AVE., GLENDALE, CA 91206

(I) NAME OF FUNDRAISER: LEWIS ADVERTISING, INC.

(I) ADDRESS OF FUNDRAISER: 325 E. OLIVER STREET, BALTIMORE, MD 21202

(I) NAME OF FUNDRAISER: I58:10 MEDIA

Part IV Supplemental Information (continued)

(I) ADDRESS OF FUNDRAISER: 10941 SW MATZEN DRIVE, WILSONVILLE, OR 97070

(I) NAME OF FUNDRAISER: GATEWAY COMMUNICATIONS

(I) ADDRESS OF FUNDRAISER: 16805 NE MASON COURT, PORTLAND, OR 97230

SCHEDULE G, PART I, LINE 2B, COLUMN (V): THE TOTAL AMOUNT PAID TO GRIZZARD COMMUNICATIONS FOR THE YEAR WAS \$602,424 WHICH INCLUDED \$487,424 FOR PRINTING, SIGNAGE AND POSTAGE COSTS RELATED TO DIRECT MAIL FUNDRAISING. FEES PAID DIRECTLY FOR FUNDRAISING CONSULTATION AMOUNTED TO \$115,000.

THE TOTAL AMOUNT PAID TO LEWIS ADVERTISING, INC. FOR THE YEAR WAS \$28,069 WHICH WAS ALL FOR PRINTING, SIGNAGE AND POSTAGE COSTS RELATED TO DIRECT MAIL FUNDRAISING. THERE WERE NO FEES PAID FOR FUNDRAISING CONSULTATION.

THE TOTAL AMOUNT PAID TO I58:10 MEDIA FOR THE YEAR WAS \$37,617 WHICH INCLUDED \$31,617 FOR RADIO CAMPAIGN COSTS RELATED TO DIRECT RADIO FUNDRAISING. FEES PAID DIRECTLY FOR FUNDRAISING CONSULTATION AMOUNTED TO \$6,000.

THE TOTAL AMOUNT PAID TO GATEWAY COMMUNICATIONS FOR THE YEAR WAS \$31,312 WHICH WAS ALL FOR PHONE CAMPAIGN COSTS. THERE WERE NO FEES PAID FOR FUNDRAISING CONSULTATION.

SCHEDULE J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public
Inspection

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

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

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number

52-0635090

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

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

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

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

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

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

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

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

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

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

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

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

Schedule J (Form 990) 2011

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

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

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

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ROBERT GEHMAN	(i) 138,717.	(ii) 0.	(iii) 0.	0.	18,828.	157,545.	0.
	(ii) 0.			0.	0.	0.	0.
2	(i)						
	(ii)						
3	(i)						
	(ii)						
4	(i)						
	(ii)						
5	(i)						
	(ii)						
6	(i)						
	(ii)						
7	(i)						
	(ii)						
8	(i)						
	(ii)						
9	(i)						
	(ii)						
10	(i)						
	(ii)						
11	(i)						
	(ii)						
12	(i)						
	(ii)						
13	(i)						
	(ii)						
14	(i)						
	(ii)						
15	(i)						
	(ii)						
16	(i)						
	(ii)						

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number

52-0635090

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		463,599.	THRIFT SHOP VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X		1,207,922.	INDUSTRY GUIDELINES
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		X
31		X
32a		X

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

Schedule M (Form 990) (2011)

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

2011

Open to Public
Inspection

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number
52-0635090

FORM 990, PART VI, SECTION B, LINE 11: THE HELPING UP MISSION PROVIDES INFORMATION FOR THE PREPARATION OF ITS FORM 990 TO AN OUTSIDE ACCOUNTING FIRM WHICH COMPLETES THE RETURN. THE COMPLETED RETURN IS REVIEWED BY THE CHIEF FINANCIAL OFFICER AND THEN SUBMITTED TO THE FINANCE COMMITTEE OF THE BOARD OF DIRECTORS FOR REVIEW, COMMENTS AND APPROVAL. THE FINANCE COMMITTEE IS AUTHORIZED TO APPROVE THE FORM 990 ON BEHALF OF THE BOARD OF DIRECTORS. AFTER THE RETURN HAS BEEN APPROVED BY MANAGEMENT, IT IS FILED WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: THE HELPING UP MISSION CURRENTLY HAS IN PLACE A CONFLICT OF INTEREST POLICY FOR OFFICERS, DIRECTORS AND MANAGEMENT-LEVEL EMPLOYEES WHICH IT ANNUALLY MONITORS AND ENFORCES. THE BOARD CURRENTLY MANDATES THAT ALL OFFICERS, DIRECTORS AND MANAGEMENT-LEVEL EMPLOYEES SIGN A CONFLICT OF INTEREST STATEMENT UPON JOINING THE ORGANIZATION AND ARE EXPECTED TO ADHERE TO ITS PRINCIPLES DURING THEIR TENURE WITH THE ORGANIZATION. ANY MEMBER WHO HAS AN ACTUAL OR POTENTIAL CONFLICT WILL BE EXPECTED TO REFRAIN FROM VOTING OR PARTICIPATING IN ANY DECISIONS OR TRANSACTIONS UNTIL SUCH ACTUAL OR POTENTIAL CONFLICT OF INTEREST NO LONGER EXISTS.

FORM 990, PART VI, SECTION B, LINE 15A: THE GOVERNANCE COMMITTEE OF THE BOARD OF DIRECTORS IS RESPONSIBLE FOR SETTING THE COMPENSATION OF THE CHIEF EXECUTIVE OFFICER OF HELPING UP MISSION (EXECUTIVE DIRECTOR). THE COMMITTEE MAY USE A VARIETY OF INFORMATION AND STUDIES THAT ARE AVAILABLE TO DETERMINE THAT AN APPROPRIATE AND REASONABLE LEVEL OF COMPENSATION AND BENEFITS ARE BEING PAID. THE PERSONNEL COMMITTEE OF THE BOARD OF DIRECTORS PERIODICALLY REVIEWS THE OVERALL COMPENSATION AND BENEFIT LEVELS OF THE

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number

52-0635090

REST OF THE STAFF FOR REASONABLENESS AND SUFFICIENCY.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING
DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE
AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PART IX, LINE 24E, ALL OTHER FUNCTIONAL EXPENSES:

UNCOLLECTIBLE PLEDGES:

PROGRAM SERVICE EXPENSES	170,000.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	170,000.

PUBLIC AWARENESS:

PROGRAM SERVICE EXPENSES	155,741.
MANAGEMENT AND GENERAL EXPENSES	62.
FUNDRAISING EXPENSES	1,285.
TOTAL EXPENSES	157,088.

BANQUET:

PROGRAM SERVICE EXPENSES	146,107.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	146,107.

EQUIPMENT LEASE AND MAINTENANCE:

PROGRAM SERVICE EXPENSES	61,596.
MANAGEMENT AND GENERAL EXPENSES	7,490.

Name of the organization	THE HELPING UP MISSION, INC.	Employer identification number	52-0635090
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FUNDRAISING EXPENSES 20,791.

TOTAL EXPENSES 89,877.

PROFESSIONAL & CONTRACTUAL SERVICES:

PROGRAM SERVICE EXPENSES 10,293.

MANAGEMENT AND GENERAL EXPENSES 27,296.

FUNDRAISING EXPENSES 38,838.

TOTAL EXPENSES 76,427.

BANK CHARGES:

PROGRAM SERVICE EXPENSES 0.

MANAGEMENT AND GENERAL EXPENSES 30,199.

FUNDRAISING EXPENSES 18,445.

TOTAL EXPENSES 48,644.

CAMPS:

PROGRAM SERVICE EXPENSES 42,000.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 42,000.

TELEPHONE:

PROGRAM SERVICE EXPENSES 27,069.

MANAGEMENT AND GENERAL EXPENSES 8,281.

FUNDRAISING EXPENSES 4,228.

TOTAL EXPENSES 39,578.

VEHICLE EXPENSES:

Name of the organization	THE HELPING UP MISSION, INC.	Employer identification number	52-0635090
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PROGRAM SERVICE EXPENSES	25,019.
MANAGEMENT AND GENERAL EXPENSES	171.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	25,190.

RESIDENTS' ALLOWANCE AND ASSISTANCE:

PROGRAM SERVICE EXPENSES	22,005.
MANAGEMENT AND GENERAL EXPENSES	48.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	22,053.

EDUCATIONAL:

PROGRAM SERVICE EXPENSES	15,333.
MANAGEMENT AND GENERAL EXPENSES	6,572.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	21,905.

UTILITIES:

PROGRAM SERVICE EXPENSES	11,196.
MANAGEMENT AND GENERAL EXPENSES	625.
FUNDRAISING EXPENSES	1,313.
TOTAL EXPENSES	13,134.

MEMBERSHIPS & SUBSCRIPTIONS:

PROGRAM SERVICE EXPENSES	4,324.
MANAGEMENT AND GENERAL EXPENSES	2,400.
FUNDRAISING EXPENSES	2,285.
TOTAL EXPENSES	9,009.

Name of the organization	THE HELPING UP MISSION, INC.	Employer identification number	52-0635090
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SPECIAL EVENTS:

PROGRAM SERVICE EXPENSES	753.
MANAGEMENT AND GENERAL EXPENSES	243.
FUNDRAISING EXPENSES	5,079.
TOTAL EXPENSES	6,075.

REPAIRS & MAINTENANCE- BLDG:

PROGRAM SERVICE EXPENSES	1,509.
MANAGEMENT AND GENERAL EXPENSES	182.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,691.

PERMITS, LICENSES AND TAXES:

PROGRAM SERVICE EXPENSES	1,537.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,537.

PUBLICATIONS & SUBSCRIPTIONS:

PROGRAM SERVICE EXPENSES	1,477.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,477.

PRINTING, POSTAGE & SHIPPING:

PROGRAM SERVICE EXPENSES	25.
MANAGEMENT AND GENERAL EXPENSES	180.

Name of the organization	THE HELPING UP MISSION, INC.	Employer identification number	52-0635090
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FUNDRAISING EXPENSES 115.

TOTAL EXPENSES 320.

TOTAL OTHER EXPENSES ON FORM 990, PART IX, LINE 24E, COL A 872,112.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS: 34,228.

FORM 990, PART XII, LINE 2C:

THE PROCESS HAS NOT CHANGED SINCE LAST YEAR.

Related Organizations and Unrelated Partnerships

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

2011
Open to Public
Inspection

Name of the organization

THE HELPING UP MISSION, INC.

Employer identification number
52-0635090

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

[illegible]

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

[illegible]

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

Schedule R (Form 990) 2011

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		<input checked="" type="checkbox"/>
b Gift, grant, or capital contribution to related organization(s)	<input checked="" type="checkbox"/>	
c Gift, grant, or capital contribution from related organization(s)		<input checked="" type="checkbox"/>
d Loans or loan guarantees to or for related organization(s)	<input checked="" type="checkbox"/>	
e Loans or loan guarantees by related organization(s)		<input checked="" type="checkbox"/>
f Sale of assets to related organization(s)		<input checked="" type="checkbox"/>
g Purchase of assets from related organization(s)		<input checked="" type="checkbox"/>
h Exchange of assets with related organization(s)	<input checked="" type="checkbox"/>	
i Lease of facilities, equipment, or other assets to related organization(s)		<input checked="" type="checkbox"/>
j Lease of facilities, equipment, or other assets from related organization(s)		<input checked="" type="checkbox"/>
k Performance of services or membership or fundraising solicitations for related organization(s)	<input checked="" type="checkbox"/>	
l Performance of services or membership or fundraising solicitations by related organization(s)	<input checked="" type="checkbox"/>	
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	<input checked="" type="checkbox"/>	
n Sharing of paid employees with related organization(s)	<input checked="" type="checkbox"/>	
o Reimbursement paid to related organization(s) for expenses	<input checked="" type="checkbox"/>	
p Reimbursement paid by related organization(s) for expenses	<input checked="" type="checkbox"/>	
q Other transfer of cash or property to related organization(s)		<input checked="" type="checkbox"/>
r Other transfer of cash or property from related organization(s)		<input checked="" type="checkbox"/>

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

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) HOUSE OF FREEDOM		D	52,755.	FAIR MARKET VALUE OF TRANSACTION
(2) HOUSE OF FREEDOM		B	1,816,052.	FAIR MARKET VALUE OF CONTRIBUTION
(3)				
(4)				
(5)				
(6)				

Part VII Supplemental Information

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

Form 990, Part III, line 4: Program Accomplishments

Helping Up Mission, Inc. is a faith-based, non-denominational Christian organization building a community of hope by offering permanent solutions to homelessness, addiction, and mental illness. Helping Up Mission provides hope to the poor and homeless through programs designed to meet their individual physical, psychological, social and spiritual needs. Helping up Mission is privately funded by thousands of individuals, churches, community organizations, corporations, and foundations. Compassionate and substantial care is given to all men in need, without consideration of race, economic or religious status. The campus includes a beautiful state-of-the-art chapel, a large commercial kitchen and dining room, classrooms for all program training, group and individual counseling rooms, an Innovative Learning Center that includes classrooms and computer labs, medical and vision exam rooms for on-site health care, a library with computer carrels, a recreational area which includes a gym and a gaming area, a barber shop, an arts and crafts center, a laundry facility, a rooftop observation deck, multi-purpose rooms, offices and conference rooms.

Emergency Overnight Guest Services (EOGS) ¹ is the historical bedrock program of Helping Up Mission, and has been in existence since 1885. Homeless men are provided with a shower, a clean set of clothing, dinner, breakfast, and a message of hope that “real and permanent” change is possible if they desire to make a change in their lives. This program is emergency in nature, in that our overnight guests are truly without shelter, except for being with us. The overnight guests are served by and interact with the men in our 12-Month Spiritual Recovery Program, allowing the overnight guests to see positive changes in the lives of men formerly sharing similar circumstances. Many overnight guests choose to join the Spiritual Recovery Program. Last year, one out of three Spiritual Recovery Program members came from our Emergency Overnight Guest Services Program.

The cornerstone of Helping Up Mission is the Spiritual Recovery Program (SRP) ², providing hope, help, answers, and empowerment to those suffering from addiction, homelessness and mental illness. The SRP is a multifaceted, holistic, 12-month, residential program designed to nurture long-term recovery for homeless men with severe drug and/or alcohol related substance abuse issues. Participants live in a 12-step therapeutic community, creating and fostering a restorative culture of wellness and healing. The SRP focuses on four key areas to promote a mature, productive life: physical, psychological, spiritual and social. The SRP is not funded by the state, but rather, it depends entirely on the generosity of people willing to give homeless and addicted men a chance at recovery and restored lives.

Our Graduate Transitional Housing Program (GTHP) ³, also called the House of Freedom, is the final stage of the transformative process. In this program, formerly homeless men live in long-term (up to 24 months) housing that prepares them to re-enter the community. There are

three eligibility requirements: a man must be a recent graduate of our Spiritual Recovery Program, must have one full year of continuous sobriety, and must be gainfully employed. The "heart" of this housing ministry is to provide Baltimore's recovering homeless men with a safe, encouraging, spiritually nurturing environment. By living in our therapeutic community, they're better equipped to regain their independence — and keep it. Here, each man is known by his "neighbors," and held accountable to the standard of living established in the Spiritual Recovery Program.

Our work is outcome-based, research-driven, and accomplished by providing a comprehensive array of residential programs and services through an extensive integrated network of strategic community partnerships. The 115,000 square foot campus encompasses 500 beds in eight distinctive programs at HUM, which include:

- Emergency Overnight Guest Services Program (50 beds)
- Spiritual Recovery Program (271)
- Graduate Transitional Housing Program (50 beds)
- Intern Leadership Training Program (30 beds)
- Long-Term Supportive Housing Program (16 beds)
- Graduate Relapse Reorientation Program (10 beds)
- Veterans Administration Outpatient Recovery Program (25 beds)
- Johns Hopkins Intensive Outpatient Recovery Program (48 beds)

Approximately 70 percent of the HUM staff is comprised of program graduates. 10 beds are allocated to select members of that staff, who live on site. This helps to establish a safe, encouraging, and therapeutic environment for the residential clients.

Helping Up Mission partners with a vast network of community organizations to deliver a holistic range of services which include:

- Spiritual development & pastoral counseling
- Mental health counseling
- Substance abuse counseling
- Educational advancement (GED/EDP/ABE)
- Vocational programs
- Financial literacy
- Somatic healthcare
- Vision care
- Dental care
- Podiatry care
- HIV awareness and screening

- Legal aid
- Computer literacy
- Mentoring
- Work therapy
- Art & Music therapy
- 12-step programs for substance abuse
- Recreational activities

Helping Up Mission partners include (but are not limited to):

- Johns Hopkins University
- Johns Hopkins Hospital and Health Systems
- University of Maryland Medical Center
- University of Maryland School of Dentistry
- University of Towson Department of Nursing
- School of Pharmacy at Notre Dame at Maryland University
- U.S. Department of Veteran Affairs
- Maryland Department of Health and Mental Hygiene
- Maryland Department of Housing and Community Development
- The Abell Foundation
- The Harry and Jeanette Weinberg Foundation, Inc.
- South Baltimore Learning Center
- Healthcare for the Homeless
- Baltimore City Counseling Center
- Total Health Care, Inc.
- Back on My Feet
- Kameen Eye Associates
- Baltimore Substance Abuse Systems
- Baltimore County Office of Child Support Enforcement
- Homeless Persons Representation Project
- Business Interface, Inc.
- Maryland New Directions
- Bradley, Arant, Boult, Cummings, LLC
- Baltimore City Mayor's Office of Economic Development
- Baltimore Development Corporation
- Baltimore City Department of Social Services
- Susquehanna Bank
- PNC Bank
- Bank of America

- Maryland Society for Sight
- Davidovski Eye Associates
- Diakon Kathryn's Kloset
- Federal Home Loan Bank
- Disability Support Services

We serve a diverse group of clientele whose average demographics are:

- 40 years of age
- Started using drugs or alcohol at age 15
- 23 years of addiction
- 85% have experienced incarceration, averaging 30 months of jail time served
- 55% come from Baltimore City
- 57% have children
- 30% do not have a high school diploma
- 20% have experienced domestic violence growing up
- Diverse racial and socio-economic backgrounds

Over the course of the past fiscal year 2012, Helping up Mission provided the following to our clients:

- 1,000+ meals served each day
- 400,000+ meals served each year
- 182,500 nights of available shelter annually
- 150,000+ pieces of clothing and personal items distributed
- 2,100+ chapel services and educational classes conducted each year
- 5,700+ mental health, substance abuse, and psychiatric counseling sessions
- 1,500+ medical appointments
- 1,100+ dental appointments
- 350 HIV screenings
- 328 TB tests
- 265 vision screenings
- 116 pairs of eyeglasses distributed
- 85+ podiatry examinations
- 250 Legal Aid counseling sessions

¹ Second largest program by fiscal year expense

² Largest program by fiscal year expense

³ Third largest program by fiscal year expense

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for *Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE HELPING UP MISSION, INC.	<input checked="" type="checkbox"/> 52-0635090
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1029 E. BALTIMORE STREET	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BALTIMORE, MD 21202	

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	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ANDREW GORODE

- The books are in the care of ► **1017 E. BALTIMORE ST - BALTIMORE, MD 21202**

Telephone No. ► **410-675-7500**

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.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year or

► ☒ tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a 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.	3a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- 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 due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HELPING UP MISSION, INC.	<input checked="" type="checkbox"/> 52-0635090
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	1029 E. BALTIMORE STREET	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BALTIMORE, MD 21202	

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

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

- The books are in the care of **1017 E. BALTIMORE ST - BALTIMORE, MD 21202**
Telephone No. **410-675-7500** 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 **MAY 15, 2013**.
- 5 For calendar year ☐, or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**.
- 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
ALL PERTINENT INFORMATION HAS NOT YET BEEN RECEIVED SO AS TO ALLOW FOR THE PREPARATION OF A COMPLETE AND ACCURATE RETURN.

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

Signature and Verification must be completed for Part II only.

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

Signature **Anthony J. Pula** Title **ENROLLED AGENT**Date **2/12/13**