Form **990**

Department of the Treasury
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

For the 2008 calendar year, or tax year beginning , 2008, and ending

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Termination [ ] Amended return [ ] Application pending

Please use IRS label or print or type. See specific Instructions.

C Name of organization: Americans for Prosperity

Number and street (or P.O. box if mail is not delivered to street addr): 1726 M Street, NW, Tenth Floor | Room/suite

City, town or country: Washington | State: DC | ZIP code + 4: 20036

Client Copy

D Employer identification number: 75-3148958

E Telephone number: (202) 349-5880

G Gross receipts $ 7,035,262.

F Name and address of principal officer: Tim Phillips 1726 M St., NW, 10th Fl Washington DC 20036

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If 'No,' attach a list. (see instructions)

I Tax-exempt status [X] 501(c) ( 4 ) ◄ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ► www.americansforprosperity.org

H(c) Group exemption number ►

K Type of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ►

L Year of Formation: 2004

M State of legal domicile: DC

## Part I Summary

**Activities & Governance**

1 Briefly describe the organization's mission or most significant activities: Educate and mobilize to achieve growth, opportunity, and prosperity

2 Check this box ► [ ] if the organization discontinued its operations or disposed of more than 25% of its assets.

| | | | |
|---|---|---|---|
| 3 | Number of voting members of the governing body (Part VI, line 1a) | 3 | 4 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 4 |
| 5 | Total number of employees (Part V, line 2a) | 5 | 0 |
| 6 | Total number of volunteers (estimate if necessary) | 6 | 500 |
| 7a | Total gross unrelated business revenue from Part VIII, line 12, column (C) | 7a | 0. |
| b | Net unrelated business taxable income from Form 990-T, line 34 | 7b | |

| | | | Prior Year | Current Year |
|---|---|---|---|---|
| Revenue | 8 | Contributions and grants (Part VIII, line 1h) | 3,442,441. | 7,012,051. |
| | 9 | Program service revenue (Part VIII, line 2g) | | |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 13,979. | 1,443. |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 4,773. | 21,768. |
| | 12 | Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 3,461,193. | 7,035,262. |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 20,000. | |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | | |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 621,993. | 843,875. |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | | |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ► 305,070. | | |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) | 3,535,311. | 6,203,173. |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 4,177,304. | 7,047,048. |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | -716,111. | -11,786. |

| | | | Beginning of Year | End of Year |
|---|---|---|---|---|
| Net Assets or Fund Balances | 20 | Total assets (Part X, line 16) | 507,143. | 377,260. |
| | 21 | Total liabilities (Part X, line 26) | 567,879. | 449,782. |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | -60,736. | -72,522. |

## Part II Signature Block

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

**Sign Here**

► Signature of officer — Date 8/14/09

► Tim Phillips
Type or print name and title.

**Paid Preparer's Use Only**

Preparer's signature ► — Date 8/11/09 — Check if self-employed ► [ ] — Preparer's identifying number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4 ► Douglas Corey & Associates, PC
6601 Little River Trnpk, Suite 440
Alexandria VA 22312-1303

EIN ►

Phone no. ►

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

Form **8868**
(Rev April 2008)

Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

OMB No. 1545-1709

- 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.

## 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.*

**Electronic Filing** *(e-file)*. Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

| Type or print | Name of Exempt Organization | Employer identification number |
|---|---|---|
| | Americans for Prosperity | 75-3148958 |
| File by the due date for filing your return. See instructions. | Number, street, and room or suite number. If a P.O. box, see instructions. | |
| | 1726 M Street, NW, Tenth Floor | |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions. | |
| | Washington DC 20036 | |

**Check type of return to be filed** (file a separate application for each return):

| | | |
|---|---|---|
| [X] Form 990 | [ ] Form 990-T (corporation) | [ ] Form 4720 |
| [ ] Form 990-BL | [ ] Form 990-T (section 401(a) or 408(a) trust) | [ ] Form 5227 |
| [ ] Form 990-EZ | [ ] Form 990-T (trust other than above) | [ ] Form 6069 |
| [ ] Form 990-PF | [ ] Form 1041-A | [ ] Form 8870 |

- The books are in the care of ► The Organization

Telephone No. ► (202) 349-5880 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 09, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [X] calendar year 20 08 or

► [ ] tax year beginning _____, 20 ___, and ending _____, 20 ___.

2 If this tax year 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 or 990-T, 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, or, if required, deposit with FTD coupon or, 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.

**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

**Part III Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission:

Educate and mobilize to achieve growth, opportunity, and prosperity

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 exempt purpose achievements for each of the organization's three largest program services 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 $ 6,375,022. including grants of $ 0.) (Revenue $ 7,035,519.)

State chapters and National office - mobilize citizens to acheive fiscal and regulatory restraint by state governments, and a return of the Federal government to its Constitutional limits. State chapters are located in AZ, CA, CO, FL, GA, IL, KS, MI, MO, LA, NJ, NC, ND, NH, OH, OK, OR, SC, SD, TX, VA, WI.

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** ► $ 6,375,022. *(Must equal Part IX, Line 25, column (B).)*

## Part IV Checklist of Required Schedules

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If 'Yes,' complete Schedule A* | 1 | | X |
| 2 | Is the organization required to complete Schedule B, Schedule of Contributors? | 2 | X | |
| 3 | Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If 'Yes,' complete Schedule C, Part I* | 3 | | X |
| 4 | **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities? *If 'Yes,' complete Schedule C, Part II* | 4 | | |
| 5 | **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? *If 'Yes,' complete Schedule C, Part III* | 5 | | X |
| 6 | Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If 'Yes,' complete Schedule D, Part I* | 6 | | X |
| 7 | Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? *If 'Yes,' complete Schedule D, Part II* | 7 | | X |
| 8 | Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If 'Yes,' complete Schedule D, Part III* | 8 | | 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? *If 'Yes,' complete Schedule D, Part IV* | 9 | | X |
| 10 | Did the organization hold assets in term, permanent, or quasi-endowments? *If 'Yes,' complete Schedule D, Part V* | 10 | | X |
| 11 | Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? *If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable* | 11 | | X |
| 12 | Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? *If 'Yes,' complete Schedule D, Parts XI, XII, and XIII* | 12 | X | |
| 13 | Is the organization a school described in section 170(b)(1)(A)(ii)? *If 'Yes,' complete Schedule E* | 13 | | X |
| 14a | Did the organization maintain an office, employees, or agents outside of the U.S.? | 14a | | X |
| b | Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? *If 'Yes,' complete Schedule F, Part I* | 14b | | X |
| 15 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If 'Yes,' complete Schedule F, Part II* | 15 | | X |
| 16 | Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If 'Yes,' complete Schedule F, Part III* | 16 | | X |
| 17 | Did the organization report more than $15,000 on Part IX, column (A), line 11e? *If 'Yes,' complete Schedule G, Part I* | 17 | | X |
| 18 | Did the organization report more than $15,000 total on Part VIII, lines 1c and 8a? *If 'Yes,' complete Schedule G, Part II* | 18 | | X |
| 19 | Did the organization report more than $15,000 on Part VIII, line 9a? *If 'Yes,' complete Schedule G, Part III* | 19 | | X |
| 20 | Did the organization operate one or more hospitals? *If 'Yes,' complete Schedule H* | 20 | | X |
| 21 | Did the organization report more than $5,000 on Part IX, column (A), line 1? *If 'Yes,' complete Schedule I, Parts I and II* | 21 | | X |
| 22 | Did the organization report more than $5,000 on Part IX, column (A), line 2? *If 'Yes,' complete Schedule I, Parts I and III* | 22 | | X |
| 23 | Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? *If 'Yes,' complete Schedule J* | 23 | X | |
| 24a | Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than $100,000 as of the last day of the year, and that was issued after December 31, 2002? *If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25* | 24a | | X |
| b | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | 24b | | |
| c | Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | 24c | | |
| d | Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year? | 24d | | |
| 25a | **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? *If 'Yes,' complete Schedule L, Part I* | 25a | | X |
| b | Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? *If 'Yes,' complete Schedule L, Part I* | 25b | | 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? *If 'Yes,' complete Schedule L, Part II* | 26 | | X |
| 27 | Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? *If 'Yes,' complete Schedule L, Part III* | 27 | | X |

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

| | | | Yes | No |
|---|---|---|---|---|
| 28 | During the tax year, did any person who is a current or former officer, director, trustee, or key employee: | | | |
| a | Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? *If 'Yes,' complete Schedule L, Part IV* | 28a | | X |
| b | Have a family member who had a direct or indirect business relationship with the organization? *If 'Yes,' complete Schedule L, Part IV* | 28b | | X |
| c | Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? *If 'Yes,' complete Schedule L, Part IV* | 28c | | X |
| 29 | Did the organization receive more than $25,000 in non-cash contributions? *If 'Yes,' complete Schedule M* | 29 | X | |
| 30 | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If 'Yes,' complete Schedule M* | 30 | | X |
| 31 | Did the organization liquidate, terminate, or dissolve and cease operations? *If 'Yes,' complete Schedule N, Part I* | 31 | | X |
| 32 | Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If 'Yes,' complete Schedule N, Part II* | 32 | | X |
| 33 | Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? *If 'Yes,' complete Schedule R, Part I* | 33 | | X |
| 34 | Was the organization related to any tax-exempt or taxable entity? *If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1* | 34 | X | |
| 35 | Is any related organization a controlled entity within the meaning of section 512(b)(13)? *If 'Yes,' complete Schedule R, Part V, line 2* | 35 | | X |
| 36 | **Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If 'Yes,' complete Schedule R, Part V, line 2* | 36 | | |
| 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? *If 'Yes,' complete Schedule R, Part VI* | 37 | | X |

## Part V Statements Regarding Other IRS Filings and Tax Compliance

| | | | Yes | No |
|---|---|---|---|---|
| 1a Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable | 1a 0 | | | |
| b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | 1b 0 | | | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | | 1c | X | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a 0 | | | |
| 2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? | | 2b | | |
| **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* this return. (see instructions) | | | | |
| 3a Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return? | | 3a | | X |
| b If 'Yes' has it filed a Form 990-T for this year? *If 'No,' provide an explanation in Schedule O* | | 3b | | |
| 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? | | 4a | | X |
| b If 'Yes,' enter the name of the foreign country: ► | | | | |
| See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts. | | | | |
| 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? | | 5a | | X |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | | 5b | | X |
| c If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? | | 5c | | |
| 6a Did the organization solicit any contributions that were not tax deductible? | | 6a | X | |
| b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible? | | 6b | X | |
| **7 Organizations that may receive deductible contributions under section 170(c).** | | | | |
| a Did the organization provide goods or services in exchange for any quid pro quo contribution of more than $75? | | 7a | | X |
| b If 'Yes,' did the organization notify the donor of the value of the goods or services provided? | | 7b | | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | | 7c | | X |
| d If 'Yes,' indicate the number of Forms 8282 filed during the year | 7d | | | |
| e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | | 7e | | X |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | | 7f | | X |
| g For all contributions of qualified intellectual property, did the organization file Form 8899 as required? | | 7g | | |
| h For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? | | 7h | | |
| **8 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | | 8 | | |
| **9 Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.** | | | | |
| a Did the organization make any taxable distributions under section 4966? | | 9a | | |
| b Did the organization make any distribution to a donor, donor advisor, or related person? | | 9b | | |
| **10 Section 501(c)(7) organizations.** Enter: | | | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | | |
| b Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | | |
| **11 Section 501(c)(12) organizations.** Enter: | | | | |
| a Gross income from other members or shareholders | 11a | | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 11b | | | |
| 12a **Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041? | | 12a | | |
| b If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year | 12b | | | |

**Part VI** **Governance, Management and Disclosure** *(Sections A, B, and C request information about policies not required by the Internal Revenue Code.)*

## Section A. Governing Body and Management

*For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.*

| | | | Yes | No |
|---|---|---|---|---|
| 1a | Enter the number of voting members of the governing body | 1a 4 | | |
| b | Enter the number of voting members that are independent | 1b 4 | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? | 2 | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3 | | X |
| 4 | Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? | 4 | | X |
| 5 | Did the organization become aware during the year of a material diversion of the organization's assets? | 5 | | X |
| 6 | Does the organization have members or stockholders? | 6 | | X |
| 7a | Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? | 7a | | X |
| b | Are any decisions of the governing body subject to approval by members, stockholders, or other persons? | 7b | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | | |
| a | The governing body? | 8a | X | |
| b | Each committee with authority to act on behalf of the governing body? | 8b | X | |
| 9a | Does the organization have local chapters, branches, or affiliates? | 9a | X | |
| b | If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? | 9b | X | |
| 10 | Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990. | 10 | X | |
| 11 | Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? *If 'Yes,' provide the names and addresses in Schedule O.* | 11 | | X |

## Section B. Policies

| | | | Yes | No |
|---|---|---|---|---|
| 12a | Does the organization have a written conflict of interest policy? *If 'No,' go to line 13* | 12a | | X |
| b | Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | | |
| c | Does the organization regularly and consistently monitor and enforce compliance with the policy? *If 'Yes,' describe in Schedule O how this is done* | 12c | | |
| 13 | Does the organization have a written whistleblower policy? | 13 | | X |
| 14 | Does the organization have a written document retention and destruction policy? | 14 | | X |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision: | | | |
| a | The organization's CEO, Executive Director, or top management official? | 15a | X | |
| b | Other officers of key employees of the organization? | 15b | X | |
| | Describe the process in Schedule O. (see instructions) | | | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | 16a | | X |
| b | If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | | |

## Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► See States Form 990 Filed In

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

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

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

► The Organization 1726 M Street, NW, 10th Floor, Washington, DC 20036 (202) 349-5880

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

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

1 a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

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

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

☐ Check this box if the organization did not compensate any officer, director, trustee, or key employee.

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply): Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | (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 |
|---|---|---|---|---|---|---|---|---|---|---|
| Art Pope<br>Director | 5.00 | X | | | | | | 0. | 0. | 0. |
| James C. Miller, III<br>Director | 5.00 | X | | | | | | 0. | 0. | 0. |
| James E. Stephenson<br>Director | 5.00 | X | | | | | | 0. | 0. | 0. |
| Tim Phillips<br>President | 10.00 | | | X | X | X | | 85,416. | 158,796. | 0. |
| Ed Frank<br>Treasurer | 20.00 | | | | X | | X | 77,904. | 42,634. | 0. |
| John Flynn<br>Secretary/Treasurer | 16.00 | | | X | X | | | 32,015. | 50,437. | 0. |
| Frayda Levy<br>Director | 5.00 | X | | | | | | 0. | 0. | 0. |
| Alan Cobb<br>State Director | 30.00 | | | | | X | | 98,833. | 42,417. | 0. |
| Philip Kerpen<br>Director of Policy | 25.00 | | | | | X | | 45,771. | 84,229. | 0. |
| Steven Lonegan<br>State Director | 10.00 | | | | | X | | 24,500. | 108,000. | 0. |
| Peggy Venable<br>State Director | 10.00 | | | | | X | | 16,684. | 84,649. | 0. |

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

| (A) Name and Title | (B) Average hours per week | (C) Position (check all that apply): Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | (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 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | | | |
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| | | | | | | | | | | |
| | | | | | | | | | | |
| **1b Total** ► | | | | | | | | 381,123. | 571,162. | 0. |

2 Total number of individuals (including those in 1a) who received more than $100,000 in reportable compensation from the organization ►

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

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than $100,000 of compensation from the organization.

| (A) Name and business address | (B) Description of Services | (C) Compensation |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

2 Total number of independent contractors (including those in 1) who received more than $100,000 in compensation from the organization ►

## 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 | 1a Federated campaigns 1a | | | | |
| | b Membership dues 1b | | | | |
| | c Fundraising events 1c | | | | |
| | d Related organizations 1d | | | | |
| | e Government grants (contributions) 1e | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above 1f 7,012,051. | | | | |
| | g Noncash contribns included in lns 1a-1f: $ 23,652. | | | | |
| | h Total. Add lines 1a-1f ► | 7,012,051. | | | |
| PROGRAM SERVICE REVENUE | Business Code | | | | |
| | 2a | | | | |
| | b | | | | |
| | c | | | | |
| | d | | | | |
| | e | | | | |
| | f All other program service revenue | | | | |
| | g Total. Add lines 2a-2f ► | | | | |
| OTHER REVENUE | 3 Investment income (including dividends, interest and other similar amounts) ► | 1,443. | 0. | 0. | 1,443. |
| | 4 Income from investment of tax-exempt bond proceeds ► | | | | |
| | 5 Royalties ► | | | | |
| | (i) Real / (ii) Personal | | | | |
| | 6a Gross Rents | | | | |
| | b Less: rental expenses | | | | |
| | c Rental income or (loss) | | | | |
| | d Net rental income or (loss) ► | | | | |
| | (i) Securities / (ii) Other | | | | |
| | 7a Gross amount from sales of assets other than inventory | | | | |
| | b Less: cost or other basis and sales expenses | | | | |
| | c Gain or (loss) | | | | |
| | d Net gain or (loss) ► | | | | |
| | 8a Gross income from fundraising events (not including $ 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 ► | | | | |
| | 9a Gross income from gaming activities. See Part IV, line 19 a | | | | |
| | b Less: direct expenses b | | | | |
| | c Net income or (loss) from gaming activities ► | | | | |
| | 10a Gross sales of inventory, less returns and allowances a | | | | |
| | b Less: cost of goods sold b | | | | |
| | c Net income or (loss) from sales of inventory ► | | | | |
| | Miscellaneous Revenue / Business Code | | | | |
| | 11a Miscellaneous income 900099 | 15,337. | 15,337. | 0. | 0. |
| | b List rental 900099 | 6,431. | 6,431. | 0. | 0. |
| | c | | | | |
| | d All other revenue | | | | |
| | e Total. Add lines 11a-11d ► | 21,768. | | | |
| | 12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ► | 7,035,262. | 21,768. | 0. | 1,443. |

## 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).

| *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 U.S. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 398,206. | 332,025. | 49,098. | 17,083. |
| 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 | 365,006. | 285,784. | 43,667. | 35,555. |
| 8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 28,835. | 21,153. | 4,998. | 2,684. |
| 10 Payroll taxes | 51,828. | 44,302. | 4,500. | 3,026. |
| 11 Fees for services (non-employees) | | | | |
| a Management | 435,976. | 405,259. | 26,225. | 4,492. |
| b Legal | 41,323. | 24,079. | 17,244. | 0. |
| c Accounting | 10,510. | 0. | 10,510. | 0. |
| d Lobbying | | | | |
| e Prof fundraising svcs. See Part IV, ln 17 | | | | |
| f Investment management fees | | | | |
| g Other | | | | |
| 12 Advertising and promotion | | | | |
| 13 Office expenses | 54,965. | 12,976. | 35,303. | 6,686. |
| 14 Information technology | 29,238. | 8,549. | 20,397. | 292. |
| 15 Royalties | | | | |
| 16 Occupancy | 114,742. | 88,358. | 13,193. | 13,191. |
| 17 Travel | 205,474. | 170,381. | 28,143. | 6,950. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 86,750. | 81,560. | 3,202. | 1,988. |
| 20 Interest | | | | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | | | | |
| 23 Insurance | 2,769. | 1,512. | 1,257. | 0. |
| 24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) | | | | |
| a Communications, ads, media | 3,063,611. | 3,028,517. | 34,698. | 396. |
| b Consulting | 968,186. | 838,130. | 53,468. | 76,588. |
| c Postage, courier, overnight | 644,678. | 590,959. | 4,476. | 49,243. |
| d List rental | 62,854. | 47,887. | 0. | 14,967. |
| e Printing, duplication | 378,085. | 323,476. | 1,228. | 53,381. |
| f All other expenses | 104,012. | 70,115. | 15,349. | 18,548. |
| 25 Total functional expenses. Add lines 1 through 24f | 7,047,048. | 6,375,022. | 366,956. | 305,070. |
| 26 **Joint Costs.** Check here ► [X] if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation | 617,536. | 432,185. | 0. | 185,351. |

## Part X | Balance Sheet

| | | (A) Beginning of year | | (B) End of year |
|---|---|---|---|---|
| ASSETS | 1 Cash – non-interest-bearing | 507,143. | 1 | 101,969. |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | 25,645. |
| | 4 Accounts receivable, net | | 4 | 55,719. |
| | 5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L | | 5 | |
| | 6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L | | 6 | |
| | 7 Notes and loans receivable, net | | 7 | 193,927. |
| | 8 Inventories for sale or use | | 8 | |
| | 9 Prepaid expenses and deferred charges | 0. | 9 | 0. |
| | 10a Land, buildings, and equipment: cost basis. 10a | | | |
| | b Less: accumulated depreciation. Complete Part VI of Schedule D 10b | | 10c | |
| | 11 Investments – publicly-traded securities | | 11 | |
| | 12 Investments – other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments – program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | | 15 | |
| | 16 **Total assets.** Add lines 1 through 15 (must equal line 34) | 507,143. | 16 | 377,260. |
| LIABILITIES | 17 Accounts payable and accrued expenses | 215,170. | 17 | 449,782. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow 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 | | 23 | |
| | 24 Unsecured notes and loans payable | | 24 | |
| | 25 Other liabilities. Complete Part X of Schedule D | 352,709. | 25 | 0. |
| | 26 **Total liabilities.** Add lines 17 through 25 | 567,879. | 26 | 449,782. |
| NET ASSETS OR FUND BALANCES | **Organizations that follow SFAS 117, check here ► [X] and complete lines 27 through 29 and lines 33 and 34.** | | | |
| | 27 Unrestricted net assets | -504,437. | 27 | -789,124. |
| | 28 Temporarily restricted net assets | 443,701. | 28 | 716,602. |
| | 29 Permanently restricted net assets | | 29 | |
| | **Organizations that do not follow SFAS 117, check here ► [ ] 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, and equipment fund | | 31 | |
| | 32 Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| | 33 **Total net assets or fund balances** | -60,736. | 33 | -72,522. |
| | 34 Total liabilities and net assets/fund balances | 507,143. | 34 | 377,260. |

## Part XI | Financial Statements and Reporting

| | | Yes | No |
|---|---|---|---|
| 1 Accounting method used to prepare the Form 990: [ ] Cash [X] Accrual [ ] Other | | | |
| 2a Were the organization's financial statements compiled or reviewed by an independent accountant? | 2a | | X |
| b Were the organization's financial statements audited by an independent accountant? | 2b | X | |
| c If 'Yes' to 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? | 2c | | X |
| 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? | 3a | | X |
| b If 'Yes,' did the organization undergo the required audit or audits? | 3b | | |

SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

# Supplemental Financial Statements

Attach to Form 990. To be completed by organizations that answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization: Americans for Prosperity

Employer identification number: 75-3148958

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

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|---|---|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?? ☐ Yes ☐ No

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

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

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

2 Complete lines 2a-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 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 | 2d | |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easement it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 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, 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, 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 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 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 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 Trust, Escrow and Custodial Arrangements** Complete if 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:

| | | Amount |
|---|---|---|
| c Beginning balance | 1c | |
| d Additions during the year | 1d | |
| e Distributions during the year | 1e | |
| f Ending balance | 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 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 Investment earnings or 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 year end balance held as:

a Board designated or quasi-endowment ► _____ %
b Permanent endowment ► _____ %
c Term endowment ► _____ %

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

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

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

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

| Description of investment | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Depreciation | (d) Book Value |
|---|---|---|---|---|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | | | |
| e Other | | | | |
| **Total.** Add lines 1a-1e *(Column (d) should equal Form 990, Part X, column (B), line 10(c).)* ► | | | | |

**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 |
|---|---|---|
| Financial derivatives and other financial products | | |
| Closely-held equity interests | | |
| Other | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *(Column (b) should 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 |
|---|---|---|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| **Total.** *Column (b) should 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 |
|---|---|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *Column (b) Total (should equal Form 990, Part X, col.(B), line 15)* ► | |

**Part X Other Liabilities** (See Form 990, Part X, line 25)

| (a) Description of Liability | (b) Amount |
|---|---|
| Federal Income Taxes | |
| Due to affiliate (net) | 0. |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| **Total.** *Column (b) Total (should equal Form 990, Part X, col. (B) line 25)* ► | 0. |

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.

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

| | | |
|---|---|---|
| 1 | Total revenue (Form 990, Part VIII,column (A), line 12) | 7,035,262. |
| 2 | Total expenses (Form 990, Part IX, column (A), line 25) | 7,047,048. |
| 3 | Excess or (deficit) for the year. Subtract line 2 from line 1 | -11,786. |
| 4 | Net unrealized gains (losses) on investments | |
| 5 | Donated services and use of facilities | |
| 6 | Investment expenses | |
| 7 | Prior period adjustments | |
| 8 | Other (Describe in Part XIV) | |
| 9 | Total adjustments (net). Add lines 4-8 | |
| 10 | Excess or (deficit) for the year per financial statements. Combine lines 3 and 9 | -11,786. |

## 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 | 7,036,962. |
| 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 | 1,700. | | |
| c | Recoveries of prior year grants | 2c | | | |
| d | Other (Describe in Part XIV) | 2d | | | |
| e | Add lines 2a through 2d | | | 2e | 1,700. |
| 3 | Subtract line 2e from line 1 | | | 3 | 7,035,262. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | | | |
| a | Investments 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 should equal Form 990, Part I, line 12.) | | | 5 | 7,035,262. |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Total expenses and losses per audited financial statements | | | 1 | 7,048,748. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | | |
| a | Donated services and use of facilities | 2a | 1,700. | | |
| b | Prior year adjustments | 2b | | | |
| c | Losses reported on Form 990, Part IX, line 25 | 2c | | | |
| d | Other (Describe in Part XIV) | 2d | | | |
| e | Add lines 2a through 2d | | | 2e | 1,700. |
| 3 | Subtract line 2e from line 1 | | | 3 | 7,047,048. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | | | |
| a | Investments 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 should equal Form 990, Part I, line 18.) | | | 5 | 7,047,048. |

## 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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

**Part XIV Supplemental Information** *(continued)*

**SCHEDULE J**
**(Form 990)**

Department of the Treasury
Internal Revenue Service

# Compensation Information

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

**Attach to Form 990. To be completed by organizations that answered 'Yes' to Form 990, Part IV, line 23.**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

**Name of the organization**
Americans for Prosperity

**Employer identification number**
75-3148958

## Part I Questions Regarding Compensation

| | | Yes | No |
|---|---|---|---|
| **1 a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. | | | |
| ☐ First-class or charter travel<br>☐ Travel for companions<br>☐ Tax indemnification and gross-up payments<br>☐ Discretionary spending account<br>☐ Housing allowance or residence for personal use<br>☐ Payments for business use of personal residence<br>☐ Health or social club dues or initiation fees<br>☐ Personal services (e.g., maid, chauffeur, chef) | | | |
| **b** If line 1a is 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 | 1b | | |
| **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? | 2 | X | |
| **3** Indicate which, if any, of the following organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply. | | | |
| ☐ Compensation committee<br>☐ Independent compensation consultant<br>☒ Form 990 of other organizations<br>☐ Written employment contract<br>☒ Compensation survey or study<br>☒ Approval by the board or compensation committee | | | |
| **4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a: | | | |
| **a** Receive a severance payment or change of control payment? | 4a | | X |
| **b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | | X |
| **c** Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | | X |
| If 'Yes' to any of 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | | |
| **Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.** | | | |
| **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? | 5a | | X |
| **b** Any related organization? | 5b | | X |
| 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? | 6a | | X |
| **b** Any related organization? | 6b | | X |
| If 'Yes' to line 6a or 6b, describe in Part III. | | | |
| **7** For person 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 | 7 | | X |
| **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 Regs. section 53.4958-4(a)(3)? If 'Yes,' describe in Part III | 8 | | X |

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

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

| (A) Name | | (B) Breakdown of W-2 and/or 1099-MISC compensation | | | (C) Deferred compensation | (D) Nontaxable benefits | (E) Total of columns (B)(i)-(D) | (F) Compensation reported in prior Form 990 or Form 990-EZ |
|---|---|---|---|---|---|---|---|---|
| | | (i) Base compensation | (ii) Bonus and incentive compensation | (iii) Other compensation | | | | |
| Tim Phillips | (i) | 85,416. | 0. | 0. | 5,421. | 2,125. | 92,962. | 0. |
| | (ii) | 158,796. | 0. | 0. | 10,079. | 12,147. | 181,022. | 0. |
| Ed Frank | (i) | 77,904. | 0. | 0. | 2,337. | 2,470. | 82,711. | 0. |
| | (ii) | 42,634. | 0. | 0. | 1,279. | 1,190. | 45,103. | 0. |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
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| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |
| | (i) | | | | | | | |
| | (ii) | | | | | | | |

## Part III Supplemental Information

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

**SCHEDULE M (Form 990)**

Department of the Treasury
Internal Revenue Service

# Non-Cash Contributions

► To be completed by organizations that answered 'Yes' on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Name of the organization: Americans for Prosperity

Employer identification number: 75-3148958

## Part I Types of Property

| | (a) Check if applicable | (b) Number of Contributions | (c) Revenues reported on Form 990, Part VIII, line 1g | (d) Method of determining revenues |
|---|---|---|---|---|
| 1 Art—Works of art | | | | |
| 2 Art—Historical treasures | | | | |
| 3 Art—Fractional interests | | | | |
| 4 Books and publications | X | | 23,652. | Fair market value |
| 5 Clothing and household goods | | | | |
| 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 | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | | | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ► ( ) | | | | |
| 26 Other ► ( ) | | | | |
| 27 Other ► ( ) | | | | |
| 28 Other ► ( ) | | | | |

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

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

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

Schedule M (Form 990) 2008

TEEA4601 12/18/08

**Part II** **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

**SCHEDULE O**
**(Form 990)**

Department of the Treasury
Internal Revenue Service

# Supplemental Information to Form 990

► Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization: Americans for Prosperity

Employer identification number: 75-3148958

| | |
|---|---|
| Pt VI-B, Line 15 | The board of Americans for Prosperity Foundation, a related organization, reviews comparative data in determining pay for key employees. |
| Pt VI-C, Line 18 | The applicable documents will be provided upon request. |
| Pt VI-A, Line 10 | The board is provided the 990 for review and questions prior to filing the return. |
| Pt VI-C, Line 19 | Governing documents and financial statements are available upon request. |

**SCHEDULE R**
**(Form 990)**

Department of the Treasury
Internal Revenue Service

# Related Organizations and Unrelated Partnerships

► Attach to Form 990. To be completed by organizations that answered 'Yes' to Form 990, Part IV, lines 33, 34, 35, 36, or 37.
► See separate instructions.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization: Americans for Prosperity

Employer identification number: 75-3148958

## Part I Identification of Disregarded Entities

| (A) Name, address, and EIN of disregarded entity | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Total income | (E) End-of-year assets | (F) Direct controlling entity |
|---|---|---|---|---|---|
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

## Part II Identification of Related Tax-Exempt Organizations

| (A) Name, address, and EIN of related organization | (B) Primary activity | (C) Legal domicile (state or foreign country) | (D) Exempt Code section | (E) Public charity status (if section 501(c)(3)) | (F) Direct controlling entity |
|---|---|---|---|---|---|
| Americans for Prosperity Foundation 52-1527294<br>1726 M St, NW, 10th Fl, Washington DC 20036 | educate citizens | DC | 501 (c) (3) | public charity | |
| | | | | | |
| | | | | | |
| | | | | | |
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| | | | | | |
| | | | | | |

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

TEEA5001 12/23/08

Schedule R (Form 990) (2008)

## Part III Identification of Related Organizations Taxable as a Partnership

| (A) Name, address, and EIN of related organization | (B) Primary Activity | (C) Legal domicile (state or foreign country) | (D) Direct controlling entity | (E) Predominant income (related, investment, unrelated) | (F) Share of total income | (G) Share of end-of-year assets | (H) Disproportionate allocations? | | (I) Code V-UBI amount in Box 20 of Schedule K-1 (Form 1065) | (J) General or managing partner? | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | Yes | No | | Yes | No |
| | | | | | | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | | | |

## Part IV Identification of Related Organizations Taxable as a Corporation or Trust

| (A) Name, address, and EIN of related organization | (B) Primary Activity | (C) Legal domicile (state or foreign country) | (D) Direct controlling entity | (E) Type of entity (C corp, S corp, or trust) | (F) Share of total income | (G) Share of end-of-year assets | (H) Percentage ownership |
|---|---|---|---|---|---|---|---|
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |

## Part V Transactions With Related Organizations

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

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 (iv) rent from a controlled entity | 1a | | X |
| b Gift, grant, or capital contribution to other organization(s) | 1b | | X |
| c Gift, grant, or capital contribution from other organization(s) | 1c | | X |
| d Loans or loan guarantees to or for other organization(s) | 1d | X | |
| e Loans or loan guarantees by other organization(s) | 1e | | X |
| f Sale of assets to other organization(s) | 1f | | X |
| g Purchase of assets from other organization(s) | 1g | | X |
| h Exchange of assets | 1h | | X |
| i Lease of facilities, equipment, or other assets to other organization(s) | 1i | | X |
| j Lease of facilities, equipment, or other assets from other organization(s) | 1j | | X |
| k Performance of services or membership or fundraising solicitations for other organization(s) | 1k | | X |
| l Performance of services or membership or fundraising solicitations by other organization(s) | 1l | | X |
| m Sharing of facilities, equipment, mailing lists, or other assets | 1m | X | |
| n Sharing of paid employees | 1n | X | |
| o Reimbursement paid to other organization for expenses | 1o | X | |
| p Reimbursement paid by other organization for expenses | 1p | X | |
| q Other transfer of cash or property to other organization(s) | 1q | | X |
| r Other transfer of cash or property from other organization(s) | 1r | | X |

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 |
|---|---|---|
| (1) Americans for Prosperity Foundation | m,n,o,p | 1,723,388. |
| (2) Americans for Prosperity Foundation | d | 1,200,000. |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |

## Part VI Unrelated Organizations Taxable as a Partnership

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total asset or gross revenue) that was not a related organization. See Instructions regarding exclusion for certain investment partnerships.

| (A) Name, address, and EIN of entity | (B) Primary activity | (C) Legal Domicile (State or Foreign Country) | (D) Are all partners section 501(c)(3) organizations? | | (E) Share of end-of-year assets | (F) Disproportionate allocations? | | (G) Code V-UBI amount in Box 20 of Schedule K-1 Form (1065) | (H) General or managing partner? | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Yes | No | | Yes | No | | Yes | No |
| | | | | | | | | | | |
| | | | | | | | | | | |
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Form 990, Page 6, Line 17
**States Form 990 Filed In**

Alabama
Alaska
Arizona
California
Colorado
Connecticut
District of Columbia
Florida
Georgia
Illinois
Kansas
Kentucky
Louisiana
Maine
Maryland
Massachusetts
Michigan
Minnesota
New Hampshire
New Jersey
New Mexico
New York
North Carolina
North Dakota
Ohio
Oklahoma
Oregon
Pennsylvania
Rhode Island
South Carolina
Tennessee
Utah
Vermont
Washington
West Virginia
Wisconsin

**Supporting Statement of:**

Form 990 p 11/Line 7, column (B)

| Description | Amount |
|---|---|
| Due from affiliated entity | 193,927. |
| Total | 193,927. |