

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2012**Open to Public Inspection**Department of the Treasury
Internal Revenue Service**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.

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|--|--|
| A For the 2012 calendar year, or tax year beginning JULY 01 , 2012, and ending JUNE 30 , 20 13 | |
| B Check if applicable: | C Name of organization DISTINCTIVE SCHOOLS Doing Business As _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite 17 N. STATE ST 1890 City, town or post office, state, and ZIP code CHICAGO, IL 60602 |
| <input type="checkbox"/> Address change | D Employer identification number 27-4967763 |
| <input type="checkbox"/> Name change | E Telephone number 312.332.4998 |
| <input type="checkbox"/> Initial return | G Gross receipts \$ 20,881,240 |
| <input type="checkbox"/> Terminated | H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <input type="checkbox"/> Amended return | H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No |
| <input checked="" type="checkbox"/> Application pending | If "No," attach a list. (see instructions) |
| 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 | H(c) Group exemption number ▶ |
| J Website: ▶ WWW.DISTINCTIVESCHOOLS.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: M State of legal domicile: |

Part I Summary

| | | | | |
|------------------------------------|--|---|----------------------------------|---------------------|
| Activities & Governance | 1 | Briefly describe the organization's mission or most significant activities: Distinctive Schools is a non-profit organization dedicated to supporting and accelerating the work of charter schools serving kids from traditionally under-served backgrounds. | | |
| | 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 | 3 |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 0 |
| | 5 | Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 5 | 366 |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 0 |
| | 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) | 13,458,660 | 19,752,850 |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 835,128 | 1,128,390 |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | | |
| | 12 | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 14,293,788 | 20,881,240 |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | | |
| | 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) | 10,396,392 | 13,581,116 |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | | |
| | b | Total fundraising expenses (Part IX, column (D), line 25) ▶ | | |
| | 17 | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e) | 3,450,930 | 6,503,524 |
| | 18 | Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25) | 13,847,322 | 20,084,640 |
| | 19 | Revenue less expenses. Subtract line 18 from line 12 | 446,466 | 796,600 |
| Net Assets or Fund Balances | | | Beginning of Current Year | End of Year |
| | 20 | Total assets (Part X, line 16) | 1,598,399 | 2,905,843 |
| | 21 | Total liabilities (Part X, line 26) | 1,151,934 | 1,329,720 |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 446,465 | 1,576,123 |

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 | 2-17-2014 Date |
| | DAVID SUNDSTROM, CHIEF COMPLIANCE OFFICER Type or print name and title | |

| | | | | | |
|-------------------------------|----------------------------|----------------------|------|---|------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | Firm's name ▶ | Firm's EIN ▶ | | | |
| | Firm's address ▶ | Phone no. | | | |

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

For Paperwork Reduction Act Notice, see the separate instructions.

Cat. No. 11282Y

Form **990** (2012)