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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

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 09-01-2011 and ending 08-31-2012

B Check if applicable
- ☑ Address change
- ☐ Name change
- ☐ Initial return
- ☑ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
DSN INNOVATIONS

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
339 SIXTH AVENUE 8TH FLOOR

City or town, state or country, and ZIP + 4
PITTSBURGH, PA 15222

D Employer identification number
01-0761501

E Telephone number
(724) 940-5700

G Gross receipts $ 119,380

F Name and address of principal officer
DENNIS THOMPSON
339 SIXTH AVENUE 8TH FLOOR
PITTSBURGH, PA 15222

H(a) Is this a group return for affiliates? ☐ Yes ☑ No

H(b) Are all affiliates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ WWW DSNINNOVATIONS ORG

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶ | **L** Year of formation 2002 | **M** State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
DSN INNOVATIONS DEVELOPS TOOLS AND METHODOLOGIES TO ENABLE SMALL AND MEDIUM SIZED ENTERPRISES TO PARTICIPATE MORE EFFECTIVELY IN SUPPLY CHAINS OF DEFENSE CONTRACTORS, TO INTEGRATE DISSIMILAR BUSINESS SYSTEMS, PROCESS IMPROVEMENT AND TECHNOLOGY INSERTION

2 Check this box ▶☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	13
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	13
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	**5**	6
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

		Prior Year	Current Year
Revenue	**8** Contributions and grants (Part VIII, line 1h)	1,163,807	99,355
	9 Program service revenue (Part VIII, line 2g)	50,000	20,000
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	948	25
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,214,755	119,380
Expenses	**13** Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
	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)	731,128	43,151
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶0		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	811,110	264,058
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	1,542,238	307,209
	19 Revenue less expenses Subtract line 18 from line 12	-327,483	-187,829

		Beginning of Current Year	End of Year
Net Assets or Fund Balances	**20** Total assets (Part X, line 16)	252,664	0
	21 Total liabilities (Part X, line 26)	64,835	0
	22 Net assets or fund balances Subtract line 21 from line 20	187,829	0

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including acco knowledge and belief, it is true, correct, and complete. Declaration of preparer (othe knowledge.

Sign Here

******
Signature of officer

DENNIS THOMPSON PRESIDENT & CEO
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ EUGENE J LOGAN | Date

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ ALPERN ROSENTHAL
339 SIXTH AVENUE 8TH FL
PITTSBURGH, PA 152222525

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission

DSN INNOVATIONS' MISSION IS TO BOLSTER U S MANUFACTURING BY IMPROVING SUPPLIER NETWORK AGILITY, CONNECTIVITY, VISIBILITY AND PERFORMANCE THESE IMPROVEMENTS MAKE IT MORE EFFICIENT FOR LARGE COMPANIES AND THE GOVERNMENT TO WORK WITH THE U S BASE OF SMALL-TO MEDIUM-SIZED MANUFACTURERS

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 $ 100,336 including grants of $) (Revenue $ 20,000)

DSN INNOVATIONS DEVELOPS TOOLS AND METHODOLOGIES TO ENABLE SMALL AND MEDIUM SIZED ENTERPRISES TO PARTICIPATE MORE EFFECTIVELY IN SUPPLY CHAINS OF DEFENSE CONTRACTORS, TO INTEGRATE DISSIMILAR BUSINESS SYSTEMS, PROCESS IMPROVEMENT AND TECHNOLOGY INSERTION

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** ▶ $ 100,336

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	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2		No
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		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4		No
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
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		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
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		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10		No
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, line10? *If "Yes," complete Schedule D, Part VI.*	11a		No
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII.*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII.*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX.*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X.*	11e		No
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X.*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a		No
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Part I*	14b		No
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 U S ? *If "Yes," complete Schedule F, Part II and IV*	15		No
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 U S ? *If "Yes," complete Schedule F, Part III and IV*	16		No
17	Did the organization report a total of more than $15,000, of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18		No
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospitals? *If "Yes," complete Schedule H*	20a		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? **Note.** All Form 990 filers that operated one or more hospitals must attach audited financial statements	20b		

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
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? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**		No
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? *If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25*	**24a**		No
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**		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? *If "Yes," complete Schedule L, Part I*	**25b**		No
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**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? *If "Yes," complete Schedule L, Part III*	**27**		No
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**	Yes	
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**		No
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**		No
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**		No
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	**35a**		No
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		No
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**		No
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**		No
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	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	**1a**	6		
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** Yes	
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**	6		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?			**2b** Yes	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?			**3a**	No
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 or securities account)?			**4a**	No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .			**5a**	No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			**5b**	No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?			**5c**	
6a	Does the organization have annual gross receipts that are normally greater than $100,000, and did the organization solicit any contributions that were not tax deductible?			**6a**	No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			**6b**	
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	Did the organization receive a payment in excess of $75 made partly as a contribution and partly for goods and services provided to the payor?			**7a**	No
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**	No
d	If "Yes," indicate the number of Forms 8282 filed during the year	**7d**			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			**7e**	
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .			**7f**	
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			**7g**	
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			**7h**	
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			**8**	
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?			**9a**	
b	Did the organization make a distribution to a donor, donor advisor, or related person?			**9b**	
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	**10a**			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	**10b**			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	**11a**			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	**11b**			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?			**12a**	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	**12b**			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state			**13a**	
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	**13b**			
c	Enter the aggregate amount of reserves on hand	**13c**			
14a	Did the organization receive any payments for indoor tanning services during the tax year?			**14a**	No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .			**14b**	

Part VI **Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 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	1a	13		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	13		
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		No
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		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .		5		No
6	Did the organization have members or stockholders?		6		No
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?		7a		No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		7b		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?		8a	Yes	
b	Each committee with authority to act on behalf of the governing body?		8b	Yes	
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		9		No

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?	10a		No
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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		No
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	12a	Yes	
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13	Did the organization have a written whistleblower policy?	13		No
14	Did the organization have a written document retention and destruction policy?	14		No
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	Yes	
b	Other officers or key employees of the organization	15b	Yes	
	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?	16a		No
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?	16b		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (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 See Additional Data Table

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

KEVIN WILLIAMS
339 SIXTH AVENUE 8TH FLOOR
PITTSBURGH, PA 15222
(724) 940-5701

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

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

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

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

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

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

☑ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

(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			
(1) DR BOPAYA BIDANDA DIRECTOR	0 00	X						0	0	0
(2) JEFFREY S KELLY DIRECTOR	0 00	X						0	0	0
(3) DR DIANE M DISNEY DIRECTOR	0 00	X						0	0	0
(4) PRADEEP KHOSLA DIRECTOR	0 00	X						0	0	0
(5) KURT J LESKER III VICE CHAIR	0 00	X		X				0	0	0
(6) CHARLES GRAY CHAIRMAN	0 00	X		X				0	0	0
(7) THOMAS W LUSK TREASURER	0 00	X		X				0	0	0
(8) RICHARD MOROSKI DIRECTOR	0 00	X						0	0	0
(9) JOHN S VANKIRK DIRECTOR	0 00	X						0	0	0
(10) THOMAS L VANKIRK SECRETARY	0 00	X		X				0	0	0
(11) EDWARD J SHEEHAN JR DIRECTOR	0 00	X						0	0	0
(12) ROBERT MANSFIELD DIRECTOR	0 00	X						0	0	0
(13) ROBERT PATTERSON DIRECTOR	0 00	X						0	0	0

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** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								0	0	0

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 ▶ 0

			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**		No
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**		No
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*	**5**		No

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

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	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 99,355				
	g	Noncash contributions included in lines 1a-1f $				
	h	**Total.** Add lines 1a-1f . . . . . ▶	99,355			
Program Service Revenue		Business Code				
	2a	PORTAL FEES 561499	20,000	20,000		
	b					
	c					
	d					
	e					
	f	All other program service revenue				
	g	**Total.** Add lines 2a–2f . . . . . ▶	20,000			
	3	Investment income (including dividends, interest and other similar amounts) . . . . . ▶	25			25
	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) . . . . . ▶				
Other Revenue	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					
	b					
	c					
	d	All other revenue				
	e	**Total.** Add lines 11a–11d . . . . . ▶				
	12	**Total revenue.** See Instructions . . . ▶	119,380	20,000	0	25

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				
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	38,746	16,609	22,137	
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	2,489	1,071	1,418	
10	Payroll taxes	1,916	809	1,107	
11	Fees for services (non-employees)				
a	Management				
b	Legal	29,776		29,776	
c	Accounting	39,248		39,248	
d	Lobbying				
e	Professional fundraising *See Part IV, line 17* . .				
f	Investment management fees				
g	Other	78,759	78,759		
12	Advertising and promotion				
13	Office expenses	1,026		1,026	
14	Information technology	31,268		31,268	
15	Royalties . .				
16	Occupancy	30,616		30,616	
17	Travel	3,088	3,088		
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings	924		924	
20	Interest				
21	Payments to affiliates				
22	Depreciation, depletion, and amortization				
23	Insurance	987		987	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	EQUIPMENT RENTALS, REPA	46,256		46,256	
b	MISCELLANEOUS EXPENSE	2,110		2,110	
c					
d					
e					
f	All other expenses				
25	**Total functional expenses.** Add lines 1 through 24f	307,209	100,336	206,873	0
26	**Joint costs.** Check here ▶ ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

			(A) Beginning of year		(B) End of year
Assets	1	Cash—non-interest-bearing		1	0
	2	Savings and temporary cash investments	80,324	2	0
	3	Pledges and grants receivable, net		3	0
	4	Accounts receivable, net	156,564	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	0
	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	0
	7	Notes and loans receivable, net		7	0
	8	Inventories for sale or use		8	0
	9	Prepaid expenses and deferred charges	15,776	9	0
	10a	Land, buildings, and equipment cost or other basis *Complete Part VI of Schedule D* — 10a			
	b	Less accumulated depreciation — 10b		10c	0
	11	Investments—publicly traded securities		11	0
	12	Investments—other securities See Part IV, line 11		12	0
	13	Investments—program-related See Part IV, line 11		13	0
	14	Intangible assets		14	0
	15	Other assets See Part IV, line 11		15	0
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)	252,664	16	0
Liabilities	17	Accounts payable and accrued expenses	64,835	17	0
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability *Complete Part IV of Schedule D*		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons *Complete Part II of Schedule L*		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		25	
	26	**Total liabilities.** Add lines 17 through 25	64,835	26	0
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**			
	27	Unrestricted net assets	187,829	27	0
	28	Temporarily restricted net assets		28	
	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 or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	187,829	33	0
	34	Total liabilities and net assets/fund balances	252,664	34	0

Part XI Reconcilliation 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	119,380
2	Total expenses (must equal Part IX, column (A), line 25)	2	307,209
3	Revenue less expenses Subtract line 2 from line 1	3	-187,829
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . .	4	187,829
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0
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	0

Part XII Financial Statements and Reporting

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

			Yes	No
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? . .	2a		No
b	Were the organization's financial statements audited by an independent accountant?	2b		No
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c		
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 separated 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?	3a		No
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . .	3b		

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SCHEDULE A (Form 990 or 990EZ)

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
DSN INNOVATIONS

Employer identification number
01-0761501

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 **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?

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

h Provide the following information about the supported organization(s)

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1 - 9 above or IRC section (see instructions))	(iv) Is the organization in 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									

Part II **Support Schedule for Organizations Described in IRC 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 ")	3,050,337	3,300,574	2,894,331	1,163,807	99,356	10,508,405
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	3,050,337	3,300,574	2,894,331	1,163,807	99,356	10,508,405
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,481,264
6 **Public Support.** Subtract line 5 from line 4						9,027,141

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	3,050,337	3,300,574	2,894,331	1,163,807	99,356	10,508,405
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources				948	25	973
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets						
11 **Total support** (Add lines 7 through 10)						10,509,378

12 Gross receipts from related activities, etc (See instructions)	12	539,077

13 **First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here** ☐

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	85 900 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	89 790 %

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 ☑

b **33 1/3% support test—2010.** If the organization did not check the 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 ☐

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 ☐

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 ☐

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 ☐

Part III **Support Schedule for Organizations Described in IRC 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 501(c)(3) organization, check this box and **stop here** ▶☐

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 ▶☐

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

Facts And Circumstances Test

Explanation

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SCHEDULE N (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Liquidation, Termination, Dissolution or Significant Disposition of Assets

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, lines 31 or 32 or Form 990-EZ, line 36.**
▶ **Attach certified copies of any articles of dissolution, resolutions or plans.**
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
DSN INNOVATIONS

Employer identification number
01-0761501

Part I **Liquidation, Termination or Dissolution.** Complete if the organization answered "Yes" to Form 990, Part IV, line 31, or Form 990-EZ, line 36. Use Part III if additional space is needed.

1 (a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
CASH	06-08-2012	3,571	FMV	25-1852131	NEW CENTURY CAREERS 425 SIXTH AVE STE 2610 PITTSBURGH,PA 152190000	501(C)(3)

		Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization		
a	Become a director or trustee of a successor or transferee organization?	2a	No
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b	No
c	Become a direct or indirect owner of a successor or transferee organization?	2c	No
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's liquidation, termination, or dissolution?	2d	No
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III ▶		

Part I Liquidation, Termination or Dissolution *(continued)*

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B), line 16 (Total assets) and line 26 (Total liabilities) should equal -0-

			Yes	No
3	Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III	3	Yes	
4a	Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate?	4a	Yes	
b	If "Yes," did the organization provide such notice?	4b	Yes	
5	Did the organization discharge or pay all liabilities in accordance with state laws?	5	Yes	
6a	Did the organization have any tax-exempt bonds outstanding during the year?	6a		No
b	Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws?	6b		No
c	If 'Yes' to line 6b describe in Part III how the organization defeased or otherwise settled these liabilities If "No," explain in Part III			

Part II Sale, Exchange, Disposition or Other Transfer of More Than 25% of the Organization's Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Part III if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity

			Yes	No
2	Did or will any officer, director, trustee, or key employee of the organization			
a	Become a director or trustee of a successor or transferee organization?	2a		No
b	Become an employee of, or independent contractor for, a successor or transferee organization?	2b		No
c	Become a direct or indirect owner of a successor or transferee organization?	2c		No
d	Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets?	2d		No
e	If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III			

Part III **Supplemental Information.** Complete to provide the information required by Parts I and II, and any additional information.

Identifier	Return Reference	Explanation

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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 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
DSN INNOVATIONS

Employer identification number
01-0761501

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 11	NO REVIEW WILL BE CONDUCTED
	FORM 990, PART VI, SECTION B, LINE 12C	THE CONFLICT OF INTEREST FORMS ARE UPDATED ANNUALLY AND SENT OUT TO THE FOLLOWING THREE GROUPS IN THE MIDDLE OF JANUARY EACH YEAR BOARD OF DIRECTORS, EMPLOYEES, AND VENDORS CONFLICT OF INTEREST FORMS ARE COLLECTED AND KEPT ON FILE TO ENSURE COMPLIANCE WITH FEDERAL PROCUREMENT REGULATIONS
	FORM 990, PART VI, SECTION B, LINE 15	AN INDEPENDENT COMPENSATION CONSULTANT PERFORMS A MARKET ANALYSIS FOR THE EXECUTIVE POSITION AND PROVIDES DSN INNOVATIONS WITH THE SALARY RANGE FOR THAT PARTICULAR POSITION THE CHAIRMAN OF THE BOARD THEN APPROVES THE SALARY AND BONUS STRUCTURE
	FORM 990, PART VI, SECTION C, LINE 19	THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, OR FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC

Entity #: 3113464
Date Filed: 07/31/2008
Pedro A. Cortés
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Amendment-Domestic Corporation

(15 Pa C S)

☐ Business Corporation (§ 1915)
☑ Nonprofit Corporation (§ 5915)

Name
Address CT CORP-COUNTER
City State Zip Code

Document will be returned to the name and address you enter to the left. ⇐

Fee: $70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Doyle Center for Manufacturing Technology

2 The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
2000 Technology Drive	Pittsburgh	PA	15219	Allegheny

(b) Name of Commercial Registered Office Provider — County
c/o

3 The statute by or under which it was incorporated: 15 Pa C.S , Section 5306

4 The date of its incorporation: 12/23/2002

5 *Check, and if appropriate complete, one of the following:*

☑ The amendment shall be effective upon filing these Articles of Amendment in the Department of State

☐ The amendment shall be effective on: _____ (Date) at _____ (Hour)

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 11 Page(s)

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DSCB:15-1915/5915-2

6 *Check one of the following:*

☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa C S § 1914(a) and (b) or § 5914(a)

☑ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S § 1914(c) or § 5914(b)

7 *Check, and if appropriate, complete one of the following*

☐ The amendment adopted by the corporation, set forth in full, is as follows

☑ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof

8 *Check if the amendment restates the Articles*

☑ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

31st day of July

2008

Doyle Center for Manufacturing Technology

Name of Corporation

By

Signature

Dennis Thompson, President

Title

EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION of DSN INNOVATIONS

In compliance with the requirements of the Pennsylvania Nonprofit Corporation Law of 1988, 15 Pa C S.A. § 5101 et seq , the undersigned, desiring to incorporate a nonprofit corporation, hereby certifies that:

ARTICLE I
NAME

The name of the corporation is DSN Innovations (the "Corporation")

ARTICLE II
REGISTERED OFFICE

The location and post office address of the registered office of the Corporation in this Commonwealth is 2000 Technology Drive, Pittsburgh, Pennsylvania, 15219

ARTICLE III
PURPOSES

The Corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988 (15 Pa C.S.A. § 5101, et seq.), and the purposes for which the Corporation is organized and shall be operated are exclusively charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter "Code"), or corresponding provisions of any subsequent federal tax law, and, in addition thereto, the Corporation shall lessen the burdens of government by acting in conjunction with various governmental and economic development initiatives, including specifically the "Technology Insertion Demonstration and Evaluation - TIDE Manufacturing Initiative," PL 107-248, thereby discharging the responsibilities assumed by the federal government. In furtherance of these purposes, the Corporation shall exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania on nonprofit corporations subject, however, to the limitations set forth in these Articles of

Incorporation. In furtherance of these purposes, but not in limitation thereof, the Corporation may among other activities promote such other development and educational goals with respect to the dissemination of information concerning and implementation of advanced technology, as follows:

(a) solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes and hold, invest and reinvest the same and, subject to any conditions specified in the terms of the gift or grant, use the same in furtherance of its exempt purposes;

(b) contribute to capital, make loans and grants, and provide other financial assistance;

(c) purchase or otherwise acquire and hold improved or unimproved real estate to be utilized or held for future expansion;

(d) lessen the burdens of government;

(e) otherwise operate exclusively for charitable, scientific or educational purposes, and solely for such purposes, exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania and nonprofit corporations;

(f) strengthen the United States' manufacturing economy;

(g) promote the development of advanced technology in its surrounding region;

(h) help develop a properly skilled workforce to support manufacturing and technology-based enterprises;

(i) assist in making United States' technology and manufacturing businesses internationally competitive;

(j) support and strengthen Small Manufacturing Enterprises (SMEs) wanting to enter the Department of Defense (DoD) supply chain;

(k) provide SMEs access to new technology tools to improve their competitiveness;

(l) conduct research on best-practices for SMEs and distribute results, and provide access and support to SME's in using this knowledge;

(m) provide a platform for creation of Virtual Manufacturing Enterprises (VME's) to deliver Virtual Contract Manufacturing (VCM);

(n) provide an e-business portal for SME's to enable them do business with major Original Equipment Manufacturer's (OEM's); and

(o) provide joint programming and seminars with other economic development organizations to provide economic development and educate smaller manufacturing enterprises.

ARTICLE IV
TERM

The term for which the Corporation is to exist is perpetual.

ARTICLE V
ORGANIZATION

The Corporation is organized upon a nonstock basis and shall have no members

ARTICLE VI
BOARD OF DIRECTORS

The business, property and affairs of the Corporation shall be managed and controlled by its Board of Directors The Corporation's Board of Directors shall be governed by such reasonable rules regarding powers and duties, composition, nomination, election, term of office, removal, resignation, vacancies, meetings, requirements for quorum and majority, compensation and committees as bylaws adopted by the Corporation's Board of Directors shall provide.

ARTICLE VII
LIMITATIONS

The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code (hereinafter an "exempt organization"), or by an organization contributions to which are deductible under Section 170(c)(2) of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation, by propaganda or otherwise, nor shall the Corporation participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of any private person; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make such lawful payments and distributions in furtherance of the purposes set forth in Article III hereof, as may from time to time be either required or permitted by Sections 501(c)(3) and 509(a) of the Code.

ARTICLE VIII
MERGER OR CONSOLIDATION

The Corporation shall not merge or consolidate with any corporation unless the successor corporation is an exempt organization.

ARTICLE IX
PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless the director has breached or failed to perform the duties of his or her office under the appropriate Pennsylvania law and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of such director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or Federal law Any repeal, modification or adoption of any provision inconsistent with these bylaws shall be prospective only, and neither the repeal or modification of this bylaw nor the adoption of any provision inconsistent with this bylaw shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification of the adoption of such inconsistent provision

ARTICLE X
INDEMNIFICATION AND INSURANCE

10.1 Mandatory Indemnification of Directors and Certain Other Persons

(a) The Corporation shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists of may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative and whether or not by or in the right of the Corporation or otherwise, (hereinafter, a "proceeding") by reason of the fact that he or she, or a person of whom he or she is the heir, executor, or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Corporation, or in any other capacity on behalf of the Corporation while such person is or was serving as a director or officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments fines ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

(b) Notwithstanding the foregoing, except as provided in Section 10 3 below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation

(c) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Section 10.1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Section 10 1 in advance of the final disposition thereof promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer of the Corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Corporation under this Section 10 1 otherwise

(d) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer of the Corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

10.2 Payment of Indemnification If a claim for indemnification under Section 10.1 hereof is not paid in full by the Corporation within thirty (30) days after a written claim therefore has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

10 3 Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Section 10 1 and the right to payment of expenses conferred in Section 10 2 shall not be deemed exclusive

of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Corporation having the express authority to enter into such agreements or arrangements as the Board of Directors deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives or agents of the Corporation in connection with their status with or services to or on behalf of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Corporation

10 4 Funding The Corporation may create a fund of any nature, which may, but need not be, under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article X or otherwise.

10 5 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director of officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state

10 6 Modification or Repeal. Neither the modification, amendment, alteration or repeal of this Article X or any of its provisions nor the adoption of any provision inconsistent with this Article X or any of its provisions shall adversely affect the rights of any person to indemnification

and advancement of expenses existing at the time of such modification, amendment, alteration or repeal of the adoption of such inconsistent provision.

ARTICLE XI
DISSOLUTION OR LIQUIDATION

In the event the Corporation is dissolved and liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets exclusively to such other nonprofit organizations that support technology enterprises and are exempt from federal income tax by virtue of being an organization as described in Section 501 (c) (3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501 (c)(3) of the Code and which are organized and operated exclusively for such purposes No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE XII
CODE REFERENCES

References in these Articles of Incorporation to a section of the Internal Revenue Code of 1986 shall be construed to refer both to such section and to the regulations promulgated thereunder, as they now exist or may hereafter be amended in this or in any subsequent internal revenue laws of the United States.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may only be amended by the vote of a majority of the directors of the Corporation then in office

AMENDED AND RESTATED
BYLAWS
OF
DSN INNOVATIONS

ARTICLE I
OFFICE

Section 1. Registered Office. The registered office of DSN Innovations (the "Corporation"), shall be located at 2000 Technology Drive, Pittsburgh, Pennsylvania, 15219.

Section 2 Other Offices. The Corporation may also have offices at such other places as its Board of Directors may from time to time determine.

ARTICLE II
PURPOSES

The Corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, and the purposes for which the Corporation is organized and shall be operated are as set forth in the Articles of Incorporation of the Corporation

ARTICLE III
CORPORATE SEAL

The Corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Nonprofit Corporation, Pennsylvania " Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced, such impression, affixation, or the reproduction to be attested by the signature of the Secretary, Assistant Secretary, or Treasurer of the Corporation

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Power and Duties The business, property and affairs of the Corporation shall be managed and controlled by the Board of Directors. Directors shall be deemed to stand in a fiduciary relation to the Corporation Section 2 Number The Board of Directors shall be composed of not less than three (3) nor more than seventeen (17) voting members, the exact number of which shall be fixed from time to time by the Board of Directors of the Corporation

Section 3. Manner of Election All elections of the Corporation's Board of Directors shall be by the affirmative vote of a majority of the members of the Board of Directors by the Corporation at its annual meeting.

Section 4 Classification and Term.

1 Generally. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) classes with each class consisting as nearly as possible of one-third (1/3) of the whole number of the Board of Directors. At the first meeting

held by the Board of Directors for the election of directors, the directors of the first class shall be elected for a term of one (1) year; the directors of the second class for a term of two (2) years; and the directors for the third class for a term of three (3) years, and at each annual election the successors to the class of directors whose term shall expire that year shall be elected to hold office for the term of three (3) years, so that the term of the office of one class of directors shall expire in each year.

Each director shall hold office until the expiration of the term for which he or she was selected and until his/her successor has been duly elected and qualified or until his/her earlier death, resignation or removal.

b Designated Class Directors In addition to the classifications set forth in Section 4(a) of Article IV, there shall be a further designated class of directors Directors of this designated class shall be entitled to all of the powers and duties of non-designated class directors, including the notice requirements contained in Section 9 of Article IV, with the exception that such designated class of directors shall not be entitled to a vote at meetings of the Board of Directors. Furthermore, designated class directors' consent shall not be required for actions without a meeting under Section 11 of Article IV, provided that designated class directors receive notice of such actions without a meeting Presence of designated class directors shall not be counted for any determination as to whether a quorum or majority of directors exist. Designated class directors shall also be classified under Section 4(a) for the purpose of staggering terms.

Section 5 Resignation and Removal. Any director may resign at any time upon written notice of his/her resignation to the Board of Directors Any such resignation shall become effective at the time or upon the happening of the condition, if any, specified in such notice or, if no such time or condition is specified, upon its receipt. Any director may be removed from office by the vote of a majority of the directors of the Corporation then in office Any director who is absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be removed from the Board of Directors unless a majority of the other directors vote to waive such absences and retain him or her as a director

Section 6 Vacancies. Any vacancy in the Board of Directors, whether resulting from death, resignation or other cause, shall be filled by a majority of the remaining members of the Corporation's Board of Directors, though less than a quorum, and each person so selected shall be a director to serve for the balance of the unexpired term, and until his or her successor has been duly elected and has qualified.

Section 7 Regular and Annual Meetings. The Board of Directors shall hold at least three (3) regular meetings each year at such time and place, within or without the Commonwealth of Pennsylvania as may be fixed from time to time by the Board of Directors. Such meetings shall be held on such dates to provide for at least one meeting in three of the four calendar quarters of each calendar year. Unless otherwise prescribed by the Board of Directors, the last regular meeting of the Board of Directors in each calendar year shall be the annual meeting of the Board of Directors.

Section 8 Special Meetings Special meetings of the Board of Directors may be called at any time by either the President or the Secretary and shall be called by the President, or in the case of death, absence, incapacity or refusal of the President, by any other officer, upon written request of any three directors Such meetings shall be held at such place, within or without the Commonwealth of

Pennsylvania, as may be designated from time to time by the Board of Directors, or in absence of such designation, by the officer calling the meeting

Section 9 Notice of Meetings. Except as otherwise provided by the law, by the Articles of Incorporation or by these Bylaws, a written or telegraphic notice of every meeting of the Board of Directors stating the place, date hour and agenda of the meeting shall be given at least three days before such meeting to each director by leaving such notice with him/her or at his/her residence or usual place of business or by mailing it, postage prepaid, or sending it prepaid telegram, or by electronic or facsimile transmission, directed to him or her at his or her residence or usual place of business or at such other address as may appear on the records of the Corporation A written waiver of any such notice, signed by the director entitled to such notice, whether before or after the time of the meeting specified therein, shall be deemed equivalent to such notice. Attendance of a director at a meeting of the Board of Directors shall constitute a waiver by him/her of notice of such meeting, except when he or she attends the meeting with the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not duly called or convened

Section 10 Quorum and Majority. At any meeting of the Board of Directors forty percent of the directors then in office shall be necessary to constitute a quorum for the transaction of business. If a quorum shall not be present at any meeting of the directors, the directors there present may adjourn the meeting from time to time until a quorum shall be present. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which such adjournment is taken. Each director shall have one vote. The acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise specifically provided by statute or by these Bylaws

Section 11. Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee established by the Board of Directors may be taken without a meeting if all of the directors then in office consent to such action in writing and such written consent or consents are filed with the minutes of proceedings of the Board of Directors

Section 12 Compensation. Directors shall not be entitled to receive compensation for serving in such capacity, but such persons may be in the discretion of the Board of Directors be reimbursed for their reasonable expenses, if any, incurred in connection with attendance at meetings of the Board of Directors or any committee established by the Board of Directors Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE V
COMMITTEES OF THE BOARD

Section 1 Committees. In order to facilitate the Corporation's governance and to assist the Board of Directors in discharging its duties and responsibilities, there shall be an Executive Committee and an Audit Committee, each as hereinafter described, and such additional standing committees as the Board of Directors may from time to time establish.

Executive Committee The Executive Committee shall consist of the Chairperson and such other directors of the Corporation as the Board of Directors shall from time to time determine. The Executive Committee shall have and may exercise, at all times when the Board of Directors is not in session, all the power and authority of the Board of Directors with respect to the affairs of the Corporation (including without limiting the generality of the foregoing, the power to approve and authorize borrowing money and purchasing, selling, mortgaging, leasing away and otherwise disposing of any real estate or personal property), except that the Executive Committee shall not have any of the authority set forth in Section 3 of this Article or to create or to fill vacancies on the Executive Committee. In the absence of a nominating committee or other procedure established by the Board of Directors, the Executive Committee shall nominate candidates for election as directors of the Corporation

Audit Committee. There shall be an audit committee composed of one (1) to not more than seven members of the Board of Directors, a majority of whom shall be directors who are not active officers of the Corporation or any of its subsidiaries It shall be the duty of the committee to recommend to the Board of Directors the accounting firm to be selected by the Board of Directors as independent auditor of the Corporation, and to act on behalf of the Board of Directors in meeting and reviewing with the independent auditors, the chief internal auditor and the appropriate corporate officers, matters relating to corporate financial reporting and accounting procedures and policies, adequacy of financial, accounting and operating controls and the scope of the audits of the independent auditors and the internal auditor. The committee shall review the results of such audits with the auditing agency and shall promptly report thereon to the Board of Directors. The committee shall additionally submit to the Board of Directors any recommendations it may have from time to time and with respect to financial reporting and accounting practices and policies and financial, accounting, and operation controls and safeguards

Section 2. Additional Committees The Board of Directors by resolution, may create one or more additional programmatic committees or ad hoc committees. The authority which the committee shall have and any limitations thereon and the functions which the committee shall discharge shall be set forth in the resolution creating the committee.

Section 3 Powers and Reporting. Each committee shall have and exercise all of the powers and authority granted to it in the resolution creating it, any committee charter approved by the Board of Directors or in these Bylaws except that no committee shall have any power to

a. Create or fill vacancies in the Board of Directors of any office.
b. Adopt, amend, or repeal these Bylaws
c. Act on matters committed by these Bylaws or resolutions of the Board of Directors to another Board Committee.

Section 4. Appointment Each committee shall consist of one or more directors of the Corporation and such other persons (who need not be directors) as the Board of Directors may select, except that all members of the Executive Committee shall be directors and any individual who is not a director shall not have the right to vote on matters before such committee.

The members of such committees shall serve at the pleasure of the Board of Directors The President (unless he/she is a designated member of a committee) shall be an ex-officio of each committee

Section 5. Rules of Conduct Except as the Board of Directors may otherwise determine, each such committee may make the rules for the conduct of its business, but, unless otherwise determined by the Boatd of Directors, its business shall be conducted in accordance with these Bylaws.

ARTICLE VI
OFFICERS

Section 1. Enumeration The officers of the Corporation shall consist of a Chairperson, a President, a Secretary and a Treasurer The Board of Directors may appoint such other officers, or assistants as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board of Directors may from time to time prescribe.

Section 2. Election, Term of Office, Vacancies. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting Each officer shall hold office until his/her successor has been duly elected and qualified for a term of two years or until such officer's earlier death, resignation or removal If any office of the Corporation becomes vacant by death, resignation, or removal or any other cause, a majority of the directors then in office shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his or her successor Officers may serve for an unlimited number of consecutive terms

Section 3. Qualifications Officers may, but need not, be directors of the Corporation Except as otherwise provided by law, the same person may hold at the same time one or more offices except that the President and Secretary shall not be the same person. Any officer may be required by the Board of Directors to give a bond for the faithful performance of his/her duties in such form and with such sureties as the Board of Directors may determine.

Section 4 Resignation. Any officer or agent may resign at any time upon written notice to the Corporation addressed to it at its principal office or to its President or Secretary but such resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which such officer is a party Any such resignation shall be effective at the time or upon the happening of a condition, or, if no such time or condition is specified, upon its receipt The acceptance of such resignation shall not be necessary to make it effective

Section 5 Removal. Any officer (or agent) may be removed from office with or without cause by a vote of a majority of the directors then in office

Section 6. Duties and Powers. Unless otherwise prescribed by the Board of Directors, the officers designated below, subject at all times to these Bylaws and to the supervision and control of the Board of Directors, shall have and may exercise the respective duties and powers set forth below, as well as such other duties and powers as are prescribed by law or as may be prescribed from time to time by the Board of Directors.

Chairperson. The Chairperson of the Board of Directors, if any, shall preside at all meetings of the directors at which he or she is present, and shall have such authority and perform such duties as the Board of Directors may from time to time designate The Chairperson shall be an officer of the Corporation and shall perform duties as such as delegated by the Board of Directors

The President. The President shall be the Chief Executive Officer of the Corporation and, subject to the supervision and control of the Board of Directors, shall have the general charge of its business and affairs. The President shall be and shall act as the duly authorized representative of the Board of Directors in all matters in which the Board of Directors has not formally designated some other person for that specific reason.

Subject to the power of the Board of Directors to rescind and retain any delegation of authority, the authority and duties of the Present shall include.

a. To be responsible for carrying out all policies established by the Board of Directors.
b To be responsible for preparing the Corporation's strategic plan in accordance with guidelines established by the Board of Directors.
c To direct fund-raising activities and develop and manage funding and investments of the Corporation.
d. To prepare an annual budget showing the expected receipts and expenditures.
e To supervise all business affairs and to ensure that all funds are collected and expended to the best possible advantage within budgeting and contractual limitations.
f To submit regularly to the Board of Directors or its authorized committees periodic reports showing the service of financial activities of the Corporation and to prepare and submit such special reports as may be required by the Board of Directors.
g. To attend meetings of the Board of Directors and its committees
h To submit an agenda for each meeting of the Board of Directors and the Executive Committee and to cause to be taken minutes of such meetings which shall be submitted to the Secretary for initial approval.
i. To promote the stature of the Corporation within the community and to participate in various related organizations.
j To perform any other duty that may be necessary in the best interest of the Corporation.

The Treasurer and Assistant Treasurer. The Treasurer shall be the principal financial and accounting officer of the Corporation. The Treasurer shall, with the assistance of the President and managerial staff of the Corporation, (i) see that a full and accurate accounting of all financial transactions is made; (ii) invest and reinvest the capital funds of the Corporation in such manner as may be directed by the Board of Directors, unless such function shall have been delegated to a nominee or agent; (iii) deposit or cause to be deposited in the name and to the credit of the Corporation, in such depositories as the board of directors shall designate, all monies and other valuable effects of the Corporation not otherwise employed, (iv) prepare such financial reports as may be requested from time to time by the Board of Directors; (v) cooperate in the conduct of any annual audit of the Corporation's financial records by certified public accountants duly appointed by the Board of Directors, and (vi) in general perform all the usual duties incident to the office of treasurer and such other duties as may be assigned to him or her by the Board of Directors.

The Secretary and Assistant Secretaries. The Secretary shall be the principal recording officer of the Corporation. He/or she shall oversee the recording of all proceedings of the meetings of the Board of Directors and of any committee of the Board of Directors and shall discharge all other duties incident to the office of Secretary. An Assistant Secretary shall perform such of the duties of the Secretary in the absence of the Secretary and shall perform such other duties as may be assigned to him/her from time to time by the Board of Directors, the President or Secretary. In the absence of

the Secretary and an Assistant Secretary from any meeting of the Board of Directors or of any committee of the Board of Directors, a temporary Secretary designated by the person presiding at the meeting shall perform the duties of the Secretary.

Section 7. Subordinate Officers. The Board of Directors and President may, from time to time, authorize any officer to appoint and remove subordinate officers and to prescribe their duties and powers. Such subordinate officers shall include, but not limited to, Program Directors who shall be responsible for the management and functioning of specific programs, as determined by the President or the Board of Directors.

Section 8. Compensation. Officers shall not be entitled to receive any compensation for serving in such capacity, although compensation for individual officers may be authorized by the Board of Directors in their discretion. Officers may, in the discretion of the Board of Directors, be reimbursed for their reasonable expenses, if any, incurred in connection with their service to the Corporation. Nothing herein contained shall prevent any officer from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE VII
PERSONAL LIABILITY, INDEMNIFICATION AND INSURANCE

Provisions governing personal liability, indemnification, and insurance are as set forth in the Articles of Incorporation of the Corporation.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September in each year and end on the last day of August next following.

Section 2. Distribution of Assets Upon Dissolution. In the event of the dissolution of the Corporation, any assets remaining after all debts and other liabilities of the Corporation shall be distributed as set forth in the Articles of Incorporation of the Corporation.

Section 3. Voting Shares of Other Corporations. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Corporation may hold shares, and at such meeting shall possess and may exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Corporation might have possessed and exercised if present.

Section 4. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Corporation had any and all securities owned or held by the Corporation requiring signature for their transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 5. Annual Report. The President and Treasurer shall cause to be prepared and shall present at the first regular quarterly meeting of the Board of Directors following the close of the

Corporation's fiscal year, an annual report, prepared in conformity with the requirements of Section 5553 of the Nonprofit Corporation Law of 1988 as amended, and such report shall be filed with the minutes of the said meeting of the Board of Directors.

Section 6. Action by Consent. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the directors, and filed with the Secretary of the Corporation.

Section 7. Meetings by Conference Telephone. One or more directors may participate in a meeting of the Board of Directors, or of a committee of the Board of Directors, by means of conference telephone or similar communications equipment which permits all persons participating in the meeting to hear each other, and all persons so participating shall be deemed present at the meeting.

ARTICLE IX
INVESTMENT OF CORPORATE FUNDS

Section 1. In General. The Board of Directors may take, receive and hold, in trust, such property, real or personal, as may be given, devised to or otherwise vested in the Corporation, in trust, for such purposes, set forth in the trust instrument, as are consistent with the charitable purposes of the Corporation. The Board of Directors may take, receive and hold such other property, real or personal, as may be given, devised to or otherwise vested in the Corporation, outright, as part of the general assets of the Corporation and committed to its charitable purposes.

Section 2. Investment. The Corporation shall have the right to retain or sell all or any part of any securities or property, real or personal, given, devised to or otherwise vested in it, whether outright or in trust, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors. The Corporation may transfer all or any part of its assets in a revocable trust to a corporate trustee qualified under Section 5549 of the Nonprofit Corporation Law of 1988.

ARTICLE X
OPERATION AS AN EXEMPT ORGANIZATION

The Corporation has been organized and shall be operated exclusively for charitable, educational and scientific purposes; the Corporation shall not enter into any agreement, nor shall its members, directors or officers adopt any resolution or Bylaws, take any action or carry on any activity by or on behalf of the Corporation, not permitted to be entered into, taken or carried on by (a) an organization that is described in Section 501(c)(3), of the Code, (b) an organization contributions to which are deductible under Section 170(c)(2) of the Code, and (c) an organization subject to the Pennsylvania Solicitation of Funds for Charitable Purposes Act, 10 P.S. § 162.1 et seq., as amended.

ARTICLE XI
AMENDMENTS

Section 1. Bylaws Amendments. These Bylaws may be further amended or repealed by a majority of the directors then in office.

Section 2 Articles Amendments. The Articles of Incorporation of the Corporation may be amended by the vote of a majority of the directors of the Corporation then in office

Effective: July 8, 2008