

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 , and ending****B Check if applicable:**☐ Address change☐ Name change☐ Initial return☐ Terminated☐ Amended return☐ Application pending**C Name of organization****FIRST BOOK****Doing Business As**

Number and street (or P.O. box if mail is not delivered to street address)

1319 F STREET, NW

Room/suite

1000

City or town, state or country, and ZIP + 4

WASHINGTON**DC 20004****D Employer identification number****52-1779606****E Telephone number****202-393-1222****G Gross receipts \$ 99,035,661****F Name and address of principal officer:****KYLE ZIMMER, PRESIDENT****1319 F STREET, N.W.****WASHINGTON****DC 20004-1155****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)

I Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J Website:** **WWW.FIRSTBOOK.ORG****H(c) Group exemption number** ▶**K Form of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation:** **1992****M State of legal domicile:** **DC****Part I Summary**

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: FIRST BOOK'S PRIMARY PURPOSE IS TO GIVE DISADVANTAGED CHILDREN THE OPPORTUNITY TO READ AND OWN THEIR FIRST BOOK BY DISTRIBUTING NEW BOOKS TO CHILDREN WHO HAVE LITTLE OR NO ACCESS TO BOOKS OUTSIDE OF SCHOOL.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	12
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	73
	6 Total number of volunteers (estimate if necessary)	6	2000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	41,097,265	98,898,059
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	90,024	81,921
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,851	5,820
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,378	-6,161
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	41,197,518	98,979,639
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0	0
	16a Professional fundraising fees (Part IX, column (A), line 11e)	3,314,362	4,304,733
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 915,409	0	0
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	28,309,161	88,663,589
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	31,623,523	92,968,322
	19 Revenue less expenses. Subtract line 18 from line 12	9,573,995	6,011,317
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	18,720,656	24,848,685
22 Net assets or fund balances. Subtract line 21 from line 20	607,350	708,819	
		18,113,306	24,139,866

Part II Signature Block

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

Sign Here

Signature of officer

KYLE ZIMMER

Type or print name and title

PRESIDENT

Date

05/03/12**Paid**

Print/Type preparer's name

LOUIS B. RUEBELMANN, CPA

Preparer's signature

Date

05/03/12Check ☐ if

self-employed

PTIN

P00157850**Preparer Use Only**

Firm's name ▶

MENDELSON & MENDELSON, CPA'S A P.C.

Firm's EIN ▶

52-0954153

Firm's address ▶

12505 PARK POTOMAC AVE STE 250

Phone no.

301-656-0001Firm's address ▶ **POTOMAC, MD 20854-6805**

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

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2011)

DAA

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:

FIRST BOOK'S PRIMARY PURPOSE IS TO GIVE DISADVANTAGED CHILDREN THE OPPORTUNITY TO READ AND OWN THEIR FIRST BOOK BY DISTRIBUTING NEW BOOKS TO CHILDREN WHO HAVE LITTLE OR NO ACCESS TO BOOKS OUTSIDE OF SCHOOL.

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 \$ **90,588,329** including grants of\$) (Revenue \$)

FIRST BOOK DISTRIBUTED HUNDREDS OF THOUSANDS OF NEW BOOKS TO LOW-INCOME AND EDUCATIONALLY AT-RISK CHILDREN PARTICIPATING IN COMMUNITY BASED LITERACY PROGRAMS IN CITIES, TOWNS AND COUNTIES NATIONWIDE. IN EACH OF THESE COMMUNITIES, FIRST BOOK BEGAN TO DEVELOP NEW, AND CONTINUED TO MANAGE EXISTING, FIRST BOOK LOCAL ADVISORY BOARDS, LED BY COMMUNITY VOLUNTEERS WHICH HELP NAVIGATE LOCAL BOOK DISTRIBUTION ACTIVITY THROUGH GRANTS OF BOOKS, SPECIAL EVENTS, AND NATIONAL LITERACY PARTNER PROGRAMS.

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 ► **90,588,329**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II	4	X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8	X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9	X
10 Did the organization, 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	X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a X	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b	X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	X
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 X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	17	X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	18	X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19	X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 10		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 73		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b		
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X	
b If "Yes," enter the name of the foreign country: CANADA 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		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes" to 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		X
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		X
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h		X
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		X
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a		X
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b		X
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. See the instructions for additional information the organization must report on Schedule O.	13a		
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?	14a		X
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 line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

	1a	12	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		12		
b Enter the number of voting members included in line 1a, above, who are independent	1b	12		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		5		X
6 Did the organization have members or stockholders?		6		X
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		X
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		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?		8a	X	
b Each committee with authority to act on behalf of the governing body?		8b	X	
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		X

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?	X	
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?	X	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13 Did the organization have a written whistleblower policy?	X	
14 Did the organization have a written document retention and destruction policy?	X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
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?		X
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► **AK, AL, AR, AZ, CA, CO, CT, FL, GA, IL, KS, KY, LA**

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► **FIRST BOOK**
1319 F STREET, N.W.
WASHINGTON DC 20004
202-393-1222

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck 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. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's current key employees, if any. See instructions for definition of "key employee."

- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

☐ Check this box if neither the organization nor any related organizations compensated any current 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) KYLE ZIMMER PRESIDENT/DIRECTOR	40.00	X		X				177,500	0	0
(2) JANE ROBINSON CFO	40.00	X		X				154,477	0	0
(3) CHANDLER ARNOLD SENIOR VP	40.00	X		X				131,977	0	0
(4) DAVID SILVERSMITH VP, INFO TECHNOLOGY	40.00	X		X				108,227	0	0
(5) TERESA PIPIA VP, STRATEGIC ALLIAN	40.00	X		X				107,300	0	0
(6) DANIEL STOKES SENIOR DIREC	40.00	X		X				106,044	0	0
(7) MELINDA HALPERT VP, BRAND INITIATIVE	40.00	X		X				78,000	0	0
(8) THERESA HARNISCH VP, DEVELOPMENT	40.00	X		X				76,951	0	0
(9) PETER GOLD CHAIRMAN/DIRECTOR	1.00	X						0	0	0
(10) ELIZABETH ARKY DIRECTOR	1.00	X						0	0	0
(11) CHRISTOPHER CERF DIRECTOR	1.00	X						0	0	0
(12) STERLING EDMUNDS, JR DIRECTOR	1.00	X						0	0	0
(13) SUSAN M. FLYNN DIRECTOR	1.00	X						0	0	0
(14) KATHY FRANKLIN DIRECTOR	1.00	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			
(15) LOUIS HARRIS DIRECTOR	1.00	X						0	0	0
(16) L. SPENCER HUMPHREY DIRECTOR	1.00	X						0	0	0
(17) TIM PINNINGTON DIRECTOR	1.00	X						0	0	0
(18) SUSAN GRODE DIRECTOR	1.00	X						0	0	0
(19) JOHN SCHREIBER DIRECTOR	1.00	X						0	0	0
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total								940,476		
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)								940,476		

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **6**

	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		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
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		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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	98,898,059			
	g Noncash contributions included in lines 1a-1f: \$		88,038,990			
	h Total. Add lines 1a-1f		98,898,059			
Program Service Revenue and Other Similar Amounts	2a READY TO LEARN	Busn. Code	81,921	81,921		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		81,921			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		7,350		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6a Gross rents		(i) Real (ii) Personal				
b Less: rental exps.						
c Rental inc. or (loss)						
d Net rental income or (loss)						
7a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less: cost or other basis & sales exps.			54,485	1,537		
c Gain or (loss)			7	-1,537		
d Net gain or (loss)			-1,530	-1,530		
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		Busn. Code				
11a LOSS ON CURRENCY EXCHANGE			-6,161		-6,161	
b						
c						
d All other revenue						
e Total. Add lines 11a-11d			-6,161			
12 Total revenue. See instructions.			98,979,639	80,391	0	1,189

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 U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	940,476	545,476	235,119	159,881
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	2,608,960	1,513,197	652,240	443,523
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	157,053	91,091	39,263	26,699
9 Other employee benefits	325,732	188,925	81,433	55,374
10 Payroll taxes	272,512	158,057	68,128	46,327
11 Fees for services (non-employees):				
a Management				
b Legal	1,637		1,637	
c Accounting	70,787		70,787	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	238,606	144,575	92,977	1,054
12 Advertising and promotion				
13 Office expenses	1,510,154	1,433,688	50,899	25,567
14 Information technology	242,920	140,893	60,730	41,297
15 Royalties				
16 Occupancy	1,073,609	922,049	89,946	61,614
17 Travel	197,515	158,012		39,503
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	59,549	59,549		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	22,145	12,844	5,536	3,765
23 Insurance	29,005	16,823	7,251	4,931
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a DONATED BOOKS EXPENSES	81,653,257	81,653,257		
b PROGRAM EXPENSES - BOOKS	3,336,440	3,336,440		
c DUES & SUBSCRIPTIONS	96,993	96,993		
d PROGRAM EXPENSES - OTHER	78,086	78,086		
e All other expenses	52,886	38,374	8,638	5,874
25 Total functional expenses. Add lines 1 through 24e	92,968,322	90,588,329	1,464,584	915,409
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	4,639,592	1	3,879,677
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	166,854	3	
	4 Accounts receivable, net	121,390	4	58,579
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	13,737,088	8	20,861,651
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 53,733		
	b Less: accumulated depreciation	10b 18,786		
		22,565	10c	34,947
	11 Investments—publicly traded securities	33,167	11	5,437
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
15 Other assets. See Part IV, line 11		15	8,394	
16 Total assets. Add lines 1 through 15 (must equal line 34)	18,720,656	16	24,848,685	
Liabilities	17 Accounts payable and accrued expenses	536,968	17	499,176
	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	70,382	25	209,643
	26 Total liabilities. Add lines 17 through 25	607,350	26	708,819
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		16,542,172	27	22,481,758
28 Temporarily restricted net assets		1,571,134	28	1,658,108
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		18,113,306	33	24,139,866
34 Total liabilities and net assets/fund balances	18,720,656	34	24,848,685	

Part XI Reconciliation of Net AssetsCheck 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	98,979,639
2	Total expenses (must equal Part IX, column (A), line 25)	2	92,968,322
3	Revenue less expenses. Subtract line 2 from line 1	3	6,011,317
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,113,306
5	Other changes in net assets or fund balances (explain in Schedule O)	5	15,243
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	24,139,866

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
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: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
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		

Form **990** (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

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

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

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____
- (ii) A family member of a person described in (i) above? _____
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? _____
- h Provide the following information about the supported organization(s).

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

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

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

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	59,348,312	53,414,566	44,446,064	41,097,265	98,898,059	297,204,266
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	59,348,312	53,414,566	44,446,064	41,097,265	98,898,059	297,204,266
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)						106,815,537
6 Public support. Subtract line 5 from line 4						190,388,729

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	59,348,312	53,414,566	44,446,064	41,097,265	98,898,059	297,204,266
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	84,789	39,216	17,897	9,902	7,350	159,154
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)			8,405	1,378	-6,161	3,622
11 Total support. Add lines 7 through 10						297,367,042
12 Gross receipts from related activities, etc. (see instructions)					12	81,921

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	64.02 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	37.94 %
16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test—2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

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

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

Section A. Public Support

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

Section B. Total Support

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
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 <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

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

PART II, LINE 10 - OTHER INCOME DETAIL**CURRENCY EXCHANGE****\$ 3,622**

Schedule of Contributors

OMB No. 1545-0047

2011

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(**3**) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☒ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MACMILLAN 175 FIFTH AVENUE NEW YORK NY 10010	\$ 2,145,182	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	DISNEY PUBLISHING WORLDWIDE, INC. 114 FIFTH AVENUE NEW YORK NY 10011	\$ 69,068,967	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	YORK REAL STATE HOLDINGS, LLC PO BOX 19406 INDIANAPOLIS IN 46219	\$ 27,500	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	K.I.D.S 112 WEST 34TH STREET NEW YORK NY 10120	\$ 3,400	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ARIZONA GRAIN PO BOX 11188 CASA GRANDE AZ 85130	\$ 6,045	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	COLUMBIA CO SCHOOL DISTRICT 469 SE FIGHTING TIGER DRIVE LAKE CITY FL 32025	\$ 12,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
FIRST BOOKEmployer identification number
52-1779606**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	DICK HARRIS & SON TRUCKING CO., INC 178 ELON RD MADISON HEIGHTS VA 24572	\$ 1,250	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	FEED THE CHILDREN PO BOX 36 OKLAHOMA CITY OK 73101	\$ 400	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	GS SALES LLC 4001 AINSDALE DRIVE STANLEY NC 28164	\$ 7,500	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	GREATER ALTOONA CARREER & TECH CNTR 1500 FOURTH AVENUE ALTOONA PA 16602	\$ 5,500	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	JAMES RUMSEY TECH INSTITUTE 3274 HEDGESVILLE ROAD MARTINSBURG WV 25401	\$ 90,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	ROARING SPRINGS 740 SPANG STREET ROARING SPRINGS PA 16673	\$ 500	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
FIRST BOOK

Employer identification number
52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13	THE MOLINA FOUNDATION 3680 SKYPARK DRIVE TORRANCE CA 90505	\$ 6,089	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	NEW THREADS HOPE 2959 N. 112TH STREET WAUWATOSA WI 53222	\$ 5,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	PORT OF STOCKTON PO BOX 2089 STOCKTON CA 95201	\$ 8,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	ROCK HILL SCHOOL DISTRICT 2399 WEST MAIN ST ROCK HILL SC 29732	\$ 86,400	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	TEACHER SUPPLY DEPOT 3108 LENOX AVENUE JACKSONVILLE FL 32254	\$ 46,249	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	VINCENNES UNIVERSITY 1019 NORTH 4TH STREET VINCENNES IN 47591	\$ 5,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
FIRST BOOK

Employer identification number
52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
19	EYDE COMPANY 4660 S. HAGADORN RD., SUITE 660 EAST LANSING MI 48826	\$ 6,272	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	WIRECO WORLD GROUP 12200 NW AMBASSADOR DRIVE KANSAS CITY MO 64163	\$ 6,200	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	WORLD VISION 210 OVERLOOK DRIVE SEWICKLEY PA 15143	\$ 2,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	ABRAMS 115 WEST 18TH STREET NEW YORK NY 10011	\$ 839,407	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	ARCUS BOOKS 14 WEST JUNIPERO STREET SANTA BARBARA CA 93105	\$ 13,875	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	BAREFOOT BOOKS 2067 MASSACHUSETTS AVENUE CAMBRIDGE MA 02140	\$ 5,080	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25	BOOKS A MILLION PO BOX 19768 BIRMINGHAM AL 35219	\$ 60,230	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	CHILDRENS DEFENSE FUND 25 E STREET, NW WASHINGTON DC 20001	\$ 150	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	CREATIVELY CANNY N3618 RIVERSIDE LANE JEFFERSON WI 53549	\$ 2,235	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	DREAMSTORM DESIGN LLC 3389 SHRIDAN STREET #402 HOLLYWOOD FL 33021	\$ 6,230	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	EAE INC 8 SCHINDLER COURT CHATHAM NJ 07928	\$ 8,760	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	EDUCATORS FOR SOCIAL RESPONSIBILITY 23 GARDEN STREET CAMBRIDGE MA 02138	\$ 252,940	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31	GENERAL MILLS NUMBER ONE GENERAL MILLS BLVD MINNEAPOLIS MN 55426	\$ 100,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	HARPER COLLINS PUBLISHERS 10 EAST 53RD ST NEW YORK NY 10022	\$ 105,189	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	HOUGHTON MIFFLIN HARCOURT 222 BERKLEY STREET BOSTON MA 02116	\$ 157,106	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	HUNDREDS OF HEADS 388 BEALE STREET, SUITE 1802 SAN FRANCISCO CA 94105	\$ 272,550	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	LEE & LOW BOOKS 95 MADISON AVENUE NEW YORK NY 10016	\$ 35,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	LIMA BEAR PRESS, LLC 2305 MACDONOUGH RD, SUITE 201 WILMINGTON DE 19805	\$ 67,200	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
FIRST BOOK

Employer identification number
52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37	LITTLE, BROWN AND COMPANY 3 CENTER PLAZA BOSTON MA 02108	\$ 371,650	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	READING IS FUNDAMENTAL 1255 23RD STREET, NW, SUITE 300 WASHINGTON DC 20037	\$ 2,246	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	THE ROCK PEOPLE, LLC 12008 VALLEYBROOK DR RICHMOND VA 23233	\$ 31,730	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40	SIMON & SCHUSTER A CBS COMPANY 1230 AVENUE OF THE AMERICAS NEW YORK NY 10020	\$ 69,769	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41	WHEHEY PUBLISHING 17 1ST PLACE, SUITE 2 BROOKLIN NY 11231	\$ 94,161	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42	ZEST BOOKS 35 STILLMAN STREET, SUITE 121 SAN FRANCISCO CA 94107	\$ 808,644	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43	REBECCA EMBERLEY 1319 F STREET, N.W. C/O FIRST BOOK WASHINGTON DC 20004	\$ 24,115	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44	DORLING KINDERSLEY PUBLISHING 375 HUDSON ST NEW YORK NY 10014	\$ 2,231,977	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45	RANDOM HOUSE CHILDREN'S BOOKS 1745 BROADWAY NEW YORK NY 10019	\$ 10,939,292	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	249,801 CHILDRENS BOOKS	\$ 2,145,182	12/20/11
2	7,067,752 CHILDRENS BOOKS	\$ 69,068,967	12/20/11
3	WAREHOUSE	\$ 27,500	12/21/11
4	WAREHOUSE	\$ 3,400	12/29/11
5	WAREHOUSE	\$ 6,045	12/13/11
6	WAREHOUSE	\$ 12,000	12/15/11

Name of organization
FIRST BOOKEmployer identification number
52-1779606**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	WAREHOUSE	\$ 1,250	12/20/11
8	WAREHOUSE	\$ 400	12/15/11
9	WAREHOUSE	\$ 7,500	12/19/11
10	WAREHOUSE	\$ 5,500	12/31/11
11	WAREHOUSE	\$ 90,000	12/31/11
12	WAREHOUSE	\$ 500	12/21/11

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
13	WAREHOUSE	\$ 6,089	12/19/11
14	WAREHOUSE	\$ 5,000	12/22/11
15	WAREHOUSE	\$ 8,000	12/20/11
16	WAREHOUSE	\$ 86,400	12/20/11
17	WAREHOUSE	\$ 46,249	12/13/11
18	WAREHOUSE	\$ 5,000	12/16/11

Name of organization
FIRST BOOKEmployer identification number
52-1779606**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
19	WAREHOUSE	\$ 6,272	12/31/11
20	WAREHOUSE	\$ 6,200	12/16/11
21	WAREHOUSE	\$ 2,000	12/14/11
22	59,996 BOOKS	\$ 839,407	12/31/11
23	773 BOOKS	\$ 13,875	10/26/11
24	2,540 BOOKS	\$ 5,080	06/14/11

Name of organization
FIRST BOOKEmployer identification number
52-1779606**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
25	4,651 BOOKS	\$ 60,230	12/31/11
26	27 BOOKS	\$ 150	09/08/11
27	149 BOOKS	\$ 2,235	03/20/11
28	1,760 BOOKS	\$ 6,230	04/28/11
29	730 BOOKS	\$ 8,760	05/30/11
30	12,647 BOOKS	\$ 252,940	09/13/11

Name of organization

FIRST BOOK

Employer identification number

52-1779606

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
31	100,000 BOOKS	\$ 100,000	12/31/11
32	81,732 BOOKS	\$ 105,189	12/31/11
33	7,647 BOOKS	\$ 157,106	12/31/11
34	18,900 BOOKS	\$ 272,550	05/16/11
35	2,875 BOOKS	\$ 35,000	04/22/11
36	8,400 BOOKS	\$ 67,200	12/31/11

Name of organization
FIRST BOOK

Employer identification number
52-1779606

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
37	35,000 BOOKS	\$ 371,650	12/31/11
38	450 BOOKS	\$ 2,246	10/28/11
39	1,872 BOOKS	\$ 31,730	10/31/11
40	24,969 BOOKS	\$ 69,769	12/31/11
41	12,199 BOOKS	\$ 94,161	09/12/11
42	63,019 BOOKS	\$ 808,644	12/31/11

Name of organization
FIRST BOOK

Employer identification number
52-1779606

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
43	3,500 BOOKS	\$ 24,115	12/31/11
44	145,264 CHILDRENS BOOKS	\$ 2,231,977	12/20/11
45	1,369,123 CHILDRENS BOOKS	\$ 10,939,292	12/20/11
		\$	
		\$	
		\$	

**SCHEDULE D
(Form 990)**Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011Open to Public
Inspection

Name of the organization

Employer identification number

FIRST BOOK**52-1779606****Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- (i)** unrelated organizations
(ii) related organizations

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		20,199	2,449	17,750
e Other		33,534	16,337	17,197
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶				34,947

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) PENSION PAYABLE	136,023
(3) ACCRUED EXPENSES	73,620
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	209,643

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	98,979,639
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	92,968,322
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	6,011,317
4	Net unrealized gains (losses) on investments	4	-621
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	15,864
9	Total adjustments (net). Add lines 4 through 8	9	15,243
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	6,026,560

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

1	Total revenue, gains, and other support per audited financial statements	1	98,977,986
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-621
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	-1,032
e	Add lines 2a through 2d	2e	-1,653
3	Subtract line 2e from line 1	3	98,979,639
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	98,979,639

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

1	Total expenses and losses per audited financial statements	1	92,951,426
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	
3	Subtract line 2e from line 1	3	92,951,426
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	16,896
c	Add lines 4a and 4b	4c	16,896
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	92,968,322

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART XI, LINE 8 - RECONCILIATION OF CHANGES - OTHER

BOOK TO TAX DIFFERENCE ON DISPOSAL OF ASSETS	\$	-1,032
BOOK / TAX DEPRECIATION DIFFERENCE	\$	16,896

PART XII, LINE 2D - REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER

BOOK TO TAX DIFFERENCE ON DISPOSAL OF ASSETS	\$	-1,032
--	----	--------

Part XIV Supplemental Information (continued)**PART XIII, LINE 4B - EXPENSE AMOUNTS INCLUDED ON RETURN - OTHER****BOOK / TAX DEPRECIATION DIFFERENCE** \$ **16,896**

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2011

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Inspection

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☒ No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheet to Part I					
c Totals (add lines 3a and 3b)					

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

Schedule F (Form 990) 2011

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

Schedule F (Form 990) 2011

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE J
(Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

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Inspection

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

Part I Questions Regarding Compensation

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

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

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

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

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

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

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

- | | | |
|--|-----------|----------|
| a Receive a severance payment or change-of-control payment? | 4a | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | 4b | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? | 4c | X |
- If "Yes" to any of lines 4a–c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- | | | |
|------------------------------------|-----------|----------|
| a The organization? | 5a | X |
| b Any related organization? | 5b | X |
- If "Yes" to line 5a or 5b, describe in Part III.

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

- | | | |
|------------------------------------|-----------|----------|
| a The organization? | 6a | X |
| b Any related organization? | 6b | X |
- If "Yes" to line 6a or 6b, describe in Part III.

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

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

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

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2011

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

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

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

	(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1	KYLE ZIMMER	(i) 177,500 (ii) 0	0	0	0	0	177,500	0
2	JANE ROBINSON	(i) 154,477 (ii) 0	0	0	0	0	154,477	0
3		(i) (ii)						
4		(i) (ii)						
5		(i) (ii)						
6		(i) (ii)						
7		(i) (ii)						
8		(i) (ii)						
9		(i) (ii)						
10		(i) (ii)						
11		(i) (ii)						
12		(i) (ii)						
13		(i) (ii)						
14		(i) (ii)						
15		(i) (ii)						
16		(i) (ii)						

52-1779606

FIRST BOOK

Part III Supplemental Information

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

Area with horizontal dotted lines for supplemental information.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

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Department of the Treasury
Internal Revenue Service

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

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		87,713,685	FAIR MARKET VALUE
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other	X	19	325,305	FAIR MARKET VALUE
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ► ()				
27 Other ► ()				
28 Other ► ()				

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

29

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

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

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

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

b If "Yes," describe in Part II.

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

	Yes	No
30a		X
31		X
32a		X

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2011

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Inspection

Employer identification number

52-1779606

FIRST BOOK

FORM 990, PART III, LINE 4D - ALL OTHER ACCOMPLISHMENT

FIRST BOOK DISTRIBUTED HUNDREDS OF THOUSANDS OF NEW BOOKS

TO LOW-INCOME AND EDUCATIONALLY AT-RISK CHILDREN

PARTICIPATING IN COMMUNITY BASED LITERACY PROGRAMS

IN CITIES, TOWNS AND COUNTIES NATIONWIDE. IN EACH OF THESE

COMMUNITIES, FIRST BOOK BEGAN TO DEVELOP NEW, AND CONTINUED

TO MANAGE EXISTING, FIRST BOOK LOCAL ADVISORY BOARDS, LED

BY COMMUNITY VOLUNTEERS WHICH HELP NAVIGATE LOCAL BOOK

DISTRIBUTION ACTIVITY THROUGH GRANTS OF BOOKS, SPECIAL

EVENTS, AND NATIONAL LITERACY PARTNER PROGRAMS.

FORM 990, PART V, LINE 4B - FINANCIAL ACCOUNTS IN FOREIGN COUNTRIES

CANADA

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

FORM 990 IS DISTRIBUTED TO BOARD MEMBERS FOR THEIR CONSIDERATION AND

APPROVAL BEFORE IT IS SIGNED AND FILED.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

AT LEAST ANNUALLY, THE BOARD REVIEWS THE POLICY AND MONITORS ANY POTENTIAL

CONFLICT OF INTEREST.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

A COMMITTEE OF THE BOARD REVIEWS AND APPROVES THE COMPENSATION PACKAGES OF

THE ORGANIZATIONS CEO, EXECUTIVE DIRECTOR AND OTHER TOP MANAGEMENT. FACTORS

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

TAKEN INTO ACCOUNT INCLUDE COMPARABLE COMPENSATION PACKAGES FOR OTHER
NON-PROFITS, THE COST OF LIVING, TENURE OF THE EMPLOYEE AND THEIR
PERFORMANCE AS WELL AS THE ECONOMIC REALITY OF FIRST BOOK'S FINANCIAL
CONDITION.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS
A COMMITTEE OF THE BOARD REVIEWS AND APPROVES THE COMPENSATION PACKAGES OF
THE ORGANIZATIONS OFFICERS AND KEY EMPLOYEES. FACTORS TAKEN INTO ACCOUNT
INCLUDE COMPARABLE COMPENSATION PACKAGES FOR OTHER NON-PROFITS, THE COST OF
LIVING, TENURE OF THE EMPLOYEE AND THEIR PERFORMANCE AS WELL AS THE
ECONOMIC REALITY OF FIRST BOOK'S FINANCIAL CONDITION.

FORM 990, PART VI, LINE 17 - OTHER STATES WHERE COPY OF RETURN IS FILED
MASSACHUSETTS, MASSACHUSETTS, MARYLAND, MICHIGAN, MINNESOTA, MISSOURI,
MISSISSIPPI, NORTH CAROLINA, NEW HAMPSHIRE, NEW JERSEY, NEW MEXICO,
NEW YORK, OHIO, OKLAHOMA, OREGON, PENNSYLVANIA, RHODE ISLAND,
SOUTH CAROLINA, TENNESSEE, UTAH, VIRGINIA, WASHINGTON, WISCONSIN,
WEST VIRGINIA

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION
GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE AVAILABLE UPON
REQUEST.

Depreciation and Amortization
(Including Information on Listed Property)

OMB No. 1545-0172

2011Attachment
Sequence No. **179**

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

FIRST BOOK

Identifying number

52-1779606

Business or activity to which this form relates

INDIRECT DEPRECIATION**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	2,811

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2011	17	1,552
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	4,363
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2011)

Federal Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179B	Bonus	Basis for Depr	PerConv Meth	Prior	Current
Prior MACRS:										
12	COMPUTER EQUIPMENT - DELL Mass Sale: 12/31/11	1/18/01	1,958				1,958	5 HY 200DB	1,958	0
13	COMPUTER EQUIPMENT - VISA Mass Sale: 12/31/11	7/02/01	2,069				2,069	5 HY 200DB	2,069	0
14	COMPUTER EQUIPMENT - DELL Mass Sale: 12/31/11	7/17/01	1,765				1,765	5 HY 200DB	1,765	0
16	COMPUTER EQUIPMENT - TOSHIBA Mass Sale: 12/31/11	10/01/01	2,031		X		1,422	5 HY 200DB	2,031	0
17	DELL COMPUTER Mass Sale: 12/31/11	2/11/02	2,824		X		1,977	7 HY 200DB	2,824	0
18	WAUGH, CANON COPIER Mass Sale: 12/31/11	3/06/02	4,500		X		3,150	7 HY 200DB	4,500	0
19	BANK OF AMERICA Mass Sale: 12/31/11	3/28/02	2,066		X		1,446	7 HY 200DB	2,066	0
20	BROOKTROUT FAX BOARD, CDW Mass Sale: 12/31/11	3/28/02	3,314		X		2,320	7 HY 200DB	3,314	0
21	DELL (BOA) - BB Mass Sale: 12/31/11	4/02/02	6,423		X		4,496	7 HY 200DB	6,423	0
22	FAX, SERVER & GATEWAY, CDW Mass Sale: 12/31/11	4/25/02	4,327		X		3,029	7 HY 200DB	4,327	0
23	COMPUTER, CDW Mass Sale: 12/31/11	5/28/02	1,932		X		1,352	7 HY 200DB	1,932	0
24	COMPUTER, CDW Mass Sale: 12/31/11	5/28/02	1,933		X		1,353	7 HY 200DB	1,933	0
26	DELL COMPUTER Mass Sale: 12/31/11	6/12/02	2,947		X		2,063	7 HY 200DB	2,947	0
27	DELL COMPUTER Mass Sale: 12/31/11	6/18/02	5,386		X		3,770	7 HY 200DB	5,386	0
28	TEXEL Mass Sale: 12/31/11	8/21/02	1,272		X		890	7 HY 200DB	1,272	0
29	DELL COMPUTER Mass Sale: 12/31/11	8/21/02	3,366		X		2,356	7 HY 200DB	3,366	0
30	DELL COMPUTER Mass Sale: 12/31/11	10/17/02	3,931		X		2,752	7 HY 200DB	3,931	0
31	COMPUTER, CDW Mass Sale: 12/31/11	11/21/02	1,876		X		1,313	7 HY 200DB	1,876	0
32	PRINTER Mass Sale: 12/31/11	12/13/02	1,954		X		1,368	5 HY 200DB	1,954	0
33	COMPUTER - CDW COMPUTER CENTE Mass Sale: 12/31/11	2/25/03	1,662		X		1,163	5 HY 200DB	1,662	0
34	DELL COMPUTER Mass Sale: 12/31/11	8/18/03	2,265		X		1,132	5 HY 200DB	2,265	0
35	DELL COMPUTER Mass Sale: 12/31/11	8/18/03	2,265		X		1,132	5 HY 200DB	2,265	0
36	LEASEHOLD IMPROVEMENTS - WALL Mass Sale: 12/31/11	11/05/03	1,849				1,849	39 MMS/L	338	45
39	COMPUTER Mass Sale: 12/31/11	2/10/04	1,432		X		716	5 HY 200DB	1,432	0
40	COMPUTER Mass Sale: 12/31/11	6/22/04	1,164		X		582	5 HY 200DB	1,164	0
41	6 COMPUTERS Mass Sale: 12/31/11	7/11/04	8,394		X		4,197	5 HY 200DB	8,394	0
42	COMPUTER Mass Sale: 12/31/11	8/11/04	3,634		X		1,817	5 HY 200DB	3,634	0
43	COMPUTER Mass Sale: 12/31/11	10/04/04	1,416		X		708	5 HY 200DB	1,416	0
44	SERVER Mass Sale: 12/31/11	10/05/04	7,213		X		3,607	5 HY 200DB	7,213	0
46	BACKUP ACCESSORIES Mass Sale: 12/31/11	10/20/04	1,078		X		539	5 HY 200DB	1,078	0
47	COMPUTER - CDW Mass Sale: 12/31/11	7/15/05	3,410				3,410	5 HY 200DB	3,410	0
48	COMPUTER - CDW Mass Sale: 12/31/11	10/14/05	1,909				1,909	5 HY 200DB	1,909	0
49	E-MAIL SYSTEM EQUIPMENT, HP ML1 Mass Sale: 12/31/11	8/01/06	3,216				3,216	5 HY 200DB	3,031	185
50	BACKUP DECK - TANDBERG LT03 PAI Mass Sale: 12/31/11	9/25/07	2,773				2,773	7 HY 200DB	1,906	248
51	DELL COMPUTER Mass Sale: 12/31/11	9/15/09	2,988		X		1,494	5 HY 200DB	2,271	287
52	Computer Mass Sale: 12/31/11	4/09/10	2,847		X		1,423	5 HY 200DB	1,708	456
53	Computer Mass Sale: 12/31/11	5/19/10	2,064		X		1,032	5 HY 200DB	1,238	331
54	Dell computer equipment Mass Sale: 12/31/11	9/14/10	3,300		X		0	5 HY 200DB	3,300	0
55	Equipment Mass Sale: 12/31/11	10/12/10	2,576		X		0	5 HY 200DB	2,576	0
56	Computer - icover networks Mass Sale: 12/31/11	12/07/10	2,468		X		0	5 HY 200DB	2,468	0

Federal Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	PerConv Meth	Prior	Current
			<u>115,797</u>			<u>73,548</u>		<u>110,552</u>	<u>1,552</u>
Other Depreciation:									
1	PENTIUM MINI TOWERS	1/14/00	7,303			7,303	5 MO S/L	7,303	0
	Mass Sale: 12/31/11								
2	PENTIUM MINI TOWERS	2/02/00	3,567			3,567	5 MO S/L	3,567	0
	Mass Sale: 12/31/11								
3	PENTIUM MINI TOWERS	3/20/00	3,542			3,542	5 MO S/L	3,542	0
	Mass Sale: 12/31/11								
4	COMPUTER EQUIPMENT (DELL)	6/21/00	2,457			2,457	5 MO S/L	2,457	0
	Mass Sale: 12/31/11								
5	TELEPHONE SYSTEM	6/26/00	8,760			8,760	5 MO S/L	8,760	0
	Mass Sale: 12/31/11								
6	SERVERS	5/31/00	20,718			20,718	5 MO S/L	20,718	0
	Mass Sale: 12/31/11								
7	BACKUP AUTOLOADER	6/08/00	2,117			2,117	5 MO S/L	2,117	0
	Mass Sale: 12/31/11								
8	CITRIX SERVER	7/13/00	3,803			3,803	5 MO S/L	3,803	0
	Mass Sale: 12/31/11								
9	PRINTER	7/16/00	349			349	5 MO S/L	349	0
	Mass Sale: 12/31/11								
10	COMPUTERS	8/17/00	3,668			3,668	5 MO S/L	3,668	0
	Mass Sale: 12/31/11								
11	COMPUTER EQUIPMENT	10/23/00	2,982			2,982	5 MO S/L	2,982	0
	Mass Sale: 12/31/11								
37	ACT SOFTWARE - MNJ	12/29/03	1,975		X	988	5 MOAmort	1,758	181
	Mass Sale: 12/31/11								
38	ACT SOFTWARE - MNJ	12/29/03	1,975		X	988	5 MOAmort	1,758	181
	Mass Sale: 12/31/11								
45	SOFTWARE	10/05/04	805		X	403	3 MOAmort	805	0
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128			5,128	5 MO S/L	0	855
58	Icore Networks - Switch Board	6/06/11	7,048			7,048	5 MO S/L	0	822
59	Icore Networks - Phone System	6/16/11	1,512			1,512	5 MO S/L	0	151
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706			4,706	5 MO S/L	0	471
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805			1,805	5 MO S/L	0	150
	Total Other Depreciation		<u>84,220</u>			<u>81,844</u>		<u>63,587</u>	<u>2,811</u>
	Total ACRS and Other Depreciation		<u>84,220</u>			<u>81,844</u>		<u>63,587</u>	<u>2,811</u>
Amortization:									
15	SOFTWARE	9/13/01	24,194			24,194	5 MOAmort	24,194	0
	Mass Sale: 12/31/11								
25	SOFTWARE, CREATED	6/01/02	99,173			99,173	5 MOAmort	99,173	0
	Mass Sale: 12/31/11								
			<u>123,367</u>			<u>123,367</u>		<u>123,367</u>	<u>0</u>
	Grand Totals		323,384			278,759		297,506	4,363
	Less: Dispositions and Transfers		269,651			241,919		267,521	592
	Less: Start-up/Org Expense		0			0		0	0
	Net Grand Totals		<u>53,733</u>			<u>36,840</u>		<u>29,985</u>	<u>3,771</u>

DC Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Basis for Depr	DC Prior	DC Current	Federal Current	Difference Fed - DC
Prior MACRS:								
12	COMPUTER EQUIPMENT - DELL Mass Sale: 12/31/11	1/18/01	1,958	1,958	1,958	0	0	0
13	COMPUTER EQUIPMENT - VISA Mass Sale: 12/31/11	7/02/01	2,069	2,069	2,069	0	0	0
14	COMPUTER EQUIPMENT - DELL Mass Sale: 12/31/11	7/17/01	1,765	1,765	1,765	0	0	0
16	COMPUTER EQUIPMENT - TOSHIBA Mass Sale: 12/31/11	10/01/01	2,031	2,031	2,031	0	0	0
17	DELL COMPUTER Mass Sale: 12/31/11	2/11/02	2,824	2,824	2,824	0	0	0
18	WAUGH, CANON COPIER Mass Sale: 12/31/11	3/06/02	4,500	4,500	4,500	0	0	0
19	BANK OF AMERICA Mass Sale: 12/31/11	3/28/02	2,066	2,066	2,066	0	0	0
20	BROOKTROUT FAX BOARD, CDW Mass Sale: 12/31/11	3/28/02	3,314	3,314	3,314	0	0	0
21	DELL (BOA) - BB Mass Sale: 12/31/11	4/02/02	6,423	6,423	6,423	0	0	0
22	FAX, SERVER & GATEWAY, CDW Mass Sale: 12/31/11	4/25/02	4,327	4,327	4,327	0	0	0
23	COMPUTER, CDW Mass Sale: 12/31/11	5/28/02	1,932	1,932	1,932	0	0	0
24	COMPUTER, CDW Mass Sale: 12/31/11	5/28/02	1,933	1,933	1,933	0	0	0
26	DELL COMPUTER Mass Sale: 12/31/11	6/12/02	2,947	2,947	2,947	0	0	0
27	DELL COMPUTER Mass Sale: 12/31/11	6/18/02	5,386	5,386	5,386	0	0	0
28	TEXEL Mass Sale: 12/31/11	8/21/02	1,272	1,272	1,272	0	0	0
29	DELL COMPUTER Mass Sale: 12/31/11	8/21/02	3,366	3,366	3,366	0	0	0
30	DELL COMPUTER Mass Sale: 12/31/11	10/17/02	3,931	3,931	3,931	0	0	0
31	COMPUTER, CDW Mass Sale: 12/31/11	11/21/02	1,876	1,876	1,876	0	0	0
32	PRINTER Mass Sale: 12/31/11	12/13/02	1,954	1,954	1,954	0	0	0
33	COMPUTER - CDW COMPUTER CENTE Mass Sale: 12/31/11	2/25/03	1,662	1,662	1,662	0	0	0
34	DELL COMPUTER Mass Sale: 12/31/11	8/18/03	2,265	2,265	2,265	0	0	0
35	DELL COMPUTER Mass Sale: 12/31/11	8/18/03	2,265	2,265	2,265	0	0	0
36	LEASEHOLD IMPROVEMENTS - WALL Mass Sale: 12/31/11	11/05/03	1,849	1,849	338	45	45	0
39	COMPUTER Mass Sale: 12/31/11	2/10/04	1,432	1,432	1,432	0	0	0
40	COMPUTER Mass Sale: 12/31/11	6/22/04	1,164	1,164	1,164	0	0	0
41	6 COMPUTERS Mass Sale: 12/31/11	7/11/04	8,394	8,394	8,394	0	0	0
42	COMPUTER Mass Sale: 12/31/11	8/11/04	3,634	3,634	3,634	0	0	0
43	COMPUTER Mass Sale: 12/31/11	10/04/04	1,416	1,416	1,416	0	0	0
44	SERVER Mass Sale: 12/31/11	10/05/04	7,213	7,213	7,213	0	0	0
46	BACKUP ACCESSORIES Mass Sale: 12/31/11	10/20/04	1,078	1,078	1,078	0	0	0
47	COMPUTER - CDW Mass Sale: 12/31/11	7/15/05	3,410	3,410	3,410	0	0	0
48	COMPUTER - CDW Mass Sale: 12/31/11	10/14/05	1,909	1,909	1,909	0	0	0
49	E-MAIL SYSTEM EQUIPMENT, HP ML1 Mass Sale: 12/31/11	8/01/06	3,216	3,216	3,031	185	185	0
50	BACKUP DECK - TANDBERG LT03 PAF	9/25/07	2,773	2,773	1,906	248	248	0
51	DELL COMPUTER	9/15/09	2,988	2,988	1,554	573	287	-286
52	Computer	4/09/10	2,847	2,847	569	911	456	-455
53	Computer	5/19/10	2,064	2,064	413	660	331	-329
54	Dell computer equipment	9/14/10	3,300	3,300	660	1,056	0	-1,056
55	Equipment	10/12/10	2,576	2,576	515	825	0	-825
56	Computer - icover networks	12/07/10	2,468	2,468	494	789	0	-789

DC Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Basis for Depr	DC Prior	DC Current	Federal Current	Difference Fed - DC
			<u>115,797</u>	<u>115,797</u>	<u>101,196</u>	<u>5,292</u>	<u>1,552</u>	<u>-3,740</u>
Other Depreciation:								
1	PENTIUM MINI TOWERS Mass Sale: 12/31/11	1/14/00	7,303	7,303	7,303	0	0	0
2	PENTIUM MINI TOWERS Mass Sale: 12/31/11	2/02/00	3,567	3,567	3,567	0	0	0
3	PENTIUM MINI TOWERS Mass Sale: 12/31/11	3/20/00	3,542	3,542	3,542	0	0	0
4	COMPUTER EQUIPMENT (DELL) Mass Sale: 12/31/11	6/21/00	2,457	2,457	2,457	0	0	0
5	TELEPHONE SYSTEM Mass Sale: 12/31/11	6/26/00	8,760	8,760	8,760	0	0	0
6	SERVERS Mass Sale: 12/31/11	5/31/00	20,718	20,718	20,718	0	0	0
7	BACKUP AUTOLOADER Mass Sale: 12/31/11	6/08/00	2,117	2,117	2,117	0	0	0
8	CITRIX SERVER Mass Sale: 12/31/11	7/13/00	3,803	3,803	3,803	0	0	0
9	PRINTER Mass Sale: 12/31/11	7/16/00	349	349	349	0	0	0
10	COMPUTERS Mass Sale: 12/31/11	8/17/00	3,668	3,668	3,668	0	0	0
11	COMPUTER EQUIPMENT Mass Sale: 12/31/11	10/23/00	2,982	2,982	2,982	0	0	0
37	ACT SOFTWARE - MNJ Mass Sale: 12/31/11	12/29/03	1,975	1,975	1,975	0	181	181
38	ACT SOFTWARE - MNJ Mass Sale: 12/31/11	12/29/03	1,975	1,975	1,975	0	181	181
45	SOFTWARE	10/05/04	805	805	805	0	0	0
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128	5,128	0	855	855	0
58	Icore Networks - Switch Board	6/06/11	7,048	7,048	0	822	822	0
59	Icore Networks - Phone System	6/16/11	1,512	1,512	0	151	151	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706	4,706	0	471	471	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805	1,805	0	150	150	0
Total Other Depreciation			<u>84,220</u>	<u>84,220</u>	<u>64,021</u>	<u>2,449</u>	<u>2,811</u>	<u>362</u>
Total ACRS and Other Depreciation			<u>84,220</u>	<u>84,220</u>	<u>64,021</u>	<u>2,449</u>	<u>2,811</u>	<u>362</u>
Amortization:								
15	SOFTWARE Mass Sale: 12/31/11	9/13/01	24,194	24,194	24,194	0	0	0
25	SOFTWARE, CREATED Mass Sale: 12/31/11	6/01/02	99,173	99,173	99,173	0	0	0
			<u>123,367</u>	<u>123,367</u>	<u>123,367</u>	<u>0</u>	<u>0</u>	<u>0</u>
Grand Totals			<u>323,384</u>	<u>323,384</u>	<u>288,584</u>	<u>7,741</u>	<u>4,363</u>	<u>-3,378</u>
Less: Dispositions			<u>269,651</u>	<u>269,651</u>	<u>267,955</u>	<u>230</u>	<u>592</u>	<u>362</u>
Less: Start-up/Org Expense			<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
Net Grand Totals			<u>53,733</u>	<u>53,733</u>	<u>20,629</u>	<u>7,511</u>	<u>3,771</u>	<u>-3,740</u>

AMT Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
Prior MACRS:										
12	COMPUTER EQUIPMENT - DELL Mass Sale: 12/31/11	1/18/01	1,958				1,958	5 HY 150DB	1,958	0
13	COMPUTER EQUIPMENT - VISA Mass Sale: 12/31/11	7/02/01	2,069				2,069	5 HY 150DB	2,069	0
14	COMPUTER EQUIPMENT - DELL Mass Sale: 12/31/11	7/17/01	1,765				1,765	5 HY 150DB	1,765	0
16	COMPUTER EQUIPMENT - TOSHIBA Mass Sale: 12/31/11	10/01/01	2,031			X	1,422	5 HY 200DB	2,031	0
17	DELL COMPUTER Mass Sale: 12/31/11	2/11/02	2,824			X	1,977	7 HY 200DB	2,824	0
18	WAUGH, CANON COPIER Mass Sale: 12/31/11	3/06/02	4,500			X	3,150	7 HY 200DB	4,500	0
19	BANK OF AMERICA Mass Sale: 12/31/11	3/28/02	2,066			X	1,446	7 HY 200DB	2,066	0
20	BROOKTROUT FAX BOARD, CDW Mass Sale: 12/31/11	3/28/02	3,314			X	2,320	7 HY 200DB	3,314	0
21	DELL (BOA) - BB Mass Sale: 12/31/11	4/02/02	6,423			X	4,496	7 HY 200DB	6,423	0
22	FAX, SERVER & GATEWAY, CDW Mass Sale: 12/31/11	4/25/02	4,327			X	3,029	7 HY 200DB	4,327	0
23	COMPUTER, CDW Mass Sale: 12/31/11	5/28/02	1,932			X	1,352	7 HY 200DB	1,932	0
24	COMPUTER, CDW Mass Sale: 12/31/11	5/28/02	1,933			X	1,353	7 HY 200DB	1,933	0
26	DELL COMPUTER Mass Sale: 12/31/11	6/12/02	2,947			X	2,063	7 HY 200DB	2,947	0
27	DELL COMPUTER Mass Sale: 12/31/11	6/18/02	5,386			X	3,770	7 HY 200DB	5,386	0
28	TEXEL Mass Sale: 12/31/11	8/21/02	1,272			X	890	7 HY 200DB	1,272	0
29	DELL COMPUTER Mass Sale: 12/31/11	8/21/02	3,366			X	2,356	7 HY 200DB	3,366	0
30	DELL COMPUTER Mass Sale: 12/31/11	10/17/02	3,931			X	2,752	7 HY 200DB	3,931	0
31	COMPUTER, CDW Mass Sale: 12/31/11	11/21/02	1,876			X	1,313	7 HY 200DB	1,876	0
32	PRINTER Mass Sale: 12/31/11	12/13/02	1,954			X	1,368	5 HY 200DB	1,954	0
33	COMPUTER - CDW COMPUTER CENTE Mass Sale: 12/31/11	2/25/03	1,662			X	1,163	5 HY 200DB	1,662	0
34	DELL COMPUTER Mass Sale: 12/31/11	8/18/03	2,265			X	1,132	5 HY 200DB	2,265	0
35	DELL COMPUTER Mass Sale: 12/31/11	8/18/03	2,265			X	1,132	5 HY 200DB	2,265	0
36	LEASEHOLD IMPROVEMENTS - WALL Mass Sale: 12/31/11	11/05/03	1,849				1,849	39 MMS/L	338	45
39	COMPUTER Mass Sale: 12/31/11	2/10/04	1,432			X	716	5 HY 200DB	1,432	0
40	COMPUTER Mass Sale: 12/31/11	6/22/04	1,164			X	582	5 HY 200DB	1,164	0
41	6 COMPUTERS Mass Sale: 12/31/11	7/11/04	8,394			X	4,197	5 HY 200DB	8,394	0
42	COMPUTER Mass Sale: 12/31/11	8/11/04	3,634			X	1,817	5 HY 200DB	3,634	0
43	COMPUTER Mass Sale: 12/31/11	10/04/04	1,416			X	708	5 HY 200DB	1,416	0
44	SERVER Mass Sale: 12/31/11	10/05/04	7,213			X	3,607	5 HY 200DB	7,213	0
46	BACKUP ACCESSORIES Mass Sale: 12/31/11	10/20/04	1,078			X	539	5 HY 200DB	1,078	0
47	COMPUTER - CDW Mass Sale: 12/31/11	7/15/05	3,410				3,410	5 HY 150DB	3,410	0
48	COMPUTER - CDW Mass Sale: 12/31/11	10/14/05	1,909				1,909	5 HY 150DB	1,909	0
49	E-MAIL SYSTEM EQUIPMENT, HP ML1 Mass Sale: 12/31/11	8/01/06	3,216				3,216	5 HY 150DB	2,949	267
50	BACKUP DECK - TANDBERG LT03 PAI Mass Sale: 12/31/11	9/25/07	2,773				2,773	7 HY 150DB	1,584	340
51	DELL COMPUTER Mass Sale: 12/31/11	9/15/09	2,988			X	1,494	5 HY 200DB	2,271	287
52	Computer Mass Sale: 12/31/11	4/09/10	2,847			X	1,423	5 HY 200DB	1,708	456
53	Computer Mass Sale: 12/31/11	5/19/10	2,064			X	1,032	5 HY 200DB	1,238	331
54	Dell computer equipment Mass Sale: 12/31/11	9/14/10	3,300			X	0	5 HY 200DB	3,300	0
55	Equipment Mass Sale: 12/31/11	10/12/10	2,576			X	0	5 HY 200DB	2,576	0
56	Computer - icover networks Mass Sale: 12/31/11	12/07/10	2,468			X	0	5 HY 200DB	2,468	0

AMT Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	PerConv Meth	Prior	Current
			<u>115,797</u>			<u>73,548</u>		<u>110,148</u>	<u>1,726</u>
Other Depreciation:									
1	PENTIUM MINI TOWERS	1/14/00	7,303			7,303	5 MO S/L	7,303	0
	Mass Sale: 12/31/11								
2	PENTIUM MINI TOWERS	2/02/00	3,567			3,567	5 MO S/L	3,567	0
	Mass Sale: 12/31/11								
3	PENTIUM MINI TOWERS	3/20/00	3,542			3,542	5 MO S/L	3,542	0
	Mass Sale: 12/31/11								
4	COMPUTER EQUIPMENT (DELL)	6/21/00	2,457			2,457	5 MO S/L	2,457	0
	Mass Sale: 12/31/11								
5	TELEPHONE SYSTEM	6/26/00	8,760			8,760	5 MO S/L	8,760	0
	Mass Sale: 12/31/11								
6	SERVERS	5/31/00	20,718			20,718	5 MO S/L	20,718	0
	Mass Sale: 12/31/11								
7	BACKUP AUTOLOADER	6/08/00	2,117			2,117	5 MO S/L	2,117	0
	Mass Sale: 12/31/11								
8	CITRIX SERVER	7/13/00	3,803			3,803	5 MO S/L	3,803	0
	Mass Sale: 12/31/11								
9	PRINTER	7/16/00	349			349	5 MO S/L	349	0
	Mass Sale: 12/31/11								
10	COMPUTERS	8/17/00	3,668			3,668	5 MO S/L	3,668	0
	Mass Sale: 12/31/11								
11	COMPUTER EQUIPMENT	10/23/00	2,982			2,982	5 MO S/L	2,982	0
	Mass Sale: 12/31/11								
57	Dell - 3PC, 1 Server, 11 Pad	3/09/11	0			0	0 HY	0	0
58	Icore Networks - Switch Board	6/06/11	0			0	0 HY	0	0
59	Icore Networks - Phone System	6/16/11	0			0	0 HY	0	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	0			0	0 HY	0	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	0			0	0 HY	0	0
	Total Other Depreciation		<u>59,266</u>			<u>59,266</u>		<u>59,266</u>	<u>0</u>
	Total ACRS and Other Depreciation		<u>59,266</u>			<u>59,266</u>		<u>59,266</u>	<u>0</u>
	Grand Totals		175,063			132,814		169,414	1,726
	Less: Dispositions and Transfers		<u>142,334</u>			<u>116,576</u>		<u>140,556</u>	<u>312</u>
	Net Grand Totals		<u>32,729</u>			<u>16,238</u>		<u>28,858</u>	<u>1,414</u>

Bonus Depreciation Report

Asset	Property Description	Date In Service	Tax Cost	Bus Pct	Tax Sec 179 Exp	Current Bonus	Prior Bonus	Tax - Basis for Depr
Activity: Form 990, Page 1								
37	ACT SOFTWARE - MNJ	12/29/03	1,975		0	0	987	988
38	ACT SOFTWARE - MNJ	12/29/03	1,975		0	0	987	988
45	SOFTWARE	10/05/04	805		0	0	402	403
16	COMPUTER EQUIPMENT - TOSHIBA	10/01/01	2,031		0	0	609	1,422
17	DELL COMPUTER	2/11/02	2,824		0	0	847	1,977
18	WAUGH, CANON COPIER	3/06/02	4,500		0	0	1,350	3,150
19	BANK OF AMERICA	3/28/02	2,066		0	0	620	1,446
20	BROOKTROUT FAX BOARD, CDW	3/28/02	3,314		0	0	994	2,320
21	DELL (BOA) - BB	4/02/02	6,423		0	0	1,927	4,496
22	FAX, SERVER & GATEWAY, CDW	4/25/02	4,327		0	0	1,298	3,029
23	COMPUTER, CDW	5/28/02	1,932		0	0	580	1,352
24	COMPUTER, CDW	5/28/02	1,933		0	0	580	1,353
26	DELL COMPUTER	6/12/02	2,947		0	0	884	2,063
27	DELL COMPUTER	6/18/02	5,386		0	0	1,616	3,770
28	TEXEL	8/21/02	1,272		0	0	382	890
29	DELL COMPUTER	8/21/02	3,366		0	0	1,010	2,356
30	DELL COMPUTER	10/17/02	3,931		0	0	1,179	2,752
31	COMPUTER, CDW	11/21/02	1,876		0	0	563	1,313
32	PRINTER	12/13/02	1,954		0	0	586	1,368
33	COMPUTER - CDW COMPUTER CENTER	2/25/03	1,662		0	0	499	1,163
34	DELL COMPUTER	8/18/03	2,265		0	0	1,133	1,132
35	DELL COMPUTER	8/18/03	2,265		0	0	1,133	1,132
39	COMPUTER	2/10/04	1,432		0	0	716	716
40	COMPUTER	6/22/04	1,164		0	0	582	582
41	6 COMPUTERS	7/11/04	8,394		0	0	4,197	4,197
42	COMPUTER	8/11/04	3,634		0	0	1,817	1,817
43	COMPUTER	10/04/04	1,416		0	0	708	708
44	SERVER	10/05/04	7,213		0	0	3,606	3,607
46	BACKUP ACCESSORIES	10/20/04	1,078		0	0	539	539
51	DELL COMPUTER	9/15/09	2,988		0	0	1,494	1,494
52	Computer	4/09/10	2,847		0	0	1,424	1,423
53	Computer	5/19/10	2,064		0	0	1,032	1,032
54	Dell computer equipment	9/14/10	3,300		0	0	3,300	0
55	Equipment	10/12/10	2,576		0	0	2,576	0
56	Computer - icover networks	12/07/10	2,468		0	0	2,468	0
Form 990, Page 1			101,603		0	0	44,625	56,978
*Less: Dispositions and Transfers			76,161		0	0	27,732	48,429
Net Form 990, Page 1			25,442		0	0	16,893	8,549
Grand Total			101,603		0	0	44,625	56,978
Less: Dispositions and Transfers			76,161		0	0	27,732	48,429
Net Grand Total			25,442		0	0	16,893	8,549

Depreciation Adjustment Report

All Business Activities

Form	Unit	Asset	Description	Tax	AMT	AMT Adjustments/ Preferences
MACRS Adjustments:						
Page 1	1	12	COMPUTER EQUIPMENT - DELL	0	0	0
Page 1	1	13	COMPUTER EQUIPMENT - VISA	0	0	0
Page 1	1	14	COMPUTER EQUIPMENT - DELL	0	0	0
Page 1	1	16	COMPUTER EQUIPMENT - TOSHIBA	0	0	0
Page 1	1	17	DELL COMPUTER	0	0	0
Page 1	1	18	WAUGH, CANON COPIER	0	0	0
Page 1	1	19	BANK OF AMERICA	0	0	0
Page 1	1	20	BROOKTROUT FAX BOARD, CDW	0	0	0
Page 1	1	21	DELL (BOA) - BB	0	0	0
Page 1	1	22	FAX, SERVER & GATEWAY, CDW	0	0	0
Page 1	1	23	COMPUTER, CDW	0	0	0
Page 1	1	24	COMPUTER, CDW	0	0	0
Page 1	1	26	DELL COMPUTER	0	0	0
Page 1	1	27	DELL COMPUTER	0	0	0
Page 1	1	28	TEXEL	0	0	0
Page 1	1	29	DELL COMPUTER	0	0	0
Page 1	1	30	DELL COMPUTER	0	0	0
Page 1	1	31	COMPUTER, CDW	0	0	0
Page 1	1	32	PRINTER	0	0	0
Page 1	1	33	COMPUTER - CDW COMPUTER CENTER	0	0	0
Page 1	1	34	DELL COMPUTER	0	0	0
Page 1	1	35	DELL COMPUTER	0	0	0
Page 1	1	36	LEASEHOLD IMPROVEMENTS - WALL	45	45	0
Page 1	1	39	COMPUTER	0	0	0
Page 1	1	40	COMPUTER	0	0	0
Page 1	1	41	6 COMPUTERS	0	0	0
Page 1	1	42	COMPUTER	0	0	0
Page 1	1	43	COMPUTER	0	0	0
Page 1	1	44	SERVER	0	0	0
Page 1	1	46	BACKUP ACCESSORIES	0	0	0
Page 1	1	47	COMPUTER - CDW	0	0	0
Page 1	1	48	COMPUTER - CDW	0	0	0
Page 1	1	49	E-MAIL SYSTEM EQUIPMENT, HP ML150 &	185	267	-82
Page 1	1	50	BACKUP DECK - TANDBERG LT03 PART 32	248	340	-92
Page 1	1	51	DELL COMPUTER	287	287	0
Page 1	1	52	Computer	456	456	0
Page 1	1	53	Computer	331	331	0
Page 1	1	54	Dell computer equipment	0	0	0
Page 1	1	55	Equipment	0	0	0
Page 1	1	56	Computer - icover networks	0	0	0
				<u>1,552</u>	<u>1,726</u>	<u>-174</u>

Future Depreciation Report FYE: 12/31/12

Form 990, Page 1

Asset	Description	Date In Service	Cost	Tax	AMT
Prior MACRS:					
41	6 COMPUTERS	7/11/04	8,394	0	0
47	COMPUTER - CDW	7/15/05	3,410	0	0
48	COMPUTER - CDW	10/14/05	1,909	0	0
50	BACKUP DECK - TANDBERG LT03 PART 3	9/25/07	2,773	247	339
51	DELL COMPUTER	9/15/09	2,988	172	172
52	Computer	4/09/10	2,847	273	273
53	Computer	5/19/10	2,064	198	198
54	Dell computer equipment	9/14/10	3,300	0	0
55	Equipment	10/12/10	2,576	0	0
56	Computer - icover networks	12/07/10	2,468	0	0
			<u>32,729</u>	<u>890</u>	<u>982</u>

Other Depreciation:

45	SOFTWARE	10/05/04	805	0	0
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128	1,025	0
58	Icore Networks - Switch Board	6/06/11	7,048	1,410	0
59	Icore Networks - Phone System	6/16/11	1,512	303	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706	941	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805	361	0
Total Other Depreciation			<u>21,004</u>	<u>4,040</u>	<u>0</u>
Total ACRS and Other Depreciation			<u>21,004</u>	<u>4,040</u>	<u>0</u>
Grand Totals			<u>53,733</u>	<u>4,930</u>	<u>982</u>

DC Future Depreciation Report

Form 990, Page 1

FYE: 12/31/12

Asset	Description	Date In Service	Cost	DC
Prior MACRS:				
41	6 COMPUTERS	7/11/04	8,394	0
47	COMPUTER - CDW	7/15/05	3,410	0
48	COMPUTER - CDW	10/14/05	1,909	0
50	BACKUP DECK - TANDBERG LT03 PART 3:	9/25/07	2,773	247
51	DELL COMPUTER	9/15/09	2,988	345
52	Computer	4/09/10	2,847	547
53	Computer	5/19/10	2,064	397
54	Dell computer equipment	9/14/10	3,300	634
55	Equipment	10/12/10	2,576	494
56	Computer - icover networks	12/07/10	2,468	474
			<u>32,729</u>	<u>3,138</u>

Other Depreciation:

45	SOFTWARE	10/05/04	805	0
57	Dell - 3PC, 1 I Pad	3/09/11	5,128	1,025
58	Icore Networks - Switch Board	6/06/11	7,048	1,410
59	Icore Networks - Phone System	6/16/11	1,512	303
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706	941
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805	361
Total Other Depreciation			<u>21,004</u>	<u>4,040</u>
Total ACRS and Other Depreciation			<u>21,004</u>	<u>4,040</u>
Grand Totals			<u>53,733</u>	<u>7,178</u>

Federal Statements

Taxable Interest on Investments

Description		Unrelated	Exclusion	Postal	Acquired after	US
	Amount	Business Code	Code	Code	6/30/75	Obs (\$ or %)
INTEREST INCOME	\$ 7,108		14			
TOTAL	\$ 7,108					

Taxable Dividends from Securities

Description		Unrelated	Exclusion	Postal	Acquired after	US
	Amount	Business Code	Code	Code	6/30/75	Obs (\$ or %)
DIVIDENDS	\$ 242		14			
TOTAL	\$ 242					

Federal Statements

Form 990, Part IX, Line 11g - Other Fees for Service (Non-employee)

Description	Total Expenses	Program Service	Management & General	Fund Raising
CONTRACT LABOR	\$ 103,838	\$ 63,838	\$ 40,000	\$
CONSULTING	128,565	77,139	51,426	
PAYROLL	6,203	3,598	1,551	1,054
TOTAL	\$ 238,606	\$ 144,575	\$ 92,977	\$ 1,054

Form 990, Part IX, Line 24e - All Other Expenses

Description	Total Expenses	Program Service	Management & General	Fund Raising
FEES, LICENSES & PERMITS	\$ 20,269	\$ 11,756	\$ 5,067	\$ 3,446
TAXES	18,334	18,334		
MISCELLANEOUS	14,283	8,284	3,571	2,428
TOTAL	\$ 52,886	\$ 38,374	\$ 8,638	\$ 5,874

Federal Statements

Schedule A, Part II, Line 1(e)

Description	Amount
CASH DONATIONS RECEIVED	\$ 10,859,069
MACMILLAN	
249,801 CHILDRENS BOOKS	2,145,182
DISNEY PUBLISHING WORLDWIDE, INC.	
7,067,752 CHILDRENS BOOKS	69,068,967
YORK REAL STATE HOLDINGS, LLC	
WAREHOUSE	27,500
K.I.D.S	
WAREHOUSE	3,400
ARIZONA GRAIN	
WAREHOUSE	6,045
COLUMBIA CO SCHOOL DISTRICT	
WAREHOUSE	12,000
DICK HARRIS & SON TRUCKING CO., INC	
WAREHOUSE	1,250
FEED THE CHILDREN	
WAREHOUSE	400
GS SALES LLC	
WAREHOUSE	7,500
GREATER ALTOONA CARREER & TECH CNTR	
WAREHOUSE	5,500
JAMES RUMSEY TECH INSTITUTE	
WAREHOUSE	90,000
ROARING SPRINGS	
WAREHOUSE	500
THE MOLINA FOUNDATION	
WAREHOUSE	6,089
NEW THREADS HOPE	
WAREHOUSE	5,000
PORT OF STOCKTON	
WAREHOUSE	8,000
ROCK HILL SCHOOL DISTRICT	
WAREHOUSE	86,400
TEACHER SUPPLY DEPOT	
WAREHOUSE	46,249
VINCENNES UNIVERSITY	
WAREHOUSE	5,000
EYDE COMPANY	
WAREHOUSE	6,272
WIRECO WORLD GROUP	

Federal Statements

Schedule A, Part II, Line 1(e) (continued)

Description	Amount
WAREHOUSE	
WORLD VISION	\$ 6,200
WAREHOUSE	
ABRAMS	2,000
59,996 BOOKS	839,407
ARCUS BOOKS	
773 BOOKS	13,875
BAREFOOT BOOKS	
2,540 BOOKS	5,080
BOOKS A MILLION	
4,651 BOOKS	60,230
CHILDRENS DEFENSE FUND	
27 BOOKS	150
CREATIVELY CANNY	
149 BOOKS	2,235
DREAMSTORM DESIGN LLC	
1,760 BOOKS	6,230
EAE INC	
730 BOOKS	8,760
EDUCATORS FOR SOCIAL RESPONSIBILITY	
12,647 BOOKS	252,940
GENERAL MILLS	
100,000 BOOKS	100,000
HARPER COLLINS PUBLISHERS	
81,732 BOOKS	105,189
HOUGHTON MIFFLIN HARCOURT	
7,647 BOOKS	157,106
HUNDREDS OF HEADS	
18,900 BOOKS	272,550
LEE & LOW BOOKS	
2,875 BOOKS	35,000
LIMA BEAR PRESS, LLC	
8,400 BOOKS	67,200
LITTLE, BROWN AND COMPANY	
35,000 BOOKS	371,650
READING IS FUNDAMENTAL	
450 BOOKS	2,246
THE ROCK PEOPLE, LLC	
1,872 BOOKS	31,730
SIMON & SCHUSTER A CBS COMPANY	

Federal Statements

Schedule A, Part II, Line 1(e) (continued)

Description	Amount
24,969 BOOKS	\$ 69,769
WHEHEY PUBLISHING	
12,199 BOOKS	94,161
ZEST BOOKS	
63,019 BOOKS	808,644
REBECCA EMBERLEY	
3,500 BOOKS	24,115
DORLING KINDERSLEY PUBLISHING	
145,264 CHILDRENS BOOKS	2,231,977
RANDOM HOUSE CHILDREN'S BOOKS	
1,369,123 CHILDRENDS BOOKS	10,939,292
TOTAL	<u>\$ 98,898,059</u>

Schedule A, Part II, Line 5 - Excess Gifts

<u>Donor Name</u>	<u>Total</u>	<u>Excess</u>
	\$ <u>112,762,878</u>	\$ <u>106,815,537</u>
TOTAL	\$ <u>112,762,878</u>	\$ <u>106,815,537</u>

Federal Statements

Schedule A, Part II, Line 8(e)

Description	Amount
INTEREST INCOME	\$ 7,108
DIVIDENDS	242
TOTAL	\$ 7,350

Schedule A, Part II, Line 12

Description	Amount
READY TO LEARN	\$ 81,921
TOTAL	\$ 81,921