

# Forms 990 / 990-EZ Return Summary

For calendar year 2012, or tax year beginning

and ending

52-1779606

## FIRST BOOK

Net Asset / Fund Balance at Beginning of Year 24,139,866

### Revenue

Contributions 101,489,841  
 Program service revenue \_\_\_\_\_  
 Investment income 4,297  
 Capital gain / loss -65  
 Special events:  
     Gross revenue \_\_\_\_\_  
     Direct expenses \_\_\_\_\_  
     Net income \_\_\_\_\_  
 Other income 0

Total revenue 101,494,073

### Expenses

Program services 95,052,088  
 Management and general 1,526,459  
 Fundraising 740,446

Total expenses 97,318,993

Excess / (deficit) 4,175,080

Other changes -4

Net Asset / Fund Balance at End of Year 28,315,355

### Reconciliation of Revenue

Total revenue per financial statements 102,136,501

#### Less:

Unrealized gains 413  
 Donated services 642,015  
 Recoveries \_\_\_\_\_  
 Other \_\_\_\_\_

#### Plus:

Investment expenses \_\_\_\_\_  
 Other \_\_\_\_\_

Total revenue per return 101,494,073

### Reconciliation of Expenses

Total expenses per financial statements 97,961,012

#### Less:

Donated services 642,015  
 Prior year adjustments \_\_\_\_\_  
 Losses \_\_\_\_\_  
 Other \_\_\_\_\_

#### Plus:

Investment expenses \_\_\_\_\_  
 Other \_\_\_\_\_

Total expenses per return 97,318,993

### Balance Sheet

	Beginning	Ending	Differences
Assets	<u>24,848,685</u>	<u>29,256,185</u>	
Liabilities	<u>708,819</u>	<u>940,830</u>	
Net assets	<u>24,139,866</u>	<u>28,315,355</u>	<u>4,175,489</u>

### Miscellaneous Information

Amended return \_\_\_\_\_  
 Return / extended due date 08/15/13  
 Failure to file penalty \_\_\_\_\_

TD F 90-22.1

(Rev. January 2012)  
Department of the TreasuryDo not use previous editions of  
this formREPORT OF FOREIGN BANK  
AND FINANCIAL ACCOUNTS

Do NOT file with your Federal Tax Return

OMB No. 1545-2038

1 This Report is for Calendar  
Year Ended 12/31**2012**Amended ☐**Part I Filer Information**

2 Type of Filer

a ☐ Individual b ☐ Partnership c ☒ Corporation d ☐ Consolidated e ☐ Fiduciary or Other—Enter type \_\_\_\_\_

3 U.S. Taxpayer Identification Number

**521779606**If filer has no U.S. Identification  
Number complete Item 4.

4 Foreign Identification (Complete only if Item 3 is not applicable.)

a Type: ☐ Passport ☐ Other \_\_\_\_\_

b Number \_\_\_\_\_

c Country of Issue \_\_\_\_\_

5 Individual's Date of Birth  
MM/DD/YYYY

6 Last Name or Organization Name

**FIRST BOOK**

7 First Name

8 Middle Initial

9 Address (Number, Street, and Apt. or Suite No.)

**1319 F STREET, NW****1000**

10 City

**WASHINGTON**

11 State

**DC**

12 Zip/Postal Code

**20004**

13 Country

**UNITED STATES**

14 Does the filer have a financial interest in 25 or more financial accounts?

☐

Yes If "Yes" enter total number of accounts \_\_\_\_\_

(If "Yes" is checked, do not complete Part II or Part III, but retain records of this information)

☒

No

**Part II Information on Financial Account(s) Owned Separately**

15 Maximum value of account during calendar year reported

**195,851**

16 Type of account

a ☒ Bank b ☐ Securities c ☐ Other—Enter type below \_\_\_\_\_

17 Name of Financial Institution in which account is held

**TD CANADA TRUST**

18 Account number or other designation

**0690-5300111**

19 Mailing Address (Number, Street, Suite Number) of financial institution in which account is held

**55 KING STREET, W**

20 City

**TORONTO**

21 State, if known

22 Zip/Postal Code, if known

**M5K 1A2**

23 Country

**CANADA****Signature**

44 Filer Signature

45 Filer Title, if not reporting a personal account

46 Date (MM/DD/YYYY)

File this form with: U.S. Department of the Treasury, P.O. Box 32621, Detroit, MI 48232-0621

This form should be used to report a financial interest in, signature authority, or other authority over one or more financial accounts in foreign countries, as required by the Department of the Treasury Regulations 31 CFR 1010.350 (formerly 31 CFR 103.24). No report is required if the aggregate value of the accounts did not exceed \$10,000. See Instructions For Definitions.

**PRIVACY ACT AND PAPERWORK REDUCTION ACT NOTICE**

Pursuant to the requirements of Public Law 93-579 (Privacy Act of 1974), notice is hereby given that the authority to collect information on TD F 90-22.1 in accordance with 5 USC 552a (e) is Public Law 91-508; 31 USC 5314; 5 USC 301; 31 CFR 1010.350 (formerly 31 CFR 103.24).

The principal purpose for collecting the information is to assure maintenance of reports where such reports or records have a high degree of usefulness in criminal, tax, or regulatory investigations or proceedings. The information collected may be provided to those officers and employees of any constituent unit of the Department of the Treasury who have a need for the records in the performance of their duties. The records may be referred to any other department or agency of the United States upon the request of the head of such department or agency for use in a criminal, tax, or regulatory investigation or proceeding. The info. collected may also be provided to appropriate state, local, and foreign law enforcement and regulatory personnel in the performance of their official duties. Disclosure of this info. is mandatory. Civil and criminal penalties, including in certain circumstances a fine of not more than \$500,000 and imprisonment of not more than five years, are provided for failure to file a report, supply information, and for filing a false or fraudulent report. Disclosure of the Social Security number is mandatory. The authority to collect is 31 CFR 1010.350 (formerly 31 CFR 103.24). The Social Security number will be used as a means to identify the individual who files the report.

The estimated average burden associated with this collection of information is 75 minutes per respondent or record keeper, depending on individual circumstances. Comments regarding the accuracy of this burden estimate, and suggestions for reducing the burden should be directed to the Internal Revenue Service, Bank Secrecy Act Policy, 5000 Ellin Road C-3-242, Lanham MD 20706.

**Part II Continued—Information on Financial Account(s) Owned Separately**

Form TD F 90-22.1

**Complete a Separate Block for Each Account Owned Separately**

Page Number

This side can be copied as many times as necessary in order to provide information on all accounts.

\_\_\_\_ of \_\_\_\_

<b>1</b> Filing for calendar year  <b>2012</b>		<b>3-4</b> Check appropriate identification Number  <input type="checkbox"/> Taxpayer Identification Number <input type="checkbox"/> Foreign Identification Number Enter identification number here:  <b>521779606</b>		<b>6</b> Last Name or Organization Name  <b>FIRST BOOK</b>	
<b>15</b> Maximum value of account during calendar year reported			<b>18</b> Type of account    a <input type="checkbox"/> Bank    b <input type="checkbox"/> Securities    c <input type="checkbox"/> Other—Enter type below		
<b>17</b> Name of Financial Institution in which account is held					
<b>18</b> Account number or other designation		<b>19</b> Mailing Address (Number, Street, Suite Number) of financial institution in which account is held			
<b>20</b> City		<b>21</b> State, if known		<b>22</b> Zip/Postal Code, if known	
				<b>23</b> Country	
<b>15</b> Maximum value of account during calendar year reported			<b>18</b> Type of account    a <input type="checkbox"/> Bank    b <input type="checkbox"/> Securities    c <input type="checkbox"/> Other—Enter type below		
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<b>20</b> City		<b>21</b> State, if known		<b>22</b> Zip/Postal Code, if known	
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<b>18</b> Account number or other designation		<b>19</b> Mailing Address (Number, Street, Suite Number) of financial institution in which account is held			
<b>20</b> City		<b>21</b> State, if known		<b>22</b> Zip/Postal Code, if known	
				<b>23</b> Country	
<b>15</b> Maximum value of account during calendar year reported			<b>18</b> Type of account    a <input type="checkbox"/> Bank    b <input type="checkbox"/> Securities    c <input type="checkbox"/> Other—Enter type below		
<b>17</b> Name of Financial Institution in which account is held					

Form TD F 90-22.1 (Rev. 1-2012)

**IRS e-file Signature Authorization  
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning ..... 2012, and ending ..... 20 .....

**2012**Department of the Treasury  
Internal Revenue Service  
Name of exempt organization▶ **Do not send to the IRS. Keep for your records.**Employer identification number  
**52-1779606**

Name and title of officer

**FIRST BOOK  
KYLE ZIMMER  
PRESIDENT****Part I Type of Return and Return Information (Whole Dollars Only)**

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue, if any (Form 990, Part VIII, column (A), line 12)	1b	<b>101,494,073</b>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue, if any (Form 990-EZ, line 9)	2b	
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b	
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b	
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	

**Part II Declaration and Signature Authorization of Officer**

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **MENDELSON & MENDELSON, CPA'S A P.C.** to enter my PIN **20191** as my signature  
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature

Date ▶ **05/07/13****Part III Certification and Authentication**

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

**52806005249**

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature

Date ▶

**ERO Must Retain This Form—See Instructions****Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2012)

# 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

**2012**Open to Public  
Inspection**A For the 2012 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, town or post office, state, and ZIP code

**WASHINGTON****DC 20004****F Name and address of principal officer:****KYLE ZIMMER, PRESIDENT****1319 F STREET, N.W.****WASHINGTON****DC 20004-1155****D Employer identification number****52-1779606****E Telephone number****202-393-1222****G Gross receipts \$ 101,498,108****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 11	
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5 85	
	6 Total number of volunteers (estimate if necessary)	6 2000	
Revenue	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 3	7b 0	
	8 Contributions and grants (Part VIII, line 1h)	98,898,059	Current Year 101,489,841
	9 Program service revenue (Part VIII, line 2g)	81,921	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,820	4,232
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	-6,161	0
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	98,979,639	101,494,073
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,304,733
16a Professional fundraising fees (Part IX, column (A), line 11e)		0	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶		740,446	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		88,663,589	92,323,413
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		92,968,322	97,318,993
19 Revenue less expenses. Subtract line 18 from line 12		6,011,317	4,175,080
20 Total assets (Part X, line 16)		24,848,685	29,256,185
21 Total liabilities (Part X, line 26)		708,819	940,830
Net Assets or Fund Balances	22 Net assets or fund balances. Subtract line 21 from line 20	24,139,866	28,315,355

**Part II Signature Block**

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

Sign  
Here

Signature of officer

Date

**KYLE ZIMMER****PRESIDENT**

Type or print name and title

Paid

Preparer  
Use Only

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if

PTIN

**LOUIS B. RUEBELMANN, CPA****05/07/13**

self-employed

**P00157850**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. **301-656-0001**Firm'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** (2012)

DAA

**Part III Statement of Program Service Accomplishments**

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

☒ **X****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 ☒ **X** 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 ☒ **X** 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 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 \$ **95,052,088** including grants of \$ ) (Revenue \$ )  
**FIRST BOOK HAS DISTRIBUTED MILLIONS 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 IS DEVELOPING NEW, AND CONTINUING TO MANAGE EXISTING, FIRST BOOK COMMUNITY VOLUNTEERS TO 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 ► **95,052,088**

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	<b>1</b> <b>X</b>	
<b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	<b>2</b> <b>X</b>	
<b>3</b> 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	<b>3</b>	<b>X</b>
<b>4</b> <b>Section 501(c)(3) organizations.</b> 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	<b>4</b>	<b>X</b>
<b>5</b> 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	<b>5</b>	<b>X</b>
<b>6</b> 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	<b>6</b>	<b>X</b>
<b>7</b> 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	<b>7</b>	<b>X</b>
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	<b>8</b>	<b>X</b>
<b>9</b> Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; 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	<b>9</b>	<b>X</b>
<b>10</b> 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	<b>10</b>	<b>X</b>
<b>11</b> 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.		
<b>a</b> Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	<b>11a</b> <b>X</b>	
<b>b</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	<b>11b</b>	<b>X</b>
<b>c</b> 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	<b>11c</b>	<b>X</b>
<b>d</b> 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	<b>11d</b>	<b>X</b>
<b>e</b> Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	<b>11e</b> <b>X</b>	
<b>f</b> 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	<b>11f</b>	<b>X</b>
<b>12a</b> Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	<b>12a</b> <b>X</b>	
<b>b</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 and XII is optional	<b>12b</b>	<b>X</b>
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	<b>13</b>	<b>X</b>
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?	<b>14a</b>	<b>X</b>
<b>b</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	<b>14b</b>	<b>X</b>
<b>15</b> 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	<b>15</b>	<b>X</b>
<b>16</b> 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	<b>16</b>	<b>X</b>
<b>17</b> 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)	<b>17</b>	<b>X</b>
<b>18</b> 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	<b>18</b>	<b>X</b>
<b>19</b> 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	<b>19</b>	<b>X</b>
<b>20a</b> Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	<b>20a</b>	<b>X</b>
<b>b</b> If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	<b>20b</b>	

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

	Yes	No
<b>21</b> 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		<b>X</b>
<b>22</b> 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		<b>X</b>
<b>23</b> 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	<b>X</b>	
<b>24a</b> 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		<b>X</b>
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		<b>X</b>
<b>25b</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		<b>X</b>
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		<b>X</b>
<b>27</b> 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		<b>X</b>
<b>28</b> 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):		
<b>28a</b> A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		<b>X</b>
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		<b>X</b>
<b>28c</b> 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		<b>X</b>
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	<b>X</b>	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		<b>X</b>
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		<b>X</b>
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		<b>X</b>
<b>33</b> 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		<b>X</b>
<b>34</b> Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1		<b>X</b>
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?		<b>X</b>
<b>35b</b> If "Yes" to line 35a, 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		
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		<b>X</b>
<b>37</b> 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		<b>X</b>
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	<b>X</b>	



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

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	<b>1a</b> 10		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	<b>1b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>1c</b>	X	
<b>2a</b> 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	<b>2a</b> 85		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	<b>2b</b>	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year?	<b>3a</b>		X
<b>b</b> If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	<b>3b</b>		
<b>4a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	<b>4a</b>	X	
<b>b</b> If "Yes," enter the name of the foreign country: <b>CANADA</b> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	<b>5a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	<b>5b</b>		X
<b>c</b> If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	<b>5c</b>		
<b>6a</b> 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 as charitable contributions?	<b>6a</b>		X
<b>b</b> If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>6b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>			
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	<b>7a</b>		X
<b>b</b> If "Yes," did the organization notify the donor of the value of the goods or services provided?	<b>7b</b>		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	<b>7c</b>		X
<b>d</b> If "Yes," indicate the number of Forms 8282 filed during the year	<b>7d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<b>7e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<b>7f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	<b>7g</b>		X
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	<b>7h</b>		X
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>8</b>		X
<b>9 Sponsoring organizations maintaining donor advised funds.</b>			
<b>a</b> Did the organization make any taxable distributions under section 4966?	<b>9a</b>		X
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person?	<b>9b</b>		X
<b>10 Section 501(c)(7) organizations. Enter:</b>			
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>		
<b>11 Section 501(c)(12) organizations. Enter:</b>			
<b>a</b> Gross income from members or shareholders	<b>11a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>		
<b>12a Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>		
<b>b</b> If "Yes," enter the amount of tax-exempt interest received or accrued during the year	<b>12b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>			
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.	<b>13a</b>		
<b>b</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	<b>13b</b>		
<b>c</b> Enter the amount of reserves on hand	<b>13c</b>		
<b>14a</b> Did the organization receive any payments for indoor tanning services during the tax year?	<b>14a</b>		X
<b>b</b> If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	<b>14b</b>		

**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	1b	11	Yes	No
<b>1a</b> 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.						
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent						
<b>2</b> 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?					<b>2</b>	<b>X</b>
<b>3</b> 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?					<b>3</b>	<b>X</b>
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?					<b>4</b>	<b>X</b>
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?					<b>5</b>	<b>X</b>
<b>6</b> Did the organization have members or stockholders?					<b>6</b>	<b>X</b>
<b>7a</b> 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?					<b>7a</b>	<b>X</b>
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?					<b>7b</b>	<b>X</b>
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:						
<b>a</b> The governing body?					<b>8a</b>	<b>X</b>
<b>b</b> Each committee with authority to act on behalf of the governing body?					<b>8b</b>	<b>X</b>
<b>9</b> 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					<b>9</b>	<b>X</b>

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

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?	<b>10a</b>	<b>X</b>
<b>b</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?	<b>10b</b>	<b>X</b>
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	<b>11a</b>	<b>X</b>
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	<b>12a</b>	<b>X</b>
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	<b>12b</b>	<b>X</b>
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	<b>12c</b>	<b>X</b>
<b>13</b> Did the organization have a written whistleblower policy?	<b>13</b>	<b>X</b>
<b>14</b> Did the organization have a written document retention and destruction policy?	<b>14</b>	<b>X</b>
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official	<b>15a</b>	<b>X</b>
<b>b</b> Other officers or key employees of the organization	<b>15b</b>	<b>X</b>
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	<b>16a</b>	<b>X</b>
<b>b</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?	<b>16b</b>	

**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 ☐ Other (explain in Schedule O)
- 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 Contractors**Check if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. 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 (list any hours for related organizations below dotted line)	(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) <b>KYLE ZIMMER</b>										
PRESIDENT/DIRECTOR	40.00 0.00	X		X				180,000	0	29,959
(2) <b>PETER GOLD</b>										
CHAIRMAN/DIRECTOR	1.00 0.00	X						0	0	0
(3) <b>ELIZABETH ARKY</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(4) <b>CHRISTOPHER CERF</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(5) <b>STERLING EDMUNDS, JR</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(6) <b>SUSAN M. FLYNN</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(7) <b>KATHY FRANKLIN</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(8) <b>LOUIS HARRIS</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(9) <b>L. SPENCER HUMPHREY</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(10) <b>TIM PINNINGTON</b>										
DIRECTOR	1.00 0.00	X						0	0	0
(11) <b>SUSAN GRODE</b>										
DIRECTOR	1.00 0.00	X						0	0	0

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(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			
(12) JOHN SCHREIBER	1.00									
DIRECTOR	0.00	X						0	0	0
(13) BETH VEIHMEYER	1.00									
DIRECTOR	0.00	X						0	0	0
(14) JANE ROBINSON	40.00									
CFO	0.00			X				158,373	0	32,634
(15) CHANDLER ARNOLD	40.00									
SENIOR VP	0.00					X		141,373	0	22,811
(16) DANIEL STOKES	40.00									
SENIOR DIREC	0.00					X		110,582	0	11,401
(17) BECKI LAST	40.00									
VP, NTL ENGAGEMENT	0.00					X		102,470	0	4,798
(18)										
(19)										
<b>1b Sub-total</b>								<b>692,798</b>		<b>101,603</b>
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								<b>692,798</b>		<b>101,603</b>

**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 **5**

**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

	Yes	No
<b>3</b>		<b>X</b>

**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

	Yes	No
<b>4</b>	<b>X</b>	

**5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
<b>5</b>		<b>X</b>

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>				
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 101,489,841				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ 88,630,300					
	<b>h</b> Total. Add lines 1a-1f		101,489,841			
<b>Program Service Revenue</b>	<b>2a</b>	Busn. Code				
	<b>b</b>					
	<b>c</b>					
	<b>d</b>					
	<b>e</b>					
	<b>f</b> All other program service revenue					
	<b>g</b> Total. Add lines 2a-2f					
	<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		4,297		
<b>4</b> Income from investment of tax-exempt bond proceeds						
<b>5</b> Royalties						
<b>6a</b> Gross rents		(i) Real (ii) Personal				
<b>b</b> Less: rental exps.						
<b>c</b> Rental inc. or (loss)						
<b>d</b> Net rental income or (loss)						
<b>7a</b> Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
<b>b</b> Less: cost or other basis & sales exps.						
<b>c</b> Gain or (loss)						
<b>d</b> Net gain or (loss)			-65	-65		
<b>8a</b> Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18		<b>a</b>				
<b>b</b> Less: direct expenses		<b>b</b>				
<b>c</b> Net income or (loss) from fundraising events						
<b>9a</b> Gross income from gaming activities. See Part IV, line 19		<b>a</b>				
<b>b</b> Less: direct expenses		<b>b</b>				
<b>c</b> Net income or (loss) from gaming activities						
<b>10a</b> Gross sales of inventory, less returns and allowances		<b>a</b>				
<b>b</b> Less: cost of goods sold	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Busn. Code</b>				
<b>11a</b>						
<b>b</b>						
<b>c</b>						
<b>d</b> All other revenue						
<b>e</b> Total. Add lines 11a-11d						
<b>12</b> Total revenue. See instructions		101,494,073	-65	0	4,297	

**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).

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	338,373		260,373	78,000
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	3,769,798	2,799,536	555,622	414,640
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	196,328	133,503	39,266	23,559
9 Other employee benefits	376,111	255,756	75,222	45,133
10 Payroll taxes	314,970	214,180	62,994	37,796
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	27,142		27,142	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	480,884	366,854	81,859	32,171
12 Advertising and promotion				
13 Office expenses	451,737	271,664	155,857	24,216
14 Information technology	177,103	134,809	26,434	15,860
15 Royalties				
16 Occupancy	395,695	268,264	80,090	47,341
17 Travel	181,086	123,139	36,217	21,730
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	52,258	52,258		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	12,041		12,041	
23 Insurance	30,335		30,335	
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 PRG EXP - DONATED BOOKS	84,344,080	84,344,080		
b PRG EXP - WAREHOUSING	3,240,072	3,240,072		
c PRG EXP - SHIPPING	1,369,872	1,369,872		
d PRG EXP - BOOKS	1,121,994	1,121,994		
e All other expenses	439,114	356,107	83,007	
25 Total functional expenses. Add lines 1 through 24e	97,318,993	95,052,088	1,526,459	740,446
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**Check if Schedule O contains a response to any question in this Part X. ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash—non-interest bearing	3,879,677	1	3,122,394
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	58,579	4	339,263
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other 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). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	20,861,651	8	25,716,662
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 203,887		
	b Less: accumulated depreciation	10b 133,954		
		34,947	10c	69,933
	11 Investments—publicly traded securities	5,437	11	7,933
	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	8,394	15		
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	24,848,685	16	29,256,185	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	499,176	17	661,116
	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 Loans and other 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	209,643	25	279,714
	26 <b>Total liabilities.</b> Add lines 17 through 25	708,819	26	940,830
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	22,481,758	27	26,414,652
	28 Temporarily restricted net assets	1,658,108	28	1,900,703
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), 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 <b>Total net assets or fund balances</b>	24,139,866	33	28,315,355
34 <b>Total liabilities and net assets/fund balances</b>	24,848,685	34	29,256,185	

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	<b>101,494,073</b>
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	<b>97,318,993</b>
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	<b>4,175,080</b>
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	<b>24,139,866</b>
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	<b>413</b>
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	<b>-4</b>
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	<b>28,315,355</b>

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

	Yes	No
<b>1</b> 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.		
<b>2a</b> Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		<b>X</b>
<b>b</b> Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited 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	<b>X</b>	
<b>c</b> 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.	<b>X</b>	
<b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		<b>X</b>
<b>b</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		



**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

**2012**

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—Non-functionally integrated
- 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 monetary 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) 2012

**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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	53,414,566	44,446,064	41,097,265	98,898,059	101,489,841	339,345,795
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4</b> <b>Total.</b> Add lines 1 through 3	53,414,566	44,446,064	41,097,265	98,898,059	101,489,841	339,345,795
<b>5</b> 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)						46,626,004
<b>6</b> <b>Public support.</b> Subtract line 5 from line 4.						292,719,791

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4	53,414,566	44,446,064	41,097,265	98,898,059	101,489,841	339,345,795
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	39,216	17,897	9,902	7,350	4,297	78,662
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> 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
<b>11</b> <b>Total support.</b> Add lines 7 through 10						339,428,079

**12** Gross receipts from related activities, etc. (see instructions) **12****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**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	86.24 %
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14	<b>15</b>	64.02 %
<b>16a</b> <b>33 1/3% support test—2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization	► <input checked="" type="checkbox"/>	
<b>b</b> <b>33 1/3% support test—2011.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization	► <input type="checkbox"/>	
<b>17a</b> <b>10%-facts-and-circumstances test—2012.</b> 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 <b>stop here.</b> 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>b</b> <b>10%-facts-and-circumstances test—2011.</b> 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 <b>stop here.</b> 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>18</b> <b>Private foundation.</b> 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 <b>Total.</b> 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 <b>Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 <b>Total support.</b> (Add lines 9, 10c, 11, and 12.)						
14 <b>First five years.</b> 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 <span style="float: right;">► <input type="checkbox"/></span>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b **33 1/3% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

**Part IV** **Supplemental Information.** 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**

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
25	15,000 BOOKS	\$ 12,700	03/01/12
26	1,774 BOOKS	\$ 16,587	12/31/12
27	SOFTWARE	\$ 44,933	11/26/12
		\$	
		\$	
		\$	

**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

**2012**

**Open 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 XIII, 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 XIII, 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 XIII.

**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 XIII and complete the following table:

	Amount
<b>1c</b> Beginning balance .....	
<b>1d</b> Additions during the year .....	
<b>1e</b> Distributions during the year .....	
<b>1f</b> Ending balance .....	

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

**b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐ Yes ☐ No

**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
<b>1a</b> Beginning of year balance .....					
<b>b</b> Contributions .....					
<b>c</b> Net investment earnings, gains, and losses .....					
<b>d</b> Grants or scholarships .....					
<b>e</b> Other expenditures for facilities and programs .....					
<b>f</b> Administrative expenses .....					
<b>g</b> 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

**4** Describe in Part XIII 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
<b>1a</b> Land .....				
<b>b</b> Buildings .....				
<b>c</b> Leasehold Improvements .....				
<b>d</b> Equipment .....		20,199	6,489	13,710
<b>e</b> Other .....		183,688	127,465	56,223
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶				69,933

**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)		
<b>Total.</b> (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)		
<b>Total.</b> (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)	
<b>Total.</b> (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	185,643
(3) ACCRUED EXPENSES	94,071
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	279,714

2. FIN 48 (ASC 740) Footnote. In Part XIII, 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). Check here if the text of the footnote has been provided in Part XIII ☐



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	102,136,501
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	413
<b>b</b>	Donated services and use of facilities	<b>2b</b>	642,015
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines 2a through 2d	<b>2e</b>	642,428
<b>3</b>	Subtract line 2e from line 1	<b>3</b>	101,494,073
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines 4a and 4b	<b>4c</b>	
<b>5</b>	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	<b>5</b>	101,494,073

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	97,961,012
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	642,015
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	4
<b>e</b>	Add lines 2a through 2d	<b>2e</b>	642,019
<b>3</b>	Subtract line 2e from line 1	<b>3</b>	97,318,993
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines 4a and 4b	<b>4c</b>	
<b>5</b>	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	<b>5</b>	97,318,993

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

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

BOOK / TAX DEPRECIATION DIFFERENCE

\$ 4

## Part XIII Supplemental Information (continued)

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

**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

**2012**

Open to Public  
Inspection

Employer identification number

**52-1779606**

**FIRST BOOK**

**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, but 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:

- |   |           |          |
|---|-----------|----------|
| <b>4a</b> Receive a severance payment or change-of-control payment? .....                             | <b>4a</b> | <b>X</b> |
| <b>4b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? ..... | <b>4b</b> | <b>X</b> |
| <b>4c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....    | <b>4c</b> | <b>X</b> |

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:

- |   |           |          |
|---|-----------|----------|
| <b>5a</b> The organization? .....         | <b>5a</b> | <b>X</b> |
| <b>5b</b> Any related organization? ..... | <b>5b</b> | <b>X</b> |

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:

- |   |           |          |
|---|-----------|----------|
| <b>6a</b> The organization? .....         | <b>6a</b> | <b>X</b> |
| <b>6b</b> Any related organization? ..... | <b>6b</b> | <b>X</b> |

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)? .....

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

Schedule J (Form 990) 2012

**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 and Title	(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	(iii) Other reportable compensation				
KYLE ZIMMER	(i)	180,000	0	0	29,959	0	209,959	0
1 PRESIDENT/DIRECTOR	(ii)	0	0	0	0	0	0	0
JANE ROBINSON	(i)	158,373	0	0	32,634	0	191,007	0
2 CFO	(ii)	0	0	0	0	0	0	0
CHANDLER ARNOLD	(i)	141,373	0	0	22,811	0	164,184	0
3 SENIOR VP	(ii)	0	0	0	0	0	0	0
4	(i)							
5	(i)							
6	(i)							
7	(i)							
8	(i)							
9	(i)							
10	(i)							
11	(i)							
12	(i)							
13	(i)							
14	(i)							
15	(i)							
16	(i)							

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.

Blank lined paper with horizontal ruling lines.

**SCHEDULE M**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

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

OMB No. 1545-0047

**2012**

**Open To Public  
Inspection**

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	<b>X</b>		<b>88,585,367</b>	<b>FAIR MARKET VALUE</b>
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ ( <b>SOFTWARE</b> )	<b>X</b>	<b>1</b>	<b>44,933</b>	<b>FAIR MARKET VALUE</b>
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		<b>X</b>
31		<b>X</b>
32a		<b>X</b>

**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2012**

Name of the organization

Employer identification number

**FIRST BOOK**

**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 $\frac{1}{3}$  % 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).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

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	DORLING KINDERSLEY PUBLISHING 375 HUDSON ST NEW YORK NY 10014	\$ 1,924,137	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	RANDOM HOUSE CHILDREN'S BOOKS 1745 BROADWAY NEW YORK NY 10019	\$ 8,760,862	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MACMILLAN 175 FIFTH AVENUE NEW YORK NY 10010	\$ 1,542,820	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	DISNEY PUBLISHING WORLDWIDE, INC. 114 FIFTH AVENUE NEW YORK NY 10011	\$ 71,402,928	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	BARNES & NOBLE, INC. 122 FIFTH AVENUE NEW YORK NY 10011	\$ 114,132	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	BERLITZ LANGUAGES, INC. 400 ALEXANDER PARK PRINCETON NJ 08540	\$ 28,548	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
7	BOOK ENTERPRISES, LLC 847 PLEASANT STREET FALL RIVER MA 02723	\$ 25,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	BUCKET FILLERS PO BOX 255 BRIGHTON CA 90403	\$ 52,536	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	CHRISTOPHER BOYCE 1131 CALIFORNIA AVE #303 SANTA MONICA CA 90403	\$ 2,388	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	FLOWER POT PRESS 120 WILSHIRE DRIVE FRANKLIN TN 37064	\$ 19,332	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	HALLMARK MARKETING CORP BOX 419580, MAILDROP 485 KANSAS CITY MO 64141	\$ 29,950	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	INKWATER PRESS 6750 SW FRANKLIN STREET, SUITE A PORTLAND OR 97223	\$ 598	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	<b>LERNER PUBLISHING GROUP</b> <b>241 FIRST AVENUE NORTH</b> <b>MINNEAPOLIS MN 55401</b>	\$ 1,211,101	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	<b>GENERAL MILLS</b> <b>NUMBER ONE GENERAL MILLS BLVD</b> <b>MINNEAPOLIS MN 55426</b>	\$ 448,825	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	<b>HARPER COLLINS PUBLISHERS</b> <b>10 EAST 53RD ST</b> <b>NEW YORK NY 10022</b>	\$ 44,887	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	<b>HOUGHTON MIFFLIN HARCOURT</b> <b>222 BERKLEY STREET</b> <b>BOSTON MA 02116</b>	\$ 2,327,079	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	<b>TAKOTA'S DREAM</b> <b>40555 LA CALIMA ROAD</b> <b>TEMECULA CA 92591</b>	\$ 102	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	<b>WOODSPHERE PUBLISHING, LLC</b> <b>2222 WALLACE STREET</b> <b>PHILADELPHIA PA 19130</b>	\$ 3,950	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	SOUTHWESTERN ADVANTAGE PO BOX 305140 NASHVILLE TN 37214	\$ 99,950	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	TANYA KAZU 6031 JENNIFER CRESCENT WEST BLOOMFIELD MI 48324	\$ 6,733	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	TAYLOR & FRANCIS GROUP, LLC 6000 BROKEN SAND PARKWAY NW, STE 300 BOCA RATON FL 33487	\$ 56,115	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	TOWNSEND PRESS 439 KELLEY DRIVE WEST BERLIN NJ 08091	\$ 75,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	SIMON & SCHUSTER A CBS COMPANY 1230 AVENUE OF THE AMERICAS NEW YORK NY 10020	\$ 324,567	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	VANDERBILT CONSULTING 888 16TH STREET NW #800 WASHINGTON DC 20006	\$ 54,540	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	WORKMAN PUBLISHING COMPANY 225 VARICK STREET NEW YORK NY 10014	\$ 12,700	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	ADRIAN TOYNTON 840 NOWITA PLACE VENICE CA 90291	\$ 16,587	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	MICROSOFT ONE MICROSOFT WAY REDMOND WA 98052	\$ 44,933	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.)
			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	197,567 BOOKS	\$ 1,924,137	07/01/12
2	1,347,825 BOOKS	\$ 8,760,862	12/31/12
3	208,437 BOOKS	\$ 1,542,820	12/31/12
4	7,194,117 BOOKS	\$ 71,402,928	12/01/12
5	26,701 BOOKS	\$ 114,132	05/01/12
6	6,765 BOOKS	\$ 28,548	10/01/12

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
7	60,474 BOOKS	\$ 25,000	02/01/12
8	5,280 BOOKS	\$ 52,536	05/01/12
9	470 BOOKS	\$ 2,388	06/01/12
10	6,444 BOOKS	\$ 19,332	06/01/12
11	1,008 BOOKS	\$ 29,950	10/01/12
12	64 BOOKS	\$ 598	06/01/12

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	151,463 BOOKS	\$ 1,211,101	09/12/12
14	89,765 BOOKS	\$ 448,825	12/31/12
15	37,720 BOOKS	\$ 44,887	07/01/12
16	302,218 BOOKS	\$ 2,327,079	12/20/12
17	6 BOOKS	\$ 102	09/01/12
18	1,000 BOOKS	\$ 3,950	10/01/12

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	1,000 BOOKS	\$ 99,950	02/01/12
20	720 BOOKS	\$ 6,733	07/01/12
21	19,350 BOOKS	\$ 56,115	09/01/12
22	75,000 BOOKS	\$ 75,000	01/15/12
23	200,749 BOOKS	\$ 324,567	12/31/12
24	6,036 BOOKS	\$ 54,540	08/01/12



## 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.

This image shows a full page of primary-ruled paper. It features horizontal dashed lines for writing and solid vertical lines defining left and right margins. The paper is otherwise blank, with no handwriting or other markings.

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

**FIRST BOOK**

Employer identification number

**52-1779606**

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

FIRST BOOK HAS DISTRIBUTED MILLIONS 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 IS DEVELOPING NEW, AND CONTINUING  
TO MANAGE EXISTING, FIRST BOOK COMMUNITY VOLUNTEERS TO 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 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  
TAKEN INTO ACCOUNT INCLUDE COMPARABLE COMPENSATION PACKAGES FOR OTHER  
NON-PROFITS, THE COST OF LIVING, TENURE OF THE EMPLOYEE AND THEIR

Name of the organization

FIRST BOOK

Employer identification number

52-1779606

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.

FORM 990, PART XI, LINE 9 - RECONCILIATION OF CHANGES - OTHER

BOOK / TAX DEPRECIATION DIFFERENCE \$ - 4

# Depreciation and Amortization

(Including Information on Listed Property)

OMB No. 1545-0172

**2012**Department of the Treasury  
Internal Revenue Service (99)

▶ See separate instructions.

▶ Attach to your tax return.

Attachment  
Sequence No. **179**

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	<b>500,000</b>
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	<b>2,000,000</b>
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 2011 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 2013. 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	<b>1,380</b>
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	<b>5,499</b>

**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 2012	17	<b>890</b>
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		

**Section B—Assets Placed in Service During 2012 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 2012 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	<b>7,769</b>
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** (2012)

DAA

**THERE ARE NO AMOUNTS FOR PAGE 2**

# Federal Asset Report

## Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	PerConv Meth	Prior	Current
<b>Prior MACRS:</b>										
41	6 COMPUTERS	7/11/04	8,394			X	4,197	5 HY 200DB	8,394	0
47	COMPUTER - CDW	7/15/05	3,410				3,410	5 HY 200DB	3,410	0
48	COMPUTER - CDW	10/14/05	1,909				1,909	5 HY 200DB	1,909	0
50	BACKUP DECK - TANDBERG LT03 PAR	9/25/07	2,773				2,773	7 HY 200DB	2,154	247
51	DELL COMPUTER	9/15/09	2,988			X	1,494	5 HY 200DB	2,558	172
52	Computer	4/09/10	2,847			X	1,423	5 HY 200DB	2,164	273
53	Computer	5/19/10	2,064			X	1,032	5 HY 200DB	1,569	198
54	Dell computer equipment	9/14/10	3,300			X	0	5 HY 200DB	3,300	0
55	Equipment	10/12/10	2,576			X	0	5 HY 200DB	2,576	0
56	Computer - icover networks	12/07/10	2,468			X	0	5 HY 200DB	2,468	0
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128			X	0	5 HY 200DB	5,128	0
58	Icore Networks - Switch Board	6/06/11	7,048			X	0	5 HY 200DB	7,048	0
59	Icore Networks - Phone System	6/16/11	1,512			X	0	5 HY 200DB	1,512	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706			X	0	5 HY 200DB	4,706	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805			X	0	5 HY 200DB	1,805	0
			<u>52,928</u>				<u>16,238</u>		<u>50,701</u>	<u>890</u>
<b>Other Depreciation:</b>										
25	SOFTWARE, CREATED	6/01/02	99,173			X	69,421	5 MOAmort	99,173	0
37	ACT SOFTWARE - MNJ	12/29/03	1,975			X	988	5 MOAmort	1,956	19
38	ACT SOFTWARE - MNJ	12/29/03	1,975			X	988	5 MOAmort	1,956	19
45	SOFTWARE	10/05/04	805			X	403	3 MOAmort	805	0
62	RACK SOLUTIONS - SERVER RACKS	1/12/12	1,629				1,629	5 MO S/L	0	326
63	VOSTROS 460 MINI TOWER	2/07/12	3,103				3,103	5 MO S/L	0	569
64	VOSTROS 3550 LAPTOP	2/07/12	739				739	5 MO S/L	0	135
65	VOSTROS 3450 FAST TRACK 49	2/07/12	729				729	5 MO S/L	0	134
66	POWEREDGE R410	2/13/12	2,739				2,739	5 MO S/L	0	502
67	POWEREDGE R310	2/13/12	2,209				2,209	5 MO S/L	0	405
68	FURNITURE - WOMEN IN GOVT	3/02/12	5,000				5,000	10 MO S/L	0	417
69	7 - 48" x 67" WORKSPACE - ALL BUSIN	3/02/12	5,014				5,014	10 MO S/L	0	418
70	HP COLOR LASERJET CP2025DN	3/20/12	418				418	5 MO S/L	0	63
71	HP LASERJET ENTERPRISE 500 COLOR	3/20/12	685				685	5 MO S/L	0	103
72	VOSTROS 460 FAST TRACK 4C	4/10/12	2,913				2,913	5 MO S/L	0	437
73	TRIPP 5000VA UPS SMART ONLINE 5K	4/17/12	3,287				3,287	5 MO S/L	0	438
74	10 MESH BACK CHAIR/CUSHION SEAT	4/26/12	2,131				2,131	10 MO S/L	0	142
75	40 STACKING GUEST CHAIRS	4/26/12	2,400				2,400	10 MO S/L	0	160
76	OPTIPLEX 390 MINITOWER	5/10/12	2,199				2,199	5 MO S/L	0	293
77	VOSTROS 3550 LAPTOP	5/10/12	719				719	5 MO S/L	0	96
78	VOSTROS 260 SLIMTOWER	6/07/12	1,782				1,782	5 MO S/L	0	208
79	VOSTROS 3550 LAPTOP	6/07/12	659				659	5 MO S/L	0	77
80	OPTIPLEX 390 MINITOWER, FAST TRA	6/30/12	2,076				2,076	5 MO S/L	0	208
81	MULTIPLE 39 x 36 WORKSPACE	8/06/12	1,343				1,343	10 MO S/L	0	56
82	VOSTROS 260 MINITOWER WITH BLA	9/12/12	2,497				2,497	5 MO S/L	0	166
83	PEACHTREE PREMIUM ACCOUNTING	6/07/12	1,499			X	749	5 MOAmort	0	837
84	SAGE	11/14/12	1,261			X	631	5 MOAmort	0	651
	<b>Total Other Depreciation</b>		<u>150,959</u>				<u>117,451</u>		<u>103,890</u>	<u>6,879</u>
	<b>Total ACRS and Other Depreciation</b>		<u>150,959</u>				<u>117,451</u>		<u>103,890</u>	<u>6,879</u>
	<b>Grand Totals</b>		203,887				133,689		154,591	7,769
	<b>Less: Dispositions and Transfers</b>		0				0		0	0
	<b>Less: Start-up/Org Expense</b>		0				0		0	0
	<b>Net Grand Totals</b>		<u>203,887</u>				<u>133,689</u>		<u>154,591</u>	<u>7,769</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
<b>Prior MACRS:</b>								
41	6 COMPUTERS	7/11/04	8,394	8,394	8,394	0	0	0
47	COMPUTER - CDW	7/15/05	3,410	3,410	3,410	0	0	0
48	COMPUTER - CDW	10/14/05	1,909	1,909	1,909	0	0	0
50	BACKUP DECK - TANDBERG LT03 PAR	9/25/07	2,773	2,773	2,154	247	247	0
51	DELL COMPUTER	9/15/09	2,988	2,988	2,127	345	172	-173
52	Computer	4/09/10	2,847	2,847	1,480	547	273	-274
53	Computer	5/19/10	2,064	2,064	1,073	397	198	-199
54	Dell computer equipment	9/14/10	3,300	3,300	1,716	634	0	-634
55	Equipment	10/12/10	2,576	2,576	1,340	494	0	-494
56	Computer - icover networks	12/07/10	2,468	2,468	1,283	474	0	-474
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128	5,128	1,026	1,641	0	-1,641
58	Icore Networks - Switch Board	6/06/11	7,048	7,048	1,410	2,255	0	-2,255
59	Icore Networks - Phone System	6/16/11	1,512	1,512	302	484	0	-484
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706	4,706	941	1,506	0	-1,506
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805	1,805	361	578	0	-578
			<u>52,928</u>	<u>52,928</u>	<u>28,926</u>	<u>9,602</u>	<u>890</u>	<u>-8,712</u>
<b>Other Depreciation:</b>								
25	SOFTWARE, CREATED	6/01/02	99,173	99,173	99,173	0	0	0
37	ACT SOFTWARE - MNJ	12/29/03	1,975	1,975	1,975	0	19	19
38	ACT SOFTWARE - MNJ	12/29/03	1,975	1,975	1,975	0	19	19
45	SOFTWARE	10/05/04	805	805	805	0	0	0
62	RACK SOLUTIONS - SERVER RACKS	1/12/12	1,629	1,629	0	326	326	0
63	VOSTROS 460 MINI TOWER	2/07/12	3,103	3,103	0	569	569	0
64	VOSTROS 3550 LAPTOP	2/07/12	739	739	0	135	135	0
65	VOSTROS 3450 FAST TRACK 49	2/07/12	729	729	0	134	134	0
66	POWEREDGE R410	2/13/12	2,739	2,739	0	502	502	0
67	POWEREDGE R310	2/13/12	2,209	2,209	0	405	405	0
68	FURNITURE - WOMEN IN GOVT	3/02/12	5,000	5,000	0	417	417	0
69	7 - 48" x 67" WORKSPACE - ALL BUSIN	3/02/12	5,014	5,014	0	418	418	0
70	HP COLOR LASERJET CP2025DN	3/20/12	418	418	0	63	63	0
71	HP LASERJET ENTERPRISE 500 COLOR	3/20/12	685	685	0	103	103	0
72	VOSTROS 460 FAST TRACK 4C	4/10/12	2,913	2,913	0	437	437	0
73	TRIPP 5000VA UPS SMART ONLINE 5K	4/17/12	3,287	3,287	0	438	438	0
74	10 MESH BACK CHAIR/CUSHION SEAT	4/26/12	2,131	2,131	0	142	142	0
75	40 STACKING GUEST CHAIRS	4/26/12	2,400	2,400	0	160	160	0
76	OPTIPLEX 390 MINITOWER	5/10/12	2,199	2,199	0	293	293	0
77	VOSTROS 3550 LAPTOP	5/10/12	719	719	0	96	96	0
78	VOSTROS 260 SLIMTOWER	6/07/12	1,782	1,782	0	208	208	0
79	VOSTROS 3550 LAPTOP	6/07/12	659	659	0	77	77	0
80	OPTIPLEX 390 MINITOWER, FAST TRA	6/30/12	2,076	2,076	0	208	208	0
81	MULTIPLE 39 x 36 WORKSPACE	8/06/12	1,343	1,343	0	56	56	0
82	VOSTROS 260 MINITOWER WITH BLA	9/12/12	2,497	2,497	0	166	166	0
83	PEACHTREE PREMIUM ACCOUNTING	6/07/12	1,499	1,499	0	175	837	662
84	SAGE	11/14/12	1,261	1,261	0	42	651	609
	<b>Total Other Depreciation</b>		<u>150,959</u>	<u>150,959</u>	<u>103,928</u>	<u>5,570</u>	<u>6,879</u>	<u>1,309</u>
	<b>Total ACRS and Other Depreciation</b>		<u>150,959</u>	<u>150,959</u>	<u>103,928</u>	<u>5,570</u>	<u>6,879</u>	<u>1,309</u>
	<b>Grand Totals</b>		<u>203,887</u>	<u>203,887</u>	<u>132,854</u>	<u>15,172</u>	<u>7,769</u>	<u>-7,403</u>
	<b>Less: Dispositions</b>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
	<b>Less: Start-up/Org Expense</b>		<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>	<u>0</u>
	<b>Net Grand Totals</b>		<u>203,887</u>	<u>203,887</u>	<u>132,854</u>	<u>15,172</u>	<u>7,769</u>	<u>-7,403</u>

# AMT Asset Report

## Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179	Bonus	Basis for Depr	Per Conv Meth	Prior	Current
<b>Prior MACRS:</b>										
41	6 COMPUTERS	7/11/04	8,394			X	4,197	5 HY 200DB	8,394	0
47	COMPUTER - CDW	7/15/05	3,410				3,410	5 HY 150DB	3,410	0
48	COMPUTER - CDW	10/14/05	1,909				1,909	5 HY 150DB	1,909	0
50	BACKUP DECK - TANDBERG LT03 PAR	9/25/07	2,773				2,773	7 HY 150DB	1,924	339
51	DELL COMPUTER	9/15/09	2,988			X	1,494	5 HY 200DB	2,558	172
52	Computer	4/09/10	2,847			X	1,423	5 HY 200DB	2,164	273
53	Computer	5/19/10	2,064			X	1,032	5 HY 200DB	1,569	198
54	Dell computer equipment	9/14/10	3,300			X	0	5 HY 200DB	3,300	0
55	Equipment	10/12/10	2,576			X	0	5 HY 200DB	2,576	0
56	Computer - icover networks	12/07/10	2,468			X	0	5 HY 200DB	2,468	0
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128			X	0	5 HY 200DB	5,128	0
58	Icore Networks - Switch Board	6/06/11	7,048			X	0	5 HY 200DB	7,048	0
59	Icore Networks - Phone System	6/16/11	1,512			X	0	5 HY 200DB	1,512	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706			X	0	5 HY 200DB	4,706	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805			X	0	5 HY 200DB	1,805	0
			<u>52,928</u>				<u>16,238</u>		<u>50,471</u>	<u>982</u>
<b>Other Depreciation:</b>										
62	RACK SOLUTIONS - SERVER RACKS	1/12/12	1,629				1,629	5 MO S/L	0	326
63	VOSTROS 460 MINI TOWER	2/07/12	0				0	0 HY	0	0
64	VOSTROS 3550 LAPTOP	2/07/12	0				0	0 HY	0	0
65	VOSTROS 3450 FAST TRACK 49	2/07/12	0				0	0 HY	0	0
66	POWEREDGE R410	2/13/12	0				0	0 HY	0	0
67	POWEREDGE R310	2/13/12	0				0	0 HY	0	0
68	FURNITURE - WOMEN IN GOVT	3/02/12	0				0	0 HY	0	0
69	7 - 48" x 67" WORKSPACE - ALL BUSIN	3/02/12	0				0	0 HY	0	0
70	HP COLOR LASERJET CP2025DN	3/20/12	0				0	0 HY	0	0
71	HP LASERJET ENTERPRISE 500 COLOR	3/20/12	0				0	0 HY	0	0
72	VOSTROS 460 FAST TRACK 4C	4/10/12	0				0	0 HY	0	0
73	TRIPP 5000VA UPS SMART ONLINE 5K	4/17/12	0				0	0 HY	0	0
74	10 MESH BACK CHAIR/CUSHION SEAT	4/26/12	0				0	0 HY	0	0
75	40 STACKING GUEST CHAIRS	4/26/12	0				0	0 HY	0	0
76	OPTIPLEX 390 MINITOWER	5/10/12	0				0	0 HY	0	0
77	VOSTROS 3550 LAPTOP	5/10/12	0				0	0 HY	0	0
78	VOSTROS 260 SLIMTOWER	6/07/12	0				0	0 HY	0	0
79	VOSTROS 3550 LAPTOP	6/07/12	0				0	0 HY	0	0
80	OPTIPLEX 390 MINITOWER, FAST TRA	6/30/12	0				0	0 HY	0	0
81	MULTIPLE 39 x 36 WORKSPACE	8/06/12	0				0	0 HY	0	0
82	VOSTROS 260 MINITOWER WITH BLA	9/12/12	0				0	0 HY	0	0
	<b>Total Other Depreciation</b>		<u>1,629</u>				<u>1,629</u>		<u>0</u>	<u>326</u>
	<b>Total ACRS and Other Depreciation</b>		<u>1,629</u>				<u>1,629</u>		<u>0</u>	<u>326</u>
	<b>Grand Totals</b>		54,557				17,867		50,471	1,308
	<b>Less: Dispositions and Transfers</b>		0				0		0	0
	<b>Net Grand Totals</b>		<u>54,557</u>				<u>17,867</u>		<u>50,471</u>	<u>1,308</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
<b>Activity: Form 990, Page 1</b>								
25	SOFTWARE, CREATED	6/01/02	99,173		0	0	29,752	69,421
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
83	PEACHTREE PREMIUM ACCOUNTING 2	6/07/12	1,499		0	750	0	749
84	SAGE	11/14/12	1,261		0	630	0	631
41	6 COMPUTERS	7/11/04	8,394		0	0	4,197	4,197
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
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128		0	0	5,128	0
58	Icore Networks - Switch Board	6/06/11	7,048		0	0	7,048	0
59	Icore Networks - Phone System	6/16/11	1,512		0	0	1,512	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706		0	0	4,706	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805		0	0	1,805	0
<b>Form 990, Page 1</b>			<b>151,524</b>		<b>0</b>	<b>1,380</b>	<b>68,818</b>	<b>81,326</b>
<b>Grand Total</b>			<b>151,524</b>		<b>0</b>	<b>1,380</b>	<b>68,818</b>	<b>81,326</b>



# Depreciation Adjustment Report

## All Business Activities

Form	Unit	Asset	Description	Tax	AMT	AMT Adjustments/ Preferences
<b>MACRS Adjustments:</b>						
Page 1	1	41	6 COMPUTERS	0	0	0
Page 1	1	47	COMPUTER - CDW	0	0	0
Page 1	1	48	COMPUTER - CDW	0	0	0
Page 1	1	50	BACKUP DECK - TANDBERG LT03 PART 32	247	339	-92
Page 1	1	51	DELL COMPUTER	172	172	0
Page 1	1	52	Computer	273	273	0
Page 1	1	53	Computer	198	198	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
Page 1	1	57	Dell - 3PC, 1 Server, 1 I Pad	0	0	0
Page 1	1	58	Icore Networks - Switch Board	0	0	0
Page 1	1	59	Icore Networks - Phone System	0	0	0
Page 1	1	60	Dell - Bat, 4 PC, 2 Laptops	0	0	0
Page 1	1	61	Dell - 2 Laptops, 1 Hardrive	0	0	0
				<u>890</u>	<u>982</u>	<u>-92</u>

# Future Depreciation Report    FYE: 12/31/13

## Form 990, Page 1

Asset	Description	Date In Service	Cost	Tax	AMT
<b>Prior MACRS:</b>					
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 32	9/25/07	2,773	248	340
51	DELL COMPUTER	9/15/09	2,988	172	172
52	Computer	4/09/10	2,847	164	164
53	Computer	5/19/10	2,064	119	119
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
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128	0	0
58	Icore Networks - Switch Board	6/06/11	7,048	0	0
59	Icore Networks - Phone System	6/16/11	1,512	0	0
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706	0	0
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805	0	0
			<u>52,928</u>	<u>703</u>	<u>795</u>
<b>Other Depreciation:</b>					
25	SOFTWARE, CREATED	6/01/02	99,173	0	0
37	ACT SOFTWARE - MNJ	12/29/03	1,975	0	0
38	ACT SOFTWARE - MNJ	12/29/03	1,975	0	0
45	SOFTWARE	10/05/04	805	0	0
62	RACK SOLUTIONS - SERVER RACKS	1/12/12	1,629	326	326
63	VOSTROS 460 MINI TOWER	2/07/12	3,103	620	0
64	VOSTROS 3550 LAPTOP	2/07/12	739	148	0
65	VOSTROS 3450 FAST TRACK 49	2/07/12	729	145	0
66	POWEREDGE R410	2/13/12	2,739	548	0
67	POWEREDGE R310	2/13/12	2,209	442	0
68	FURNITURE - WOMEN IN GOVT	3/02/12	5,000	500	0
69	7 - 48" x 67" WORKSPACE - ALL BUSINESS	3/02/12	5,014	501	0
70	HP COLOR LASERJET CP2025DN	3/20/12	418	83	0
71	HP LASERJET ENTERPRISE 500 COLOR M5	3/20/12	685	137	0
72	VOSTROS 460 FAST TRACK 4C	4/10/12	2,913	583	0
73	TRIPP 5000VA UPS SMART ONLINE 5KVA	4/17/12	3,287	658	0
74	10 MESH BACK CHAIR/CUSHION SEAT WT	4/26/12	2,131	213	0
75	40 STACKING GUEST CHAIRS	4/26/12	2,400	240	0
76	OPTIPLEX 390 MINITOWER	5/10/12	2,199	440	0
77	VOSTROS 3550 LAPTOP	5/10/12	719	144	0
78	VOSTROS 260 SLIMTOWER	6/07/12	1,782	356	0
79	VOSTROS 3550 LAPTOP	6/07/12	659	132	0
80	OPTIPLEX 390 MINITOWER, FAST TRACK,	6/30/12	2,076	415	0
81	MULTIPLE 39 x 36 WORKSPACE	8/06/12	1,343	134	0
82	VOSTROS 260 MINITOWER WITH BLACK E	9/12/12	2,497	500	0
83	PEACHTREE PREMIUM ACCOUNTING 2006	6/07/12	1,499	150	0
84	SAGE	11/14/12	1,261	126	0
	<b>Total Other Depreciation</b>		<u>150,959</u>	<u>7,541</u>	<u>326</u>
	<b>Total ACRS and Other Depreciation</b>		<u>150,959</u>	<u>7,541</u>	<u>326</u>
	<b>Grand Totals</b>		<u>203,887</u>	<u>8,244</u>	<u>1,121</u>

# DC Future Depreciation Report

## FYE: 12/31/13

### Form 990, Page 1

Asset	Description	Date In Service	Cost	DC
<b>Prior MACRS:</b>				
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 32	9/25/07	2,773	248
51	DELL COMPUTER	9/15/09	2,988	344
52	Computer	4/09/10	2,847	328
53	Computer	5/19/10	2,064	237
54	Dell computer equipment	9/14/10	3,300	380
55	Equipment	10/12/10	2,576	297
56	Computer - icover networks	12/07/10	2,468	284
57	Dell - 3PC, 1 Server, 1 I Pad	3/09/11	5,128	984
58	Icore Networks - Switch Board	6/06/11	7,048	1,353
59	Icore Networks - Phone System	6/16/11	1,512	291
60	Dell - Bat, 4 PC, 2 Laptops	7/13/11	4,706	904
61	Dell - 2 Laptops, 1 Hardrive	8/15/11	1,805	346
			<u>52,928</u>	<u>5,996</u>

**Other Depreciation:**

25	SOFTWARE, CREATED	6/01/02	99,173	0
37	ACT SOFTWARE - MNJ	12/29/03	1,975	0
38	ACT SOFTWARE - MNJ	12/29/03	1,975	0
45	SOFTWARE	10/05/04	805	0
62	RACK SOLUTIONS - SERVER RACKS	1/12/12	1,629	326
63	VOSTROS 460 MINI TOWER	2/07/12	3,103	620
64	VOSTROS 3550 LAPTOP	2/07/12	739	148
65	VOSTROS 3450 FAST TRACK 49	2/07/12	729	145
66	POWEREDGE R410	2/13/12	2,739	548
67	POWEREDGE R310	2/13/12	2,209	442
68	FURNITURE - WOMEN IN GOVT	3/02/12	5,000	500
69	7 - 48" x 67" WORKSPACE - ALL BUSINESS	3/02/12	5,014	501
70	HP COLOR LASERJET CP2025DN	3/20/12	418	83
71	HP LASERJET ENTERPRISE 500 COLOR M5	3/20/12	685	137
72	VOSTROS 460 FAST TRACK 4C	4/10/12	2,913	583
73	TRIPP 5000VA UPS SMART ONLINE 5KVA	4/17/12	3,287	658
74	10 MESH BACK CHAIR/CUSHION SEAT WT	4/26/12	2,131	213
75	40 STACKING GUEST CHAIRS	4/26/12	2,400	240
76	OPTIPLEX 390 MINITOWER	5/10/12	2,199	440
77	VOSTROS 3550 LAPTOP	5/10/12	719	144
78	VOSTROS 260 SLIMTOWER	6/07/12	1,782	356
79	VOSTROS 3550 LAPTOP	6/07/12	659	132
80	OPTIPLEX 390 MINITOWER, FAST TRACK,	6/30/12	2,076	415
81	MULTIPLE 39 x 36 WORKSPACE	8/06/12	1,343	134
82	VOSTROS 260 MINITOWER WITH BLACK E	9/12/12	2,497	500
83	PEACHTREE PREMIUM ACCOUNTING 2006	6/07/12	1,499	300
84	SAGE	11/14/12	1,261	252
	<b>Total Other Depreciation</b>		<u>150,959</u>	<u>7,817</u>

**Total ACRS and Other Depreciation**

<u>150,959</u>	<u>7,817</u>
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**Grand Totals**

<u>203,887</u>	<u>13,813</u>
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**Federal Statements****Taxable Interest on Investments**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>Acquired after 6/30/75</u>	<u>US Obs (\$ or %)</u>
INTEREST INCOME	\$ 4,087		14			
TOTAL	\$ 4,087					

**Taxable Dividends from Securities**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>Acquired after 6/30/75</u>	<u>US Obs (\$ or %)</u>
DIVIDENDS	\$ 210		14			
TOTAL	\$ 210					

## 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	\$ 13,438		\$ 13,438	
CONSULTING	459,618	366,854	60,593	32,171
PAYROLL	7,828		7,828	
TOTAL	\$ 480,884	\$ 366,854	\$ 81,859	\$ 32,171

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

Description	Total Expenses	Program Service	Management & General	Fund Raising
PRG EXP - OTHER	\$ 439,114	\$ 356,107	\$ 83,007	
TOTAL	\$ 439,114	\$ 356,107	\$ 83,007	\$ 0

## Federal Statements

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

Description	Amount
CASH DONATIONS RECEIVED	\$ 12,859,541
DORLING KINDERSLEY PUBLISHING	
197,567 BOOKS	1,924,137
RANDOM HOUSE CHILDREN'S BOOKS	
1,347,825 BOOKS	8,760,862
MACMILLAN	
208,437 BOOKS	1,542,820
DISNEY PUBLISHING WORLDWIDE, INC.	
7,194,117 BOOKS	71,402,928
BARNES & NOBLE, INC.	
26,701 BOOKS	114,132
BERLITZ LANGUAGES, INC.	
6,765 BOOKS	28,548
BOOK ENTERPRISES, LLC	
60,474 BOOKS	25,000
BUCKET FILLERS	
5,280 BOOKS	52,536
CHRISTOPHER BOYCE	
470 BOOKS	2,388
FLOWER POT PRESS	
6,444 BOOKS	19,332
HALLMARK MARKETING CORP	
1,008 BOOKS	29,950
INKWATER PRESS	
64 BOOKS	598
LEARNER PUBLISHING GROUP	
151,463 BOOKS	1,211,101
GENERAL MILLS	
89,765 BOOKS	448,825
HARPER COLLINS PUBLISHERS	
37,720 BOOKS	44,887
HOUGHTON MIFFLIN HARCOURT	
302,218 BOOKS	2,327,079
TAKOTA'S DREAM	
6 BOOKS	102
WOODSPHERE PUBLISHING, LLC	
1,000 BOOKS	3,950
SOUTHWESTERN ADVANTAGE	
1,000 BOOKS	99,950
TANYA KAZU	

## Federal Statements

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

Description	Amount
720 BOOKS	
TAYLOR & FRANCIS GROUP, LLC	\$ 6,733
19,350 BOOKS	
TOWNSEND PRESS	56,115
75,000 BOOKS	
SIMON & SCHUSTER A CBS COMPANY	75,000
200,749 BOOKS	
VANDEBILT CONSULTING	324,567
6,036 BOOKS	
WORKMAN PUBLISHING COMPANY	54,540
15,000 BOOKS	
ADRIAN TOYNTON	12,700
1,774 BOOKS	
MICROSOFT	16,587
SOFTWARE	
TOTAL	44,933
	<u>\$ 101,489,841</u>

**Federal Statements****Schedule A, Part II, Line 5 - Excess Gifts**

<u>Donor Name</u>	<u>Total</u>	<u>Excess</u>
	\$ <u>53,414,566</u>	\$ <u>46,626,004</u>
TOTAL	\$ <u><u>53,414,566</u></u>	\$ <u><u>46,626,004</u></u>



## Federal Statements

## Schedule A, Part II, Line 8(e)

Description	Amount
INTEREST INCOME	\$ 4,087
DIVIDENDS	210
TOTAL	\$ 4,297