

BOOK 'EM
FINANCIAL STATEMENTS
December 31, 2011 and 2010

BOOK 'EM
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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
BOOK'EM
Nashville, Tennessee

We have audited the accompanying statements of financial position of BOOK'EM (a nonprofit organization) as of December 31, 2011 and 2010, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of BOOK'EM as of December 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Frasier Dean & Howard, PLLC

June 21, 2012

BOOK 'EM
STATEMENTS OF FINANCIAL POSITION
December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Assets		
Current assets:		
Cash and cash equivalents	\$ 102,061	\$ 77,679
Book inventories	124,474	84,399
Other	<u>979</u>	<u>60</u>
Total current assets	227,514	162,138
Beneficial interest in assets at Community Foundation of Middle Tennessee	33,537	34,400
Furniture and equipment, net of accumulated depreciation of \$6,652 and \$5,831	<u>1,219</u>	<u>2,040</u>
Total assets	<u><u>\$ 262,270</u></u>	<u><u>\$ 198,578</u></u>
Liabilities and Net Assets		
Current liabilities:		
Accounts payable	<u>\$ 437</u>	<u>\$ 1,868</u>
Total liabilities	<u>437</u>	<u>1,868</u>
Net assets:		
Unrestricted		
Undesignated	220,971	147,310
Designated	<u>33,537</u>	<u>34,400</u>
Total unrestricted	254,508	181,710
Temporarily restricted	<u>7,325</u>	<u>15,000</u>
Total net assets	<u>261,833</u>	<u>196,710</u>
Total liabilities and net assets	<u><u>\$ 262,270</u></u>	<u><u>\$ 198,578</u></u>

See accompanying notes.

BOOK 'EM
STATEMENTS OF ACTIVITIES
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Changes in unrestricted net assets		
Revenues:		
In-kind contributions	\$ 265,493	\$ 237,374
Contributions	134,838	122,530
Change in beneficial interest in assets held at		
Community Foundation of Middle Tennessee	(863)	3,900
Interest and other	111	39
Net assets released from restrictions	<u>15,000</u>	<u>6,000</u>
Total revenues	<u>414,579</u>	<u>369,843</u>
Expenses:		
Program services:		
Library Without Walls	218,845	177,028
Reading is Fundamental	43,829	39,335
Read Me Week	10,448	15,841
Ready for Reading	7,108	8,315
Biblioteca sin Paredes	<u>6,607</u>	<u>7,321</u>
Total program services	<u>286,837</u>	<u>247,840</u>
Supporting services:		
Management and general	32,343	31,515
Fundraising	<u>22,601</u>	<u>30,694</u>
Total supporting services	<u>54,944</u>	<u>62,209</u>
Total expenses	<u>341,781</u>	<u>310,049</u>
Change in unrestricted net assets	<u>72,798</u>	<u>59,794</u>
Changes in temporarily restricted net assets		
Contributions	7,325	15,000
Net assets released from restrictions	<u>(15,000)</u>	<u>(6,000)</u>
Change in temporarily restricted net assets	<u>(7,675)</u>	<u>9,000</u>
Total change in net assets	65,123	68,794
Net assets at beginning of year	<u>196,710</u>	<u>127,916</u>
Net assets at end of year	<u><u>\$ 261,833</u></u>	<u><u>\$ 196,710</u></u>

See accompanying notes

BOOK 'EM
STATEMENT OF FUNCTIONAL EXPENSES
Year Ended December 31, 2011

	Program Services					Supporting Services				
	Library Without Walls	Reading is Fundamental	Read Me Week	Ready for Reading	Biblioteca sin Paredes	Total Program	Management and General	Fund- raising	Total Supporting	Total Expenses
Salaries	\$ 6,135	\$ 8,645	\$ 5,373	\$ 5,073	\$ 3,599	\$ 28,825	\$ 18,090	\$ 17,401	\$ 35,491	\$ 64,316
Payroll taxes and employee benefits	469	661	411	388	275	2,204	1,385	1,331	2,716	4,920
Total compensation	6,604	9,306	5,784	5,461	3,874	31,029	19,475	18,732	38,207	69,236
Book distributions	203,835	20,190	-	-	1,420	225,445	-	-	-	225,445
Facility costs	4,822	1,333	1,260	1,333	1,260	10,008	1,333	1,260	2,593	12,601
Grants to others	-	10,745	-	-	-	10,745	-	-	-	10,745
In-kind	3,218	-	2,413	-	-	5,631	-	2,413	2,413	8,044
Professional fees	-	-	-	-	-	-	6,770	-	6,770	6,770
Miscellaneous	-	1,577	-	203	-	1,780	1,248	-	1,248	3,028
Supplies	80	262	882	-	-	1,224	1,172	33	1,205	2,429
Telephone	-	-	-	-	-	-	1,445	-	1,445	1,445
Local travel	173	240	109	111	53	686	79	118	197	883
Depreciation	-	-	-	-	-	-	821	-	821	821
Postage and shipping	113	176	-	-	-	289	-	45	45	334
Total	<u>\$ 218,845</u>	<u>\$ 43,829</u>	<u>\$ 10,448</u>	<u>\$ 7,108</u>	<u>\$ 6,607</u>	<u>\$ 286,837</u>	<u>\$ 32,343</u>	<u>\$ 22,601</u>	<u>\$ 54,944</u>	<u>\$ 341,781</u>

See accompanying notes.

BOOK 'EM
STATEMENT OF FUNCTIONAL EXPENSES
Year Ended December 31, 2010

	Program Services					Supporting Services				
	Library Without Walls	Reading is Fundamental	Read Me Week	Ready for Reading	Biblioteca sin Paredes	Total Program	Management and General	Fund- raising	Total Supporting	Total Expenses
Salaries	\$ 3,578	\$ 7,697	\$ 4,020	\$ 5,973	\$ 2,755	\$ 24,023	\$ 18,989	\$ 16,754	\$ 35,743	\$ 59,766
Payroll taxes and employee benefits	274	589	308	457	211	1,839	1,453	1,282	2,735	4,574
Total compensation	3,852	8,286	4,328	6,430	2,966	25,862	20,442	18,036	38,478	64,340
Book distributions	168,005	17,234	-	-	3,070	188,309	-	-	-	188,309
In-kind	-	-	9,964	-	-	9,964	-	9,964	9,964	19,928
Facility costs	4,515	1,281	1,194	1,281	1,194	9,465	1,281	1,194	2,475	11,940
Grants to others	-	11,290	-	-	-	11,290	-	-	-	11,290
Professional fees	-	-	-	-	-	-	6,180	-	6,180	6,180
Miscellaneous	19	938	264	503	25	1,749	722	558	1,280	3,029
Supplies	215	100	-	-	-	315	348	915	1,263	1,578
Telephone	-	-	-	-	-	-	1,389	-	1,389	1,389
Depreciation	-	-	-	-	-	-	994	-	994	994
Local travel	175	169	91	101	66	602	13	9	22	624
Postage and shipping	247	37	-	-	-	284	-	18	18	302
Printing	-	-	-	-	-	-	146	-	146	146
Total	<u>\$ 177,028</u>	<u>\$ 39,335</u>	<u>\$ 15,841</u>	<u>\$ 8,315</u>	<u>\$ 7,321</u>	<u>\$ 247,840</u>	<u>\$ 31,515</u>	<u>\$ 30,694</u>	<u>\$ 62,209</u>	<u>\$ 310,049</u>

See accompanying notes.

BOOK 'EM
STATEMENTS OF CASH FLOWS
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Cash flows from operating activities:		
Change in net assets	\$ 65,123	\$ 68,794
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	821	994
Changes in operating assets and liabilities:		
Book inventories	(40,075)	(34,467)
Contribution receivable	-	6,035
Other current assets	(919)	-
Beneficial interest in assets held by others	863	(3,900)
Accounts payable	<u>(1,431)</u>	<u>1,868</u>
Net cash provided by operating activities	24,382	39,324
Cash and cash equivalents at beginning of year	<u>77,679</u>	<u>38,355</u>
Cash and cash equivalents at end of year	<u><u>\$ 102,061</u></u>	<u><u>\$ 77,679</u></u>

See accompanying notes.

BOOK 'EM
NOTES TO FINANCIAL STATEMENTS
December 31, 2011 and 2010

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES

BOOK 'EM (the "Organization") is a nonprofit organization located in Nashville, Tennessee. The Organization serves to provide books to children from low-income families and reading volunteers to schools and community centers in Davidson County. Its programs focus on inspiring a love of books and reading in children.

Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. Net assets, revenues and expenses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified and reported as follows:

Unrestricted net assets:

Undesignated – net assets not subject to donor-imposed stipulations or designated by the Organization's board.

Designated – net assets designated by the Organization's board for particular purposes, presently designated by the board as agency endowment.

Temporarily restricted net assets – net assets subject to donor-imposed stipulations that may be met or will be met, either by actions of the Organization and/or the passage of time. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions.

Permanently restricted net assets – net assets subject to donor-imposed stipulations that they be maintained permanently by the Organization. The Organization currently has no permanently restricted net assets.

Cash and Cash Equivalents

For purposes of the statements of cash flows, BOOK 'EM considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Furniture and Equipment

Furniture and equipment is recorded at cost or at fair value as of the date contributed. Maintenance and repairs are charged to general expenses when incurred. Betterments and renewals that materially extend the life of the assets are capitalized and are depreciated using the straight-line method over the estimated useful lives of the respective assets, all of which were five years as of December 31, 2011 and 2010.

BOOK 'EM
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2011 and 2010

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Book Inventories

Book inventories are valued at weighted average cost at December 31, 2011 and 2010. Donated books are recorded at \$5.00 per item contributed. Purchased books are initially recorded at cost.

Donated Materials and Services

Donated materials and services are reflected as contributions in the accompanying statements of activities at their estimated fair value at date of receipt.

Contributions

Contributions are recognized as revenue when the donor makes an unconditional promise to give to the Organization. Contributions that are restricted by the donor are reported as increases in temporarily restricted net assets. When a restriction is met or expires, temporarily restricted net assets are reclassified to unrestricted net assets. Contributions whose restrictions are met in the same reporting period are shown as increases in unrestricted net assets.

Program and Supportive Services

The following program and supportive services are included in the accompanying financial statements:

The Dorothy Goldstein Memorial Library Without Walls – provides donated books to children in lower income families from birth through high school who might not otherwise have books of their own.

Reading Is Fundamental – places volunteers in Title I elementary schools in Davidson County, providing readers and new books to these children five times throughout the school year.

Read Me Week – an annual event highlighting the importance and fun of reading.

Ready for Reading – places reading volunteers in community preschools focusing on children in low-income areas. These reading role models read with small groups of preschoolers once a week.

Biblioteca Sin Paredes – bilingual program through which volunteers read books aloud to children in Spanish and English. Bilingual books are also provided through this program.

BOOK 'EM
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2011 and 2010

NOTE 1 – NATURE OF ACTIVITIES AND SIGNIFICANT ACCOUNTING POLICIES
(Continued)

Allocation of Functional Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the statements of functional expenses. Accordingly, certain costs have been allocated among program and supporting services based on estimates by management.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Estimates also affect the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Income Taxes

The Organization is exempt from income taxes under section 501(c)(3) of the Internal Revenue Code. Accordingly, no provision for income taxes has been made.

The Organization follows guidance that clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements. This guidance prescribes a minimum probability threshold that a tax position must meet before a financial statement benefit is recognized. The minimum threshold is defined as a tax position that is more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit to be recognized is measured as the largest amount of benefit that is greater than fifty percent likely of being realized upon ultimate settlement. There are no tax penalties or interest reported in the accompanying financial statements. The Organization had no uncertain tax positions at December 31, 2011 and 2010. Tax years prior to the year ended December 31, 2009 are closed to examination.

Subsequent Events

The Organization has evaluated subsequent events through June 21, 2012, when these financial statements were available to be issued. The Organization is not aware of any significant events that occurred subsequent to the statement of financial position date but prior to the filing of this report that would have a material impact on the financial statements.

BOOK 'EM
NOTES TO FINANCIAL STATEMENTS (Continued)
December 31, 2011 and 2010

NOTE 2 – FURNITURE AND EQUIPMENT

Furniture and equipment include the following as of December 31:

	<u>2011</u>	<u>2010</u>
Furniture	\$ 1,701	\$ 1,701
Office equipment	<u>6,170</u>	<u>6,170</u>
	7,871	7,871
Less accumulated depreciation	<u>(6,652)</u>	<u>(5,831)</u>
	<u><u>\$ 1,219</u></u>	<u><u>\$ 2,040</u></u>

NOTE 3 – LEASE COMMITMENTS

During 2010, the Organization entered into a lease agreement for office space effective January 1, 2011. Monthly payments of \$929 are required through December 31, 2012. Either party may terminate this agreement with 90 days written notice. Rent expense totaled \$11,142 and \$10,198 for the years ended December 31, 2011 and 2010, respectively.

NOTE 4 – IN-KIND CONTRIBUTIONS

In-kind contributions received include the following during the years ended December 31:

	<u>2011</u>	<u>2010</u>
Books	\$ 257,448	\$ 217,206
Public relations/website	7,512	16,304
Other	<u>533</u>	<u>3,864</u>
	<u><u>\$ 265,493</u></u>	<u><u>\$ 237,374</u></u>

NOTE 5 – BOOK 'EM ENDOWMENT FUND AT COMMUNITY FOUNDATION OF MIDDLE TENNESSEE

The Community Foundation of Middle Tennessee (the “Community Foundation”) maintains agency investments on behalf of the Organization. Under the terms of the agreement, the Community Foundation has variance power and is the legal owner of the investments. However, the Organization is the beneficiary of the fund and receives distributions of income, subject to the Community Foundation’s spending policy. The investments resulted from unrestricted amounts transferred by the Organization to the Community Foundation in prior years. The Organization has recorded the related asset “beneficial interest in assets at Community Foundation of Middle Tennessee” in the accompanying statements of financial position. In addition, the Organization has recorded changes in market value of \$(863) and \$3,900 for the years ended December 31, 2011 and 2010, respectively, in the statements of activities.