

**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.

Department of the Treasury  
Internal Revenue Service

**A For the 2005 calendar year, or tax year beginning** , and ending

- B** Check if applicable:
- Address change
  - Name change
  - Initial return
  - Final return
  - Amended return
  - Application pending

**C Name of organization**  
**BRIGHTSTONE, INC.**

Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**4276 WARREN ROAD**

City or town, state or country, and ZIP + 4  
**FRANKLIN TN 37067-4045**

**D Employer identification no.**  
**62-1783260**

**E Telephone number**  
**615-790-4888**

**F Accounting method:**  Cash  
 Accrual  Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and are not applicable to section 527 organizations. I

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

**H(b)** If "Yes," enter number of affiliates ▶

**H(c)** Are all affiliates included?  Yes  No  
(If "No," attach a list. See instr.)

**H(d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No

**I Group Exemption Number** ▶

**M** Check  if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

**G Website:** ▶ **WWW.BRIGHTSTONE.ORG**

**J Organization type**  
(check only one) ▶  501(c) ( **3** ) ◀ (insert no.)  4947(a)(1) or  527

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.

**L Gross receipts:** Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **945,234**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, and similar amounts received:				
	<b>a</b> Direct public support	<b>1a</b>	<b>614,428</b>		
	<b>b</b> Indirect public support	<b>1b</b>			
	<b>c</b> Government contributions (grants)	<b>1c</b>			
	<b>d Total</b> (add lines 1a through 1c) (cash \$ <b>614,428</b> noncash \$ )				<b>1d</b> <b>614,428</b>
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)				<b>2</b> <b>106,820</b>
	<b>3</b> Membership dues and assessments				<b>3</b>
	<b>4</b> Interest on savings and temporary cash investments				<b>4</b> <b>13,280</b>
	<b>5</b> Dividends and interest from securities				<b>5</b>
	<b>6a</b> Gross rents	<b>6a</b>			
	<b>b</b> Less: rental expenses	<b>6b</b>			
	<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)				<b>6c</b>
<b>7</b> Other investment income (describe ▶ )				<b>7</b>	
<b>8a</b> Gross amount from sales of assets other than inventory	(A) Securities		(B) Other		
		<b>8a</b>			
	<b>b</b> Less: cost or other basis and sales expenses		<b>8b</b>		
	<b>c</b> Gain or (loss) (attach schedule)		<b>8c</b>		
<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))				<b>8d</b>	
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	<b>a</b> Gross revenue (not including \$ of contributions reported on line 1a)	<b>9a</b>	<b>209,561</b>		
	<b>b</b> Less: direct expenses other than fundraising expenses	<b>9b</b>	<b>12,651</b>		
	<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)				<b>9c</b> <b>196,910</b>
<b>10a</b> Gross sales of inventory, less returns and allowances		<b>10a</b>			
	<b>b</b> Less: cost of goods sold		<b>10b</b>		
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)				<b>10c</b>
<b>11</b> Other revenue (from Part VII, line 103)				<b>11</b> <b>1,145</b>	
<b>12 Total revenue</b> (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)				<b>12</b> <b>932,583</b>	
<b>Expenses</b>	<b>13</b> Program services (from line 44, column (B))				<b>13</b> <b>168,915</b>
	<b>14</b> Management and general (from line 44, column (C))				<b>14</b> <b>60,537</b>
	<b>15</b> Fundraising (from line 44, column (D))				<b>15</b> <b>69,599</b>
	<b>16</b> Payments to affiliates (attach schedule)				<b>16</b>
	<b>17 Total expenses</b> (add lines 16 and 44, column (A))				<b>17</b> <b>299,051</b>
<b>Net Assets</b>	<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)				<b>18</b> <b>633,532</b>
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))				<b>19</b> <b>450,974</b>
	<b>20</b> Other changes in net assets or fund balances (attach explanation)				<b>20</b>
	<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)				<b>21</b> <b>1,084,506</b>

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23	Specific assistance to individuals (attach schedule) <input type="checkbox"/>	23			
24	Benefits paid to or for members (attach schedule) _____	24			
25	Compensation of officers, directors, etc. _____	25	47,536	23,768	7,500
26	Other salaries and wages _____	26	137,967	14,205	17,869
27	Pension plan contributions _____	27			
28	Other employee benefits _____	28			
29	Payroll taxes _____	29	30,351	3,368	2,096
30	Professional fundraising fees _____	30			
31	Accounting fees _____	31	4,054	4,054	
32	Legal fees _____	32	34	34	
33	Supplies _____	33	13,550	13,550	
34	Telephone _____	34			
35	Postage and shipping _____	35			
36	Occupancy _____	36	375	375	
37	Equipment rental and maintenance _____	37			
38	Printing and publications _____	38			
39	Travel _____	39	4,345	4,345	
40	Conferences, conventions, and meetings _____	40	5,995	5,995	
41	Interest _____	41			
42	Depreciation, depletion, etc. (attach schedule) _____	42	7,937	7,937	
43	Other expenses not covered above (itemize):				
a	SEE STATEMENT 1	43a	46,907	3,215	42,134
b	_____	43b			
c	_____	43c			
d	_____	43d			
e	_____	43e			
f	_____	43f			
g	_____	43g			
44	<b>Total functional expenses.</b> Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	299,051	168,915	69,599

Joint Costs. Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_ ; (ii) the amount allocated to Program services \$ \_\_\_\_\_ ; (iii) the amount allocated to Management and general \$ \_\_\_\_\_ ; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments (See the instructions.)**

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose?

▶ **TRAIN/EDUCATE FUNCTIONALLY DISABLED ADULTS.**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) & (4) orgs., & 4947(a)(1) trusts; but optional for others.)

**a PROVIDE A COMPREHENSIVE WORK, EDUCATIONAL AND SOCIAL SUPPORT COMMUNITY FOR ADULTS WITH SPECIAL NEEDS, EXPANDING THEIR POTENTIAL AND HELPING THEM DEVELOP MENTALLY, PHYSICALLY, EMOTIONALLY, SOCIALLY AND SPIRITUALLY.**

(Grants and allocations \$ ) If this amount includes foreign grants, check here

**168,915**

**b**  
.....  
.....  
.....

(Grants and allocations \$ ) If this amount includes foreign grants, check here

**c**  
.....  
.....  
.....

(Grants and allocations \$ ) If this amount includes foreign grants, check here

**d**  
.....  
.....  
.....

(Grants and allocations \$ ) If this amount includes foreign grants, check here

**e Other program services (attach schedule)**

(Grants and allocations \$ ) If this amount includes foreign grants, check here

**f Total of Program Service Expenses (should equal line 44, column (B), Program services)** ▶

**168,915**

**Part IV Balance Sheets (See the instructions.)**

		(A) Beginning of year		(B) End of year
<b>Note:</b> Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.				
<b>Assets</b>	45 Cash-non-interest-bearing	417,031	45	630,061
	46 Savings and temporary cash investments		46	
	47a Accounts receivable	47a 960		
	b Less: allowance for doubtful accounts	47b	47c	960
	48a Pledges receivable	48a 54,159		
	b Less: allowance for doubtful accounts	48b	48c	54,159
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes and loans receivable (attach schedule)	51a		
	b Less: allowance for doubtful accounts	51b	51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	1,999	53	2,249
	54 Investments-securities <b>SEE STATEMENT 2</b> <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV		54	49,637
	55a Investments-land, buildings, and equipment: basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b	55c	
56 Investments-other (attach schedule)		56		
57a Land, buildings, and equipment: basis	57a 388,433			
b Less: accumulated depreciation (attach schedule) <b>SEE STATEMENT 3</b>	57b 64,322	57c	324,111	
58 Other assets (describe <b>SEE STATEMENT 4</b> )		58	55,633	
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58.	460,784	59	1,116,810	
<b>Liabilities</b>	60 Accounts payable and accrued expenses	5,060	60	9,579
	61 Grants payable		61	
	62 Deferred revenue	4,750	62	22,725
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe )		65	
66 <b>Total liabilities.</b> Add lines 60 through 65	9,810	66	32,304	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/></b> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	432,474	67	1,079,506
	68 Temporarily restricted	18,500	68	5,000
	69 Permanently restricted		69	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/></b> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) <b>must</b> equal line 19; column (B) <b>must</b> equal line 21)	450,974	73	1,084,506	
74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73.	460,784	74	1,116,810	

**Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** (See the instructions.)

<b>a</b>	Total revenue, gains, and other support per audited financial statements		<b>a</b>	1,003,006
<b>b</b>	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1		
2	Donated services and use of facilities	b2	70,423	
3	Recoveries of prior year grants	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		<b>b</b>	70,423
<b>c</b>	Subtract line b from line a		<b>c</b>	932,583
<b>d</b>	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		<b>d</b>	
<b>e</b>	Total revenue (Part I, line 12). Add lines c and d		<b>e</b>	932,583

**Part IV-B Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>a</b>	Total expenses and losses per audited financial statements		<b>a</b>	369,474
<b>b</b>	Amounts included on line a but not Part I, line 17:			
1	Donated services and use of facilities	b1	70,423	
2	Prior year adjustments reported on Part I, line 20	b2		
3	Losses reported on Part I, line 20	b3		
4	Other (specify):	b4		
	Add lines b1 through b4		<b>b</b>	70,423
<b>c</b>	Subtract line b from line a		<b>c</b>	299,051
<b>d</b>	Amounts included on Part I, line 17, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2		<b>d</b>	
<b>e</b>	Total expenses (Part I, line 17). Add lines c and d		<b>e</b>	299,051

**Part V-A Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contrib. to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
DR. CRAIG M. FERRELL 206 BEDFORD WAY FRANKLIN TN 37064	CHAIRMAN 1	0	0	0
BRENDA K. HAUK 4276 WARREN ROAD FRANKLIN TN 37067	PRES/EXE DIR 50	30,000	77	0
JAMES D. HINTON 4276 WARREN ROAD FRANKLIN TN 37067	TREASURER 1	0	0	0
MARTHA OLDHAM 4276 WARREN ROAD FRANKLIN TN 37067	SECRETARY 40	17,536	0	0
LINDA BROOKS 5004 HILL PLACE NASHVILLE TN 37205	DIRECTOR <.5	0	0	0
LAURA HILL 3200 BOXLEY VALL FRANKLIN TN 37064	DIRECTOR .5	0	0	0
KENT KRAUSE 611 COMMERCE NASHVILLE TN 37202	DIRECTOR <.5	0	0	0
RUTHANN ROBERTS 1202 SCRAMBLER'S FRANKLIN TN 37069	DIRECTOR 1	0	0	0
BOB C. SIRCY, JR. 2451 ATRIUM WAY NASHVILLE TN 37214	DIRECTOR <.5	0	0	0
DICK WELLS 828 MURFREESBORO FRANKLIN TN 37064	DIRECTOR <.5	0	0	0

Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

Table with 3 columns: Question, Yes, No. Rows include 75a (meetings), 75b (relationships), 75c (compensation), and 75d (conflict of interest policy).

Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

(If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Table with 5 columns: (A) Name and address, (B) Loans and Advances, (C) Compensation, (D) Contrib. to employee benefit plans & deferred compensation plans, (E) Expense account and other allowances. Row 1 contains 'N/A'.

Part VI Other Information (See the instructions.)

Table with 3 columns: Question, Yes, No. Rows include 76 (activity), 77 (changes), 78a (gross income), 78b (tax return), 79 (liquidation), 80a (organization), 80b (name), 81a (expenditures), and 81b (Form 1120-POL).

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		
	SEE STMT 5 82b 70,423		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
	N/A 84b		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
	N/A 85a		
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
	N/A 85b		
c	Dues, assessments, and similar amounts from members		
	85c		
d	Section 162(e) lobbying and political expenditures		
	85d		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		
	85e		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		
	85f		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
	N/A 85g		
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		
	N/A 85h		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12		
	86a		
b	Gross receipts, included on line 12, for public use of club facilities		
	86b		
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders		
	87a		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		
	87b		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0 ; section 4912 0 ; section 4955 0		
b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year sections 4912, 4955, and 4958		0
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0
90a	List the states with which a copy of this return is filed		NONE
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)	90b	9
91a	The books are in care of BRENDA HAUK, PRESIDENT Telephone no. 615-790-4888		
	4276 WARREN ROAD ZIP + 4 37067		
	Located at FRANKLIN, TN		
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)?		X
	If "Yes," enter the name of the foreign country		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
	At any time during the calendar year, did the organization maintain an office outside of the United States?		X
c	If "Yes," enter the name of the foreign country		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year		92

**Part VII Analysis of Income-Producing Activities (See the instructions.)**

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by sec. 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a <b>SCHOOL TUITION</b>					106,820
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	13,280	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					196,910
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b <b>FEEs</b>					1,145
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0		13,280	304,875
105 Total (add line 104, columns (B), (D), and (E))					318,155

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)**

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
93A -	<b>PROVIDES A COMPREHENSIVE WORK, EDUCATIONAL AND SOCIAL</b>
103B	<b>SUPPORT COMMUNITY FOR ADULTS WITH SPECIAL NEEDS.</b>

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)**

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)**

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here

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.

*Brenda K. Hawk*  
Signature of officer

**Brenda K. Hawk** President/Executive Director Date **6-19-06**

Paid Preparer's Use Only

Preparer's signature: *Mike Dunn, CPA* Date: **6-7-2006** Check if self-employed:  Preparer's SSN or PTIN (See Gen. Instr. W): **P00038531**

Firm's name (or yours if self-employed), address, and ZIP + 4: **BLANKENSHIP CPA GROUP, PLLC**  
**109 WESTPARK DRIVE, SUITE 430**  
**BRENTWOOD, TN 37027-5032**

EIN: **45-0491842** Phone no.: **615-373-3771**

RECEIVED JUN 23 2006



SCHEDULE A  
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),  
or 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

2005

Department of the Treasury  
Internal Revenue Service

▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

Name of the organization

BRIGHTSTONE, INC.

Employer identification number  
62-1783260

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees  
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Comp.	(d) Contrib. to empl. ben. plans & deferred comp.	(e) Expense account & other allowances
NONE				

Total number of other employees paid over \$50,000 ▶

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services  
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services  
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services ▶

<b>Part III Statements About Activities</b> (See page 2 of the instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		<b>X</b>
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property?	2a	<b>X</b>
b	Lending of money or other extension of credit?	2b	<b>X</b>
c	Furnishing of goods, services, or facilities?	2c	<b>X</b>
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <b>SEE PART V, FORM 990</b>	2d	<b>X</b>
e	Transfer of any part of its income or assets?	2e	<b>X</b>
3a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a	<b>X</b>
b	Do you have a section 403(b) annuity plan for your employees?	3b	<b>X</b>
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c	<b>X</b>
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	<b>X</b>
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	<b>X</b>

**Part IV Reason for Non-Private Foundation Status** (See pages 3 through 6 of the instructions.)

- The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)
- 5  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
  - 6  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
  - 7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
  - 8  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
  - 9  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ►
  - 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
  - 11a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
  - 11b  A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
  - 12  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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
  - 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization:  Type 1  Type 2  Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14  An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting.

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
<b>16</b> Membership fees received					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
<b>19</b> Net income from unrelated business activities not included in line 18					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
<b>23</b> Total of lines 15 through 22					
<b>24</b> Line 23 minus line 17					
<b>25</b> Enter 1% of line 23					
<b>26 Organizations described on lines 10 or 11:</b>					
a Enter 2% of amount in column (e), line 24					<b>26a</b>
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					<b>26b</b>
c Total support for section 509(a)(1) test: Enter line 24, column (e)					<b>26c</b>
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____					<b>26d</b>
e Public support (line 26c minus line 26d total)					<b>26e</b>
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					<b>26f</b> %
<b>27 Organizations described on line 12:</b>					
a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: <span style="float:right"><b>N/A</b></span>					
(2004) _____ (2003) _____ (2002) _____ (2001) _____					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: <span style="float:right"><b>N/A</b></span>					
(2004) _____ (2003) _____ (2002) _____ (2001) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					<b>27c</b>
d Add: Line 27a total _____ and line 27b total _____					<b>27d</b>
e Public support (line 27c total minus line 27d total)					<b>27e</b>
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) <b>27f</b>					
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					<b>27g</b> %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					<b>27h</b> %
<b>28 Unusual Grants:</b> For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

**Part V Private School Questionnaire** (See page 7 of the instructions.)  
**(To be completed ONLY by schools that checked the box on line 6 in Part IV)**

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	<b>X</b>	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	<b>X</b>	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.) <b>PUBLICIZED IN THE LOCAL NEWSPAPER.</b>	<b>X</b>	
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	<b>X</b>	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	<b>X</b>	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	<b>X</b>	
d Copies of all material used by the organization or on its behalf to solicit contributions?  If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	<b>X</b>	
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		<b>X</b>
b Admissions policies?		<b>X</b>
c Employment of faculty or administrative staff?		<b>X</b>
d Scholarships or other financial assistance?		<b>X</b>
e Educational policies?		<b>X</b>
f Use of facilities?		<b>X</b>
g Athletic programs?		<b>X</b>
h Other extracurricular activities?  If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		<b>X</b>
34a Does the organization receive any financial aid or assistance from a governmental agency?		<b>X</b>
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		<b>X</b>
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	<b>X</b>	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

(To be completed ONLY by an eligible organization that filed Form 5768) N/A

Check a if the organization belongs to an affiliated group. Check b if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred.)

Table with 3 columns: Line number, Description, and Amount. Rows include Total lobbying expenditures, Total exempt purpose expenditures, Lobbying nontaxable amount, and related calculations.

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.)

See the instructions for lines 45 through 50 on page 11 of the instructions.)

Table with 6 columns: Calendar year (or fiscal year beginning in), (a) 2005, (b) 2004, (c) 2003, (d) 2002, (e) Total. Rows include Lobbying nontaxable amount, Lobbying ceiling amount, Total lobbying expenditures, Grassroots nontaxable amount, Grassroots ceiling amount, and Grassroots lobbying expenditures.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.) N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
b Paid staff or management (Include compensation in expenses reported on lines through c h.)
c Media advertisements
d Mailings to members, legislators, or the public
e Publications, or published or broadcast statements
f Grants to other organizations for lobbying purposes
g Direct contact with legislators, their staffs, government officials, or a legislative body
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
i Total lobbying expenditures (Add lines through c h.)

Table with 3 columns: Yes, No, Amount. Rows correspond to items a through i.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

