

# Return of Organization Exempt From Income Tax

**2004**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2004 calendar year, or tax year beginning July 1, 2004, and ending June 30, 2005**

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

Please use IRS label or print or type. See Specific Instructions.

**C Name of organization**  
**ProLiteracy Worldwide**

Number and street (or P.O. box if mail is not delivered to street address): Room/suite  
**1320 Jamesville Ave**

City or town, state or country, and ZIP + 4  
**Syracuse, New York 13210**

**D Employer identification number**  
**16 6076384**

**E Telephone number**  
**( 315 ) 422-9121**

**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 I are not applicable to section 527 organizations.

**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 instructions.)

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

**I Group Exemption Number** ▶

**G Website:** ▶ **Proliteracy.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 received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

**L Gross receipts:** Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **12,470,034**

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

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See page 18 of the instructions.)

		1a		1b		1c		1d	
<b>1</b> Contributions, gifts, grants, and similar amounts received:									
<b>a</b> Direct public support		4,390,526							
<b>b</b> Indirect public support									
<b>c</b> Government contributions (grants)									
<b>d Total</b> (add lines 1a through 1c) (cash \$ <u>4,390,526</u> noncash \$ _____ )								4,390,526	
<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93)								7,531,830	
<b>3</b> Membership dues and assessments								232,537	
<b>4</b> Interest on savings and temporary cash investments								0	
<b>5</b> Dividends and interest from securities								560,865	
<b>6a</b> Gross rents		6a		6b		6c		0	
<b>b</b> Less: rental expenses									
<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a)								0	
<b>7</b> Other investment income (describe ▶ <b>change in split interest agreements</b> )								-287,921	
<b>8a</b> Gross amount from sales of assets other than inventory		(A) Securities		(B) Other		8d		0	
<b>b</b> Less: cost or other basis and sales expenses		8a		8b					
<b>c</b> Gain or (loss) (attach schedule)		8c							
<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B))								0	
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>		9a		9b		9c		0	
<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1a)									
<b>b</b> Less: direct expenses other than fundraising expenses									
<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a)									
<b>10a</b> Gross sales of inventory, less returns and allowances		10a		10b		10c		0	
<b>b</b> Less: cost of goods sold									
<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)									
<b>11</b> Other revenue (from Part VII, line 103)								42,197	
<b>12 Total revenue</b> (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)								12,470,034	
<b>13</b> Program services (from line 44, column (B))								10,679,932	
<b>14</b> Management and general (from line 44, column (C))								697,895	
<b>15</b> Fundraising (from line 44, column (D))								883,363	
<b>16</b> Payments to affiliates (attach schedule)								0	
<b>17 Total expenses</b> (add lines 16 and 44, column (A))								12,261,190	
<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12)								208,844	
<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A))								10,629,772	
<b>20</b> Other changes in net assets or fund balances (attach explanation)								0	
<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20)								10,838,616	

**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 page 22 of 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 \$ <u>751,730</u> noncash \$ _____)	751,730	751,730		
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	150,000		150,000	
26	Other salaries and wages	4,222,462	3,503,487	180,114	538,861
27	Pension plan contributions				
28	Other employee benefits	564,806	440,382	55,679	68,745
29	Payroll taxes	361,772	280,610	38,098	43,064
30	Professional fundraising fees				
31	Accounting fees	30,350		30,350	
32	Legal fees	44,080		44,080	
33	Supplies	80,804	70,527	3,752	6,525
34	Telephone	66,756	53,060	10,477	3,219
35	Postage and shipping	586,808	538,543	4,378	43,887
36	Occupancy	124,297	71,123	46,399	6,775
37	Equipment rental and maintenance	158,520	140,563	10,712	7,245
38	Printing and publications	1,714,800	1,654,061	10,125	50,614
39	Travel	680,421	537,215	80,827	62,379
40	Conferences, conventions, and meetings				
41	Interest	110,459	107,704	1,673	1,082
42	Depreciation, depletion, etc. (attach schedule)	564,355	525,578	23,543	15,234
43	Other expenses not covered above (itemize): a				
	b Professional fees & other contract pymts	2,048,770	2,005,349	7,688	35,733
	c				
	d				
	e				
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	12,261,190	10,679,932	697,895	883,363

**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 page 25 of the instructions.)

What is the organization's primary exempt purpose? ▶	Program Service Expenses (Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts, but optional for others.)
a <b>Public Education: The gathering and dissemination of information on the illiteracy problem and its scope throughout the world and relating the function of ProLiteracy Worldwide to those needs.</b> (Grants and allocations \$ _____)	852,987
b <b>USA Programs; Assisted over 1200 literacy groups and their volunteers and students through training, technical assistance, and financial support of the programs. The work was conducted primarily through "ProLiteracy America", the US program division.</b> (Grants and allocations \$ _____ 150,702)	2,430,058
c <b>International Programs; Provides technical assistance and financial support to over 100 literacy programs in 55 countries around the world.</b> (Grants and allocations \$ _____ 601,028)	987,984
d <b>Publishing Program; Provides low cost, high quality specialized literacy materials for adult non-readers and low level readers primarily in the United States.</b> (Grants and allocations \$ _____)	6,408,903
e Other program services (attach schedule) (Grants and allocations \$ _____)	
<b>f Total of Program Service Expenses</b> (should equal line 44, column (B), Program services) ▶	10,679,932

**Part IV Balance Sheets** (See page 25 of 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 . . . . .	485,400	45	1,029,526
	46	Savings and temporary cash investments . . . . .	3,780,606	46	2,569,935
	47a	Accounts receivable . . . . .	809,146		
	b	Less: allowance for doubtful accounts . . . . .		47c	809,146
	47b		1,020,256		
	48a	Pledges receivable . . . . .			
	b	Less: allowance for doubtful accounts . . . . .		48c	
	48b				
	49	Grants receivable . . . . .		49	9,493
	50	Receivables from officers, directors, trustees, and key employees (attach schedule) . . . . .		50	
	51a	Other notes and loans receivable (attach schedule) . . . . .			
	b	Less: allowance for doubtful accounts . . . . .		51c	
	51b				
	52	Inventories for sale or use . . . . .	1,125,559	52	1,073,165
53	Prepaid expenses and deferred charges . . . . .	614,415	53	633,040	
54	Investments—securities (attach schedule) . . . . .		54		
55a	Investments—land, buildings, and equipment: basis . . . . .				
b	Less: accumulated depreciation (attach schedule) . . . . .		55c		
55b					
56	Investments—other (attach schedule) . . . . .	8,159,921	56	8,448,042	
57a	Land, buildings, and equipment: basis . . . . .	3,971,631			
b	Less: accumulated depreciation (attach schedule) . . . . .		57c	1,128,640	
57b		2,662,991			
58	Other assets (describe ► <u>Pre-production costs- net</u> ) . . . . .	1,209,328	58	1,810,933	
59	<b>Total assets</b> (add lines 45 through 58) (must equal line 74) . . . . .	17,517,531	59	17,511,920	
<b>Liabilities</b>	60	Accounts payable and accrued expenses . . . . .	1,630,589	60	1,352,212
	61	Grants payable . . . . .		61	
	62	Deferred revenue . . . . .	446,671	62	344,293
	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) . . . . .	1,907,031	64b	2,091,844
	65	Other liabilities (describe ► <u>Reserve for split int. agreements</u> ) . . . . .	2,903,468	65	2,884,955
66	<b>Total liabilities</b> (add lines 60 through 65) . . . . .	6,887,759	66	6,673,304	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67	Unrestricted . . . . .	5,558,676	67	5,579,494
	68	Temporarily restricted . . . . .	3,781,134	68	3,955,750
	69	Permanently restricted . . . . .	1,269,962	69	1,303,372
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> 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) must equal line 19; column (B) must equal line 21) . . . . .	10,629,772	73	10,838,616
	74	<b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73) . . . . .	17,517,531	74	17,511,920

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.



**Part VI Other Information** (See page 28 of the instructions.)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity.		<input checked="" type="checkbox"/>
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.		<input checked="" type="checkbox"/>
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		<input checked="" type="checkbox"/>
b	If "Yes," has it filed a tax return on Form 990-T for this year?		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		<input checked="" type="checkbox"/>
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		<input checked="" type="checkbox"/>
b	If "Yes," enter the name of the organization <input type="checkbox"/> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81a	Enter direct and indirect political expenditures. See line 81 instructions <input type="text" value="81a"/>		
b	Did the organization file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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?		<input checked="" type="checkbox"/>
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.) <input type="text" value="82b"/>		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?		<input checked="" type="checkbox"/>
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		<input checked="" type="checkbox"/>
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		<input checked="" type="checkbox"/>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		
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.		
c	Dues, assessments, and similar amounts from members. <input type="text" value="85c"/>		
d	Section 162(e) lobbying and political expenditures. <input type="text" value="85d"/>		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices. <input type="text" value="85e"/>		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e). <input type="text" value="85f"/>		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		
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?		
86	501(c)(7) orgs. Enter: a Initiation fees and capital contributions included on line 12. <input type="text" value="86a"/>		
b	Gross receipts, included on line 12, for public use of club facilities. <input type="text" value="86b"/>		
87	501(c)(12) orgs. Enter: a Gross income from members or shareholders. <input type="text" value="87a"/>		
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) <input type="text" value="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.		<input checked="" type="checkbox"/>
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="text"/> ; section 4912 <input type="text"/> ; section 4955 <input type="text"/>		
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.		<input checked="" type="checkbox"/>
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 <input type="text"/>		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization <input type="text"/>		
90a	List the states with which a copy of this return is filed <input type="text" value="CA,NY,NJ,SC,CT,VA &amp; most other states"/>		
b	Number of employees employed in the pay period that includes March 12, 2004 (See instructions.) <input type="text" value="90b"/> 113		
91	The books are in care of <input type="text" value="Donald Weber"/> Telephone no. <input type="text" value="( 315 ) 422-9121"/> Located at <input type="text" value="1320 Jamesville Ave, Syracuse NY"/> ZIP + 4 <input type="text" value="13210"/>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here. <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input type="text" value="92"/>		

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

**Note:** Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
<b>93</b> Program service revenue:					
<b>a</b> <b>Production &amp; dissemination of materials</b>			<b>03</b>	<b>7,531,830</b>	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> Medicare/Medicaid payments . . . . .					
<b>g</b> Fees and contracts from government agencies . . . . .					<b>232,537</b>
<b>94</b> Membership dues and assessments . . . . .					
<b>95</b> Interest on savings and temporary cash investments . . . . .					
<b>96</b> Dividends and interest from securities . . . . .			<b>14</b>	<b>560,865</b>	
<b>97</b> Net rental income or (loss) from real estate:					
<b>a</b> debt-financed property . . . . .					
<b>b</b> not debt-financed property . . . . .					
<b>98</b> Net rental income or (loss) from personal property . . . . .					
<b>99</b> Other investment income . . . . .			<b>14</b>	<b>-287,921</b>	
<b>100</b> Gain or (loss) from sales of assets other than inventory . . . . .					
<b>101</b> Net income or (loss) from special events . . . . .					
<b>102</b> Gross profit or (loss) from sales of inventory . . . . .					
<b>103</b> Other revenue: <b>a</b> _____					
<b>b</b> <b>Net assets released from restriction</b>			<b>01</b>	<b>42,197</b>	
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>104</b> Subtotal (add columns (B), (D), and (E)) . . . . .				<b>7,846,971</b>	<b>232,537</b>
<b>105</b> Total (add line 104, columns (B), (D), and (E)) . . . . .					<b>8,079,508</b>

**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 page 34 of 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).
▼	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of 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
	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of 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).

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.

**Please Sign Here**

Signature of officer: Robert Wedgeworth Date: 30 November 2005

Type or print name and title: Robert Wedgeworth, President

<b>Paid Preparer's Use Only</b>	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. W)
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Phone no	

**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 Section 4947(a)(1) Nonexempt Charitable Trust

OMB No. 1545-0047

**2004**

Department of the Treasury  
Internal Revenue Service

**Supplementary Information—(See separate instructions.)**

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

Name of the organization <b>ProLiteracy Worldwide</b>	Employer identification number <b>16: 6076384</b>
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**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) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Dennis Cook 1320 Jamesville Ave, Syracuse NY 13210	VP / Publishing 40 Hours	118,268	17,305	
Donald Weber 1320 Jamesville Ave, Syracuse NY 13210	VP Administration/CFO 40 Hours	113,756	18,381	
Marsha Tait 1320 Jamesville Ave, Syracuse NY 13210	VP / Public Affairs 40 Hours	108,063	7,534	
Peter Waite 1320 Jamesville Ave, Syracuse NY 13210	VP / US Programs 40 Hours	100,487	17,452	
Mary MacKay 1320 Jamesville Ave, Syracuse NY 13210	Director/Sales & Mktg. 40 Hours	96,784	17,193	
Total number of other employees paid over \$50,000 ▶	29			

**Part II 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
Ed Tex 15235 Brand Blvd, Mission Hills CA 91345	Sales Representation	234,940
Trian Publishing 225 South Humprey, Oak Park, IL 60302	Product Development	215,850
Oak Square Press 137 N. Oak Park Ave., Suite 500 Oak Park, IL 60301	Product Development	157,000
Weber Shandwick P.O. Box 3265, Buffalo, NY 14240	Public Relations Consulting	102,740
Lee Construction 6439 Herman Road, Warners NY 13164	Construction	85,683
Total number of others receiving over \$50,000 for professional services ▶	7	

**Part III** Statements About Activities (See page 2 of the instructions.)

	Yes	No
<b>1</b> 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 ▶ \$ <u>21,325</u> (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>2</b> 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.)		
<b>a</b> Sale, exchange, or leasing of property?		✓
<b>b</b> Lending of money or other extension of credit?		✓
<b>c</b> Furnishing of goods, services, or facilities?		✓
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		✓
<b>e</b> Transfer of any part of its income or assets?		✓
<b>3a</b> 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.)		✓
<b>b</b> Do you have a section 403(b) annuity plan for your employees?	✓	
<b>4a</b> Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		✓
<b>b</b> Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		✓

**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%** 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%** 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). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 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 5 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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	4,551,079	1,439,517	1,749,834	777,556	8,517,986
<b>16</b> Membership fees received	99,135	76,097	83,314	75,666	334,212
<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	8,103,643	786,534	984,764	1,000,212	10,875,153
<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	59,302	8,039	8,425	12,034	87,800
<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		4,830	3,470	3,769	12,069
<b>23</b> Total of lines 15 through 22	12,813,159	2,315,017	2,829,807	1,869,237	19,827,220
<b>24</b> Line 23 minus line 17	4,709,516	1,528,483	1,845,043	869,025	8,952,067
<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	26a
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 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____	26d
e Public support (line 26c minus line 26d total)	26e
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f %

**27 Organizations described on line 12:** 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:

(2003) ..... (2002) ..... (2001) ..... (2000) .....

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 11, 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:

(2003) ..... (2002) ..... (2001) ..... (2000) .....

c Add: Amounts from column (e) for lines: 15 <u>8,517,986</u> 16 <u>334,212</u> 17 <u>10,875,153</u> 20 _____ 21 _____	27c	19,727,351
d Add: Line 27a total _____ and line 27b total _____	27d	0
e Public support (line 27c total minus line 27d total)	27e	19,727,351
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)	27f	19,827,220
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	99.5 %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	.4 %

**28 Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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
<b>29</b>	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>29</b>	
<b>30</b>	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>30</b>	
<b>31</b>	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>31</b>	
<b>32</b>	Does the organization maintain the following:	<b>32a</b>	
<b>a</b>	Records indicating the racial composition of the student body, faculty, and administrative staff? . . . . .		
<b>b</b>	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? . . . . .	<b>32b</b>	
<b>c</b>	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? . . . . .	<b>32c</b>	
<b>d</b>	Copies of all material used by the organization or on its behalf to solicit contributions? . . . . .	<b>32d</b>	
	If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>33</b>	Does the organization discriminate by race in any way with respect to:		
<b>a</b>	Students' rights or privileges? . . . . .	<b>33a</b>	
<b>b</b>	Admissions policies? . . . . .	<b>33b</b>	
<b>c</b>	Employment of faculty or administrative staff? . . . . .	<b>33c</b>	
<b>d</b>	Scholarships or other financial assistance? . . . . .	<b>33d</b>	
<b>e</b>	Educational policies? . . . . .	<b>33e</b>	
<b>f</b>	Use of facilities? . . . . .	<b>33f</b>	
<b>g</b>	Athletic programs? . . . . .	<b>33g</b>	
<b>h</b>	Other extracurricular activities? . . . . .	<b>33h</b>	
	If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.) ..... .....		
<b>34a</b>	Does the organization receive any financial aid or assistance from a governmental agency? . . . . .	<b>34a</b>	
<b>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>34b</b>	
<b>35</b>	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>35</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)

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

<b>Limits on Lobbying Expenditures</b>		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	8,530
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	12,795
38	Total lobbying expenditures (add lines 36 and 37)	38	21,325
39	Other exempt purpose expenditures	39	12,239,865
40	Total exempt purpose expenditures (add lines 38 and 39)	40	12,261,190
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	<b>If the amount on line 40 is—</b>		
	<b>The lobbying nontaxable amount is—</b>		
	Not over \$500,000 . . . . .		20% of the amount on line 40 . . . . .
	Over \$500,000 but not over \$1,000,000 . . . . .		\$100,000 plus 15% of the excess over \$500,000 . . . . .
	Over \$1,000,000 but not over \$1,500,000 . . . . .		\$175,000 plus 10% of the excess over \$1,000,000 . . . . .
	Over \$1,500,000 but not over \$17,000,000 . . . . .		\$225,000 plus 5% of the excess over \$1,500,000 . . . . .
	Over \$17,000,000 . . . . .		\$1,000,000 . . . . .
41		41	763,060
42	Grassroots nontaxable amount (enter 25% of line 41)	42	190,765
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36.	43	0
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38.	44	0

**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.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45	763,060	746,743	786,361	212,692	2,508,856
46					3,763,284
47	21,325	26,371	0	9,548	57,244
48	190,765	186,686	196,590	53,173	627,214
49					940,821
50	8,530	13,185	0	0	21,715

**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.)

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 c through 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 c through h.)

Yes	No	Amount

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



ProLiteracy Worldwide  
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Part II - Line 22

Grants and allocations

June 30, 2005

Africa/Middle East	\$141,820
Asia	\$163,590
Latin America	\$295,618
USA	<u>\$150,702</u>
Totals	<u>\$751,730</u>

Part II, Line 42

Depreciation & amortization

Depreciation

Furniture and Equipment

\$182,553

Buildings

32,100

Amortization

Publishing Rights

56,260

Pre-Production Costs

293,442

Total

\$564,355

Part IV Line 56:

Investments

June 30, 2005

June 30, 2004

Life Income Funds	\$598,218	\$583,744
Irrevocable Trusts	\$3,020,249	\$3,191,525
Revocable trusts	\$367,902	\$391,036
Annuities	\$1,109,199	\$838,820
Endowment Funds	<u>\$3,352,474</u>	<u>\$3,154,796</u>
Total Long Term Investments	<u>\$8,448,042</u>	<u>\$8,159,921</u>

June 30, 2005

ProLiteracy Worldwide  
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Part IV, line 57

Land, Buildings & Equipment

	<u>Date acq.</u>	<u>meth/life</u>	<u>Cost</u>	<u>Depr</u>
Land	Various	N/A	145,713	
Buildings 1,584,442	"	SL/40	2,046,900	1,250,771
Furn & Equipment	"	Var	<u>1,599,018</u>	<u>1,412,220</u>
Totals			<u>3,791,631</u>	<u>2,662,991</u>

Part IV, Line 62

Deferred Revenues

	<u>June 30, 2004</u>	<u>June 30, 2005</u>
Publications	347,051	342,751
Grants	<u>99,620</u>	<u>1,542</u>
Totals	<u>446,671</u>	<u>344,293</u>

Schedule A

Part III, Line 2(d)

Payment of compensation:

Payment of \$5,894 in author royalties to Dr. Robert Laubach, trustee, for rights to publish works of Frank Laubach, deceased father of Robert Laubach, and for his own works.

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