** PUBLIC DISCLOSURE COPY **

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.

Open to Public

Inspection

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

A F	or the	2012 calendar year, or tax year beginning $$ JUL $1,$ 2012 and en	ding J	UN 30, 2013			
B CI	heck if oplicable:	C Name of organization		D Employer identific	ation number		
X	Address change	ADOPT-A-CLASSROOM, INC.					
	Name change	Doing Business As		65-08	328272		
	Initial return Termin-	Number and street (or P.O. box if mail is not delivered to street address)	oom/suite	E Telephone number 877-444-7666			
X	Jated Amende Jreturn			G Gross receipts \$	2,766,940.		
	Applica	MINNEAPOLIS, MN 55403		H(a) Is this a group re	turn		
	pending	F Name and address of principal officer: ROBERT THACKER SAME AS C ABOVE	for affiliates? H(b) Are all affiliates inc	Yes X No			
T T	0 V 0 V 0	mpt status: X 501(c)(3)	527		list. (see instructions)		
1 1	/oboit	WWW.ADOPTACLASSROOM.ORG		H(c) Group exemption			
		organization: X Corporation Trust Association Other	L Year		State of legal domicile: FL		
		Summary					
	1 [Briefly describe the organization's mission or most significant activities:	CHEDU	LE O			
Activities & Governance		streny describe the organization's mission of most significant activities.	77.75				
na.	2 (Check this box if the organization discontinued its operations or dispose	d of more	than 25% of its net as	sets.		
Ver				3	12		
ဗ		Number of independent voting members of the governing body (Part VI, line 1b)			12		
ο Σ		Fotal number of individuals employed in calendar year 2012 (Part V, line 2a)			8		
itie		Total number of volunteers (estimate if necessary)			0		
χį		Fotal number of Volunteers (estimate if necessary) Fotal unrelated business revenue from Part VIII, column (C), line 12			0.		
A		Net unrelated business taxable income from Form 990-T, line 34			0.		
_	ומ	Net unrelated business taxable income from Form 990-1, line 94		Prior Year	Current Year		
		Contributions and grants (Part VIII, line 1h)	0.0	2,550,821.	2,758,358.		
E C				0.	0.		
Revenue		Program service revenue (Part VIII, line 2g)		9,046.	3,521.		
Re		nvestment income (Part VIII, column (A), lines 3, 4, and 7d)		0.	5,061.		
		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		2,559,867.	2,766,940.		
-		Fotal revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		0.	1,772,042.		
		Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0.	0.		
		Benefits paid to or for members (Part IX, column (A), line 4)		465,845.	519,015.		
Expenses		Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		113.	0.		
ens		Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25) 256,22	5				
삸		Total fundraising expenses (Part IX, column (D), line 25)	J.	2,088,869.	480,139.		
_		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		2,554,827.	2,771,196.		
		Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)		5,040.	-4,256.		
_ w	19	Revenue less expenses. Subtract line 18 from line 12	D -	ginning of Current Year	End of Year		
Net Assets or Fund Balances			Ве	2,656,110.	2,743,018.		
Sse	20	Total assets (Part X, line 16)		138,479.	218,025.		
et A	21	Total liabilities (Part X, line 26)		2,517,631.	2,524,993.		
		Net assets or fund balances. Subtract line 21 from line 20		2,311,031.	2,324,3331		
Pa	art II	Signature Block	and statem	anta and to the heat of m	knowledge and helief it is		
Und	er pena	ties of perjury, I declare that I have examined this return, including accompanying schedules	anu Statem	has any knowledge	y Knowledge and Dollor, It is		
true,	correc	t, and complete Declaration of preparer (other than officer) is based on all information of which	iii preparei	ilas ally kilowieuge.			
		Signature of officer		Date			
Sig	n				24-14		
Here ROBERT THACKER, EXECUTIVE OFFICER Type or print name and title							
5 I Date / Louis PTIN							
Print/Type preparer's name							
Paid BRUCE THIEL Same Auch					P00526510 34-1873282		
Tropardi Tilli Stianie CD 12 111111 2110							
Use	Only	Firm's address 222 SOUTH 9TH STREET, SUITE 1000		DI	12-339-7811		
		MINNEAPOLIS, MN 55402		Phone no. 6			
May	the IF	RS discuss this return with the preparer shown above? (see instructions)		******************************	X Yes No		

Form 990 (2012) ADOPT-A-CLASSROOM, INC.
Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	1	х	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	Х	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		Х
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect	4		х
_	during the tax year? If "Yes," complete Schedule C, Part II Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			
5	similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		Х
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			
Ü	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		Х
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,			
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		х
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for			
-	amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		x
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent			
	endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, IX, or X as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	11a	Х	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		Х
С	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total	i.		l
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII	11c		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in		37	***************************************
	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	X	X
	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses	444	х	
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f		
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	х	
b	Was the organization included in consolidated, independent audited financial statements for the tax year?			
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	<u> </u>	Х
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	ļ	X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,			
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000	445		х
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization	15		х
40	or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals	-:-		
16	located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16		Х
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		х
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines			
	1c and 8a? If "Yes," complete Schedule G, Part II	18		X
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		х
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		Х
	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		<u> </u>
		Form	990	(2012)

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

Form 990 (2012)

Part V Statements Regarding Other IRS Filings and Tax Compliance

	Check if Schedule O contains a response to any question in this Part V				<u></u>
				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	9			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0			
С	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable	gaming			
	(gambling) winnings to prize winners?		1c		
2a	Enter the number of employees reported on Form W·3, Transmittal of Wage and Tax Statements,				
	filed for the calendar year ending with or within the year covered by this return2a	8			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	Х	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
За	Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a		_X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority	over, a			
	financial account in a foreign country (such as a bank account, securities account, or other financial account)?	·	4a		X
b	If "Yes," enter the name of the foreign country: ►				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	•			
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		<u>X</u>
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization	zation solicit			
	any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gi	fts			ı
	were not tax deductible?		6b	Serger vessels	
7	Organizations that may receive deductible contributions under section 170(c).	_			77
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services prov	ided to the payor?	7a		X
	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	<u>. </u>	-
С	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was require	ed	_		v
	to file Form 8282?		7c	0.000	X
d	If "Yes," indicate the number of Forms 8282 filed during the year				Х
е			7e	1	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		
g			7g		
h			7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organizations have expected by a supporting organization between the supporting organizations and supporting organizations.		8		
_	organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time d	uning the year:	0		
9	Sponsoring organizations maintaining donor advised funds.	į	9a		
а	• • • • • • • • • • • • • • • • • • • •		9b		
	Did the organization make a distribution to a donor, donor advisor, or related person?		30		
10	Section 501(c)(7) organizations. Enter: Initiation fees and capital contributions included on Part VIII. line 12				
	Initiation fees and capital contributions included on Part VIII, line 12 10a Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities 10b				
р 11	Section 501(c)(12) organizations. Enter:				
	110				
a	Gross income from other sources (Do not net amounts due or paid to other sources against				
D	amounts due or received from them.)				
122	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		12a		\$24000000000000000000000000000000000000
	If "Yes," enter the amount of tax-exempt interest received or accrued during the year				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.				
	Is the organization licensed to issue qualified health plans in more than one state?		13a		
u	Note. See the instructions for additional information the organization must report on Schedule O.				
h	Enter the amount of reserves the organization is required to maintain by the states in which the				
	organization is licensed to issue qualified health plans				
c	Enter the amount of reserves on hand				
	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X
	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		14b		
			Form	990	(2012)

Form 990 (2012) ADOPT-A-CLASSROOM, INC. 65-0828272 Page
Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schoduld C contains a resconse to any question in this Part V. Section A. Governing Body and Management 1a Enter the number of voting members of the governing body at the end of the tax year 1f here are methed differences in voting rights among members of the governing body. If the governing body begins to extract the control of the governing body of the governing body begins for extract the number of voting members included in the 1a, above, who are independent to govern the control of the control over members included in the 1a, above, who are independent to govern the control over members of the governing body begins a business relationship with any other officer, director, trustee, or key employee? 3 Did the cognization funders, or key employees to a management company or other person? 4 Did the cognization become avant during the year of a significant diversion of the cognization become avant during the year of a significant diversion of the organization become avant during the year of a significant diversion of the organization's assest? 5 Did the cognization bear members or stockholders? 6 Did the cognization have members or stockholders? 7 Did the cognization have members of the cognization reserved to (or subject to approval by) members, stockholders, or more members of the governing body? 8 Did the cognization have wentures, stockholders, or other persons who had the power to dect or appoint one or more members of the governing body? 9 Did the cognization have wentures, stockholders, or other persons who had the power to dect or appoint one or more members of the governing body? 9 Did the cognization have wenture to the cognization reserved to (or subject to approval by) members, stockholders, or power to the cognization reserved to (or subject to approval by) members, stockholders, or powers other than the governing body? 16 Did the organization have winted problems of the cognization of the cognization have winted problems of the cognization have winted problems of the cognizat		to line ba, bb, or rob below, describe the directifications, proceeded, or oranged in describe the directifications.			37
For the number of voting mambers of the governing body at the end of the tax year 1a 1.2					Δ
18 Enter the number of voling members of the governing body at the end of the tax year If there are native differences in virtin gins among members of the governing body, or a till a governing body dependent or a property of the governing body dependent or a property of the governing body dependent or a property of the governing body dependent or the governing to the governing body dependent or the governing to the governing	<u>Sec</u>	tion A. Governing Body and Management			
there are makered differences in exting rights among members of the governing body, of the governing body allegated broad authority to an executive committee or similar committee, explain in Schedalo D. be Either the number of voting members included in line 1a, above, who are independent 2 Did any officer, director, trustee, or key employee? 3 Did the organization delegate control over management dutiles customatily performed by or under the direct supervision of officers, director, trustees, or key employees? 3 Did the organization make any significant changes to its governing documents since the prior Form 990 was flead? 4 Did the organization have members or stockholders? 5 Did the organization have members or stockholders? 6 Did the organization have members or stockholders? 6 Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the poverning body? 6 Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 8 Did the organization have members of the optimization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 8 Did the organization network of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? 8 Did the organization have members of the powering body? 9 Did the organization than the powering body? 10 Did the organization flow of the powering body? 11 Did the organization have with a public of the governing body? 12 Sisten any officer, director, trustee, or key employee lated in first VI, Section A, who cannot be reached at the government by the properties of the propert		1.1 12		Yes	NO_
be Enter the number of worting members included in line 1a, above, who are independent 12 2 2 3 3 3 3 3 3 3	1a	Enter the humber of voting members of the governing body at the end of the tax year			
b Enter the number of voting members included in line 1s, above, who are independent 10					
Did any officer, director, trustes, or key employee have a family relationship or a business relationship with any other officer, director, frustes, or key employees to a family relationship or a business relationship with any other officer, director, or trustes, or key employees to a management company or other person? 3					
officer, director, rustee, or key employee? 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? 5 Did the organization have members as tockholders? 6 Did the organization have members as tockholders, or other persons who had the power to elect or appoint one or more members of the governing body? 5 Aro any governance decisions of the organization reserved to (or subject to approval bry) members, stockholders, or persons other than the governing body? 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8 The governing body? 9 Bid the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8 The governing body? 9 Bis there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the governing body? 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the governing body is the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization to evert policies? 10a Did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 11a Has the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? 10b Did the organization have a written official constructions, the organization's exe	b	Enter the number of voting members included in line 1a, above, who are independent			
Section B. Politicies (network) and processors and	2		2		x
of officers, directors, or trustees, or key employees to a management company or other person? 4	_	officer, director, trustee, or key employee?			
Did the organization wake any significant changes to its governing documents since the prior Form 990 was filed? 4	3		ا م		x
Did the organization have maken during the year of a significant diversion of the organization's assets? 5	_				
Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? b Did the organization contemporaneously document the meelings held or written actions undersaken during the year by the following: a The governing body? b Each committee with suthority to act on behalf of the governing body? lis there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization is mailing address? If "Yes," provide the names and addresses in Schedule O g X Section B. Policies (7his Section B requests information about policies not required by the Internal Revenue Code.) Yes No. 10a Did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization is exempt purposes? 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? b Describe in Schedule O the process, if any, used by the organization to review this Form 990. 21a Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," ideacribe in Schedule O the process, if any, used by the organization process for the process of determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 13 Did the organization regularly and consistently monitor and enforce compliance with the policy? If Yes," describe in prognization in view at written conflict of the organi	-		_		
Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? A rea my operance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? B Did the organization contemporaneously document the meetings had or written actions undertaken during the year by the following: The governing body? B Did the organization contemporaneously document the meetings had or written actions undertaken during the year by the following: B Did the organization or the province of the governing body? B Section B Policies (This Section B requests information about policies not required by the internal Revenue Code.) Ves No Section B. Policies (This Section B requests information about policies not required by the internal Revenue Code.) Ves No If Yes, 'did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization is exempt purpose? 10a IX Has the organization have a written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization by before filing the form? 11a IX Describe in Schedulo O the process, if any, used by the organization to review this Form 990. 12a IX Were diffices, directive, or fustes, and key employees required to discloss annually interest that could give rise to certificate the inschedule O how this was done 13 Did the organization have a written occurrent retention and destruction policy? 14 Did the organization have a written document retention and destruction policy? 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15 Did the organization have a written					
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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

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

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

(A)	(B)	orga	111120	(C		прс	Jour	(D)	(E)	(F)
Name and Title	Average	(do	not c	Posi	ition	l than	one	Reportable	Reportable	Estimated
	hours per	box.	, unle	ss per	rsoni	is bot or/trus	h an	compensation	compensation from related	amount of other
	week (list any	_				Ī	Ė	from the	organizations	compensation
	hours for	r direc				ted		organization	(W-2/1099-MISC)	from the
	related	stee o	rustee			peusa	ļ	(W-2/1099-MISC)		organization
	organizations below	ual tru	onal t		ploye	tcom				and related organizations
	line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	,		0194,112410110
(1) JOHN OXENDINE	0.50									
CHAIR		Х	_	Х		L.		0.	0.	0.
(2) DOUG LEVINE	0.50								_	0.
VICE CHAIR		Х		X	<u> </u>	<u> </u>		0.	0.	
(3) BEN POWELL	0.50			37			i		0.	0.
TREASURER	0 50	X	Face Pace Part (Same	Х				0.	V •	<u> </u>
(4) MARJORIE KEAN	0.50	\ \ \ \		7.7				0.	0.	0.
SECRETARY	0 50	X	<u> </u>	Х			_	U •	0.	0.
(5) MAX HOLTZMAN	0.50	7.						0.	0.	0.
DIRECTOR	0.50	X	-		-			0.	<u> </u>	
(6) DAVE LEYRER	0.50	X	•					0.	0.	0.
DIRECTOR	0.50	Α.	_		<u> </u>			- 0.	0.	
(7) MELISSA RUBIN	0.50	X						0.	0.	0.
DIRECTOR (8) DEBORAH C. YOUNG	0.50	<u> </u>			-		-	- 0.		
DIRECTOR	0.30	x						0.	0.	0.
(9) AMI ANDERSON	0.50	-	-		_	·		<u> </u>		
DIRECTOR	- 0.00	x						0.	0.	0.
(10) JULIE KRUEGER	0.50	 				1	-			
DIRECTOR		X						0.	0.	0.
(11) SCOTT PANSKY	0.50									
DIRECTOR		X						0.	0.	0.
(12) DOUG SPONG	0.50									
DIRECTOR		X						0.	0.	0.
(13) JAMES ROSENBERG	55.00									
PRESIDENT AND FOUNDER				X	<u> </u>		L	185,000.	0.	17,928.
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Form 990 (2012)

(A) Name and title Average hours per week (list any hours for related organization 1	
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the organization. Report compensation for the calendar year ending with or within the organization's tax year. (A) (B)	
the organization. Report compensation for the calendar year ending with or within the organization's tax year. (A) (B)	pensation from
Name and business address NONE Description of services	(C)
	Compensation
	·
2 Total number of independent contractors (including but not limited to those listed above) who received more than	

Pa	rt VII							
		Check if Schedule O cont	ains a response	to any question	in this Part VIII (A) Total revenue	(B) Related or exempt function	(C) Unrelated business	Revenue excluded from tax under
						revenue	revenue	sections 512, 513, or 514
nts	1 a	Federated campaigns	1a					
Gra	b	Membership dues	1b					
ts, (Arr	С	Fundraising events	1c					
Gif	d	Related organizations	1d					
Contributions, Gifts, Grants and Other Similar Amounts		Government grants (contribut	· -					
utio er S	f	All other contributions, gifts, gran		750 250				
g H		similar amounts not included above		758,358.				
no d	_				2,758,358.			
O e	h	Total. Add lines 1a-1f		T .	4.300.004.005.000.000.000.000.000.000.000.0	0.00		
an a	0.0			Business Code				
Κį	2 a b							
Ser	C							
Program Service Revenue	d							
Region	e				· · · · · · · · · · · · · · · · · · ·			
Ţ		All other program service reve	enue					
	g	Total. Add lines 2a-2f						
	3	Investment income (including						
		other similar amounts)			3,521.			3,521.
	4	Income from investment of tax	x-exempt bond p	proceeds				
	5	Royalties		>				
			(i) Real	(ii) Personal				
	6 a							
		Less: rental expenses			-			
ja estetutueses.	Contraction Contraction	Rental income or (loss)						
		Net rental income or (loss) Gross amount from sales of	(i) Securities	(ii) Other				
	1 a	assets other than inventory	(i) Securities	(ii) Other				
	h	Less: cost or other basis						
	_	and sales expenses						
	С	Gain or (loss)						
		Net gain or (loss)						
e	8 a	Gross income from fundraising	g events (not					
eun		including \$	of			7		
٦ĕ		contributions reported on line	•					
Other Reven		Part IV, line 18	a					
ğ		Less: direct expenses		L			44	
		Net income or (loss) from fund		_				
	9 a	Gross income from gaming ac						
	h	Part IV, line 19 Less: direct expenses		1				
		Net income or (loss) from garr						
		Gross sales of inventory, less	=					
	, o u	and allowances						
	b	Less: cost of goods sold						
		Net income or (loss) from sale						
		Miscellaneous Revenu	ie .	Business Code				
	11 a	INT INC DISQ PE		900099	5,061.			5,061.
	b							
	С							
	d				F 061			
	е	Total. Add lines 11a-11d			5,061.		0.	8,582.
23200	12	Total revenue. See instructions.			2,766,940.	0.		Form 990 (2012)
12-10	- 12							1 01111 330 (2012)

Part IX Statement of Functional Expenses

	Check if Schedule O contains a respons	se to any question in thi	s Part IX (B)	(C)	(D)
	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	Total expenses	Program service expenses	Management and general expenses	Fundraising expenses
1	Grants and other assistance to governments and				
	organizations in the United States. See Part IV, line 21		<u> </u>		
2	Grants and other assistance to individuals in	4 550 040	1 550 040		
	the United States. See Part IV, line 22	1,772,042.	1,772,042.		
3	Grants and other assistance to governments,				
	organizations, and individuals outside the				
	United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors,	202 020	116 505	48,590.	37,743
	trustees, and key employees	202,928.	116,595.	40,330.	37,743
6	Compensation not included above, to disqualified				
	persons (as defined under section 4958(f)(1)) and				
	persons described in section 4958(c)(3)(B)	256,116.	109,066.	9,500.	137,550
7	Other salaries and wages	230,110.	109,000.	5,500.	137,330
8	Pension plan accruals and contributions (include				
_	section 401(k) and 403(b) employer contributions)	26,979.	10,903.	712.	15,364
9	Other employee benefits	32,992.	15,176.	2,969.	14,847
10	Payroll taxes	34,334	15,170.	2,3031	
11	Fees for services (non-employees):				
a	Management	4,175.	4,175.		
b	Legal	15,400.	15,400.		
C.	Accounting	13,400.	13,400.		
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees	Congression (majora a sija a sanamuna wanasaji mjaya	and the state of the engine of the complete of		and the state of t
g	·	32,423.	32,423.		
40	column (A) amount, list line 11g expenses on Sch O.)	32,916.	32,916.		
12	Advertising and promotion	42,618.	40,685.	1,278.	655
13	Office expenses	52,427.	52,427.	,	
14	Information technology	32,12,1	32,12.		
15	Royalties	50,781.	23,238.	27,543.	
16 17	Occupancy	49,392.		24,696.	24,696
17	Travel Payments of travel or entertainment expenses	25,0521			
18	for any federal, state, or local public officials				
40	Conferences, conventions, and meetings	2,134.	2,134.		
19 20	· · · · · · · · · · · · · · · · · · ·		_,		
20 21	Interest Payments to affiliates				
21 22	Depreciation, depletion, and amortization	13,797.	6,463.	7,334.	
22 23		4,857.		4,857.	
23 24	Other expenses, Itemize expenses not covered	_,			
7	above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A)				
	amount, list line 24e expenses on Schedule O.) SOFTWARE LICENSES	98,113.	72,493.	5,250.	20,370
a	DEVELOPMENT	63,150.	63,150.	3,230.	
b	CONTRACT LABOR	9,566.	9,566.		
Ç	OTHER	8,390.	2,300.	3,390.	5,000
d		0,350.		3,3301	
е 	All other expenses	2,771,196.	2,378,852.	136,119.	256,225
25	Total functional expenses. Add lines 1 through 24e	4,111,130.	4,370,032•	130,112.	
26	Joint costs. Complete this line only if the organization				
	reported in column (B) joint costs from a combined				
	educational campaign and fundraising solicitation.				
	Check here if following SOP 98-2 (ASC 958-720)			<u></u>	Form 990 (201

Form 990 (2012)
Part X | Balance Sheet

Par	t X	Balance Sheet					
		Check if Schedule O contains a response to any	questio	n in this Part X			
					(A) Beginning of year		(B) End of year
	1	Cash - non-interest-bearing			1 005 514	1	1 755 005
	2	Savings and temporary cash investments		T I	1,965,514.	2	1,755,885
	3	Pledges and grants receivable, net			64,781.	3	251,837
	4	Accounts receivable, net				4	
	5	Loans and other receivables from current and for		13			
		trustees, key employees, and highest compens	ated emp	oloyees. Complete			
		Part II of Schedule L		63		5	
	6	Loans and other receivables from other disqual	•				Maria de la companya
		section 4958(f)(1)), persons described in section					
		employers and sponsoring organizations of sec			174 040		180,001
S		employees' beneficiary organizations (see instr)			174,940.	6	100,001
Assets	7	Notes and loans receivable, net				7	
As	8	Inventories for sale or use				8	
	9					9	
	10a	Land, buildings, and equipment: cost or other		150 500			
		basis. Complete Part VI of Schedule D	10a	150,580. 51,452.	6,326.		99,128
	b				0,340.	10c	33,120
	11	Investments - publicly traded securities		· · · · · · · · · · · · · · · · · · ·		11	
	12	Investments - other securities. See Part IV, line				12	
	13	Investments - program-related. See Part IV, line		ſ		13	
	14	Intangible assets			444,549.	14	456,167
	15	Other assets. See Part IV, line 11			2,656,110.	15 16	2,743,018
	16	Total assets. Add lines 1 through 15 (must equ			138,479.	-	218,025
	17	Accounts payable and accrued expenses			130,479.	17	210,023
	18	Grants payable				18	
e bed sentences	19	Deferred revenue			racera, producti emissa respera esta esta a mente com moderno esta esta esta esta esta esta esta esta	19 20	
	20	Tax-exempt bond liabilities				21	
ies	21	Escrow or custodial account liability. Complete				21	
ij	22	Loans and other payables to current and forme					
Liabilities		key employees, highest compensated employe				22	
_		Complete Part II of Schedule L				23	
	23	Secured mortgages and notes payable to unrel		i		24	
	24	Unsecured notes and loans payable to unrelate				-27	·
	25	Other liabilities (including federal income tax, pa					
		parties, and other liabilities not included on line	5 17-24).	Complete Fait A of		25	
	0.6	Schedule D Total liabilities. Add lines 17 through 25		,	138,479.	26	218,025
	26	Organizations that follow SFAS 117 (ASC 95	2) chack	here X and			
/ 0		complete lines 27 through 29, and lines 33 a	oj, checr od 34	There and			
čě	27	Unrestricted net assets			1,147,227.	27	1,115,929
ılan	27 28			933,845.	28	960,887	
B	29		436,559.	29	448,177		
Net Assets or Fund Balances	2.5	Organizations that do not follow SFAS 117 (A), check here ▶			
F		and complete lines 30 through 34.					
ts c	30	Capital stock or trust principal, or current funds				30	
sse	31	Paid-in or capital surplus, or land, building, or e				31	
Ϋ́	32	Retained earnings, endowment, accumulated in				32	
Se	33	Total net assets or fund balances		1	2,517,631.		2,524,993
	34	Total liabilities and net assets/fund balances		1	2,656,110.		2,743,018
	1 54	Total nabilities and net assets/fully balances					Form 990 (201

Act and OMB Circular A·133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit

or audits, explain why in Schedule O and describe any steps taken to undergo such audits

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3b

Form 990 (2012)

SCHEDULE A

(Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of	the organizati			·						identificati		
			-CLASSROOM,							5-0828	<u> 272</u>	
Part I	I		ity Status (All organiz		 			ructions				
The organ			because it is: (For lines ⁻									
1 📙	•		s, or association of chur			ction 170	(b)(1)(A)(i)	•				
2			0(b)(1)(A)(ii). (Attach Sc									
3 📙			tal service organization o									
4 📖			operated in conjunction	with a hos	spital descr	ibed in s e	ection 170	(b)(1)(A)	(iii). Enter	the hospital	's nam	ie,
	city, and stat											
5 📖	•	•	benefit of a college or ur	niversity o	wned or op	erated by	/ a governi	mental u	nit describ	bea in		
. [(b)(1)(A)(iv). (Comple	•			470/1 \/	41/41/1					
6 😾	,		ent or governmental uni					6 41-		nublic doco	ناممطن	in
7 X	=		eives a substantial part	or its supp	oort from a	governme	entai unit c	or trotti ti	ie generai	public desc	nbear	11
	•	b)(1)(A)(vi). (Comple	·	(O====l=t=	Doi: U.							
8 📙	-		ection 170(b)(1)(A)(vi).				ihutlana n	ambaral	hin face a	and groce ro	cointe	from
9 📖			eives: (1) more than 33 factions - subject to certa									
			axable income (less sect									
		509(a)(2). (Complete		tion on ta	ax) IIOIII bu	311103303	acquired b	ry the org	garnzation	and dance	,0, ,0,	٥.
10			perated exclusively to te	et for nub	lic safety S	See sectio	on 509(a)(4	4).				
11			perated exclusively for the						rry out the	e purposes d	of one	or
			ations described in secti									
			organization and compl				,					
	a Type				ınctionally i		i c	з 🔲 ту	pe III - No	n-functional	ly inte	grated
е 🗆			at the organization is not			-		r more d	isqualified	persons oth	ner tha	ın
			han one or more publicly									
f			ten determination from									*******
		rganization, check th										, L
g	Since Augus	t 17, 2006, has the c	organization accepted ar	ny gift or c	ontribution	from any	of the foll	owing pe	ersons?			,
	(i) A perso	n who directly or ind	irectly controls, either al	lone or tog	gether with	persons	described	in (ii) and	l (iii) below	/,	Yes	No
	the gov	erning body of the s	upported organization?							11g(i)		
			n described in (i) above?									<u> </u>
	(iii) A 35%	controlled entity of a	person described in (i)	or (ii) abov	e?					11g(iii)	L	
h	Provide the f	ollowing information	about the supported or	ganization	ı(s).							
				- _T - · · · · · · · · · · · · · · · · · ·				1 (1)				
(i) Name	of supported	(ii) EIN	(iii) Type of organization		organization		u notify the	organiza	Is the tion in col. ized in the	(vii) Amount		netary
org	anization		(described on lines 1-9 above or IRC section		isted in your document?		tion in col. r support?	(i) organ	ized in the .S.?	sup	port	
			(see instructions))	Yes		Yes		Yes	No			
				Yes	No	res	NO	162	INO			
		<u> </u>		-					<u> </u>			
					 							
								-				
	·			 		-						
									0.00			
Total		to the second										

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

Schedule A (Form 990 or 990-EZ) 2012

232021 12-04-12 Schedule A (Form 990 or 990-EZ) 2012 ADOPT-A-CLASSROOM, INC. 65-08282

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

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

Sec	ction A. Public Support						
Cale	ndar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")	2,603,063.	2,225,472.	2,630,458.	2,550,821.	2,758,358.	12,768,172.
2	Tax revenues levied for the organ-						
	ization's benefit and either paid to						
	or expended on its behalf						
3	The value of services or facilities				i		
	furnished by a governmental unit to						
	the organization without charge						-10 150
4	Total. Add lines 1 through 3	2,603,063.	2,225,472.	2,630,458.	2,550,821.	2,758,358.	12,768,172.
5	The portion of total contributions						
	by each person (other than a						
	governmental unit or publicly						
	supported organization) included	40					
	on line 1 that exceeds 2% of the						
	amount shown on line 11,						2 414 207
_	column (f)						3,414,207. 9,353,965.
	Public support. Subtract line 5 from line 4.						9,333,363,
	ction B. Total Support		#\\ 0.000		(1) 0044	(-) 0010	(f) Total
	endar year (or fiscal year beginning in)	(a) 2008 2,603,063,	(b) 2009 2,225,472.	(c) 2010 2,630,458.	(d) 2011 2,550,821.	(e) 2012 2,758,358.	(f) Total 12,768,172.
	Amounts from line 4	2,003,003.	2,225,472.	2,030,430.	2,330,021,	2,730,330.	12,700,172.
8	Gross income from interest,						
	dividends, payments received on						
	securities loans, rents, royalties	3,430.	2,388.	3,682.	9,046.	3,521.	22,067.
	and income from similar sources	3,430.	4,500	3,004.	5,040.		
9	Net income from unrelated business						
	activities, whether or not the					5,061.	5,061.
10	business is regularly carried on					0,00=	-,
10	Other income. Do not include gain or loss from the sale of capital						
	assets (Explain in Part IV.)			1			
44	Total support. Add lines 7 through 10						12,795,300.
	Gross receipts from related activities,	etc. (see instruction				12	
	First five years. If the Form 990 is for			d. fourth, or fifth ta	x vear as a sectio		
	organization, check this box and stop		,,				>
Se	ction C. Computation of Publ	ic Support Pe	rcentage				
14	Public support percentage for 2012 (line 6, column (f) di	vided by line 11, c	olumn (f))		14	73.10 %
15	Public support percentage from 2011	Schedule A, Part	II, line 14			15	77.80 %
16a	33 1/3% support test - 2012. If the	organization did no	t check the box or	n line 13, and line 1	4 is 33 1/3% or m	nore, check this bo	x and
	stop here. The organization qualifies	as a publicly supp	orted organization				> X
k	33 1/3% support test - 2011. If the	organization did no	t check a box on li	ne 13 or 16a, and	line 15 is 33 1/3%	or more, check th	is box
	and stop here. The organization qual	lifies as a publicly s	supported organiza	ation			
17a	10% -facts-and-circumstances tes						
	and if the organization meets the "fac	ts-and-circumstan	ces" test, check th	is box and stop h e	ere. Explain in Par	t IV how the organ	ization
	meets the "facts-and-circumstances"						
k	10% -facts-and-circumstances tes						
	more, and if the organization meets the						
	organization meets the "facts-and-cire						
18	Private foundation. If the organization	on did not check a	box on line 13, 16a	a, 16b, 17a, or 17b			
					Sche	dule A (Form 990	or 990-EZ) 2012

Schedule A (Form 990 or 990-EZ) 2012 Part III Support Schedule for Organizations Described in Section 509(a)(2)

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

Sec	ction A. Public Support						
Cale	ndar year (or fiscal year beginning in) 🖊	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")						
2	Gross receipts from admissions,						
	merchandise sold or services per-						
	formed, or facilities furnished in any activity that is related to the						
	organization's tax-exempt purpose					ļ	
3	Gross receipts from activities that						
	are not an unrelated trade or bus-						
	iness under section 513						
4	Tax revenues levied for the organ-						
	ization's benefit and either paid to			ł			
	or expended on its behalf						
5	The value of services or facilities				1		
	furnished by a governmental unit to			1			
	the organization without charge						
6	Total. Add lines 1 through 5						
78	Amounts included on lines 1, 2, and						
	3 received from disqualified persons						<u> </u>
ŀ) Amounts included on lines 2 and 3 received from other than disqualified persons that						
	exceed the greater of \$5,000 or 1% of the						
	amount on line 13 for the year	:: ·····			<u> </u>		
•	Add lines 7a and 7b						
	Public support (Subtract line 7c from line 6.)						
	ction B. Total Support		T	T			T
	endar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9	Amounts from line 6						
10	a Gross income from interest, dividends, payments received on						
	securities loans, rents, royalties						
	and income from similar sources		ļ				
١	b Unrelated business taxable income						
	(less section 511 taxes) from businesses						
	acquired after June 30, 1975					 	-
	c Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b.						
	whether or not the business is						
	regularly carried on					ļ	
12	Other income. Do not include gain or loss from the sale of capital						
	assets (Explain in Part IV.)						
	Total support. (Add lines 9, 10c, 11, and 12.)					501(-)(0)	i-ation
14	First five years. If the Form 990 is for						
_	check this box and stop here	- O D-					
Se	ction C. Computation of Publ	C Support Pe	ercentage			15	%
15	Public support percentage for 2012 (I					16	/0
16		Schedule A, Par	t III, line 15			10	
	ction D. Computation of Inves					17	%
17	Investment income percentage for 20						
18	Investment income percentage from	2011 Schedule A,	, Part III, line 17		an 15 in more than		
19	a 33 1/3% support tests - 2012. If the	organization did	not check the box	on line 14, and lir	re to is more than	zation	., 13 Hot
	more than 33 1/3%, check this box a	na stop here. Th	e organization qua	nnes as a publicly	/ supported organi	201011	and
	b 33 1/3% support tests - 2011. If the	organization did	not check a box o	n inte 14 oriine 19	za, anu ime 10 iS ii	norted organization	, a.i.u
	line 18 is not more than 33 1/3%, che	ck this box and s	stop nere. The org	janization qualifies	this have and see in	porteu organization	·
20	Private foundation. If the organization	n did not check a	pox on line 14, 19	ea, or 190, check	unis dox and see if	ISUUCIIOIIS	00 or 000 EZ) 2012

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

Department of the Treasury Internal Revenue Service

Name of the organization

Schedule of Contributors

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

OMB No. 1545-0047

2012

Employer identification number

AI	OOPT-A-CLASSROOM, INC.	65-0828272
Organization type (check o		
Filers of:	Section:	
Form 990 or 990-EZ	X 501(c)(3) (enter number) organization	
	4947(a)(1) nonexempt charitable trust not treated as a private foundation	
	527 political organization	
Form 990-PF	501(c)(3) exempt private foundation	
	4947(a)(1) nonexempt charitable trust treated as a private foundation	
	501(c)(3) taxable private foundation	
Check if your organization i	is covered by the General Rule or a Special Rule.	
Note. Only a section 501(c))(7), (8), or (10) organization can check boxes for both the General Rule and a Special Ru	le. See instructions.
General Rule		
<u>=</u>	on filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in mo Dete Parts I and II.	oney or property) from any one
Special Rules		
509(a)(1) and 170	(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the reg (b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.	ulations under sections greater of (1) \$5,000 or (2) 2%
total contributions	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contrist of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educately to children or animals. Complete Parts I, II, and III.	butor, during the year, ucational purposes, or
contributions for u If this box is chec purpose. Do not c	(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contri- use exclusively for religious, charitable, etc., purposes, but these contributions did not tol- ked, enter here the total contributions that were received during the year for an exclusive complete any of the parts unless the General Rule applies to this organization because it tile, etc., contributions of \$5,000 or more during the year	tal to more than \$1,000. ely religious, charitable, etc., t received nonexclusively
but it must answer "No" or	that is not covered by the General Rule and/or the Special Rules does not file Schedule En Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part at the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).	3 (Form 990, 990-EZ, or 990-PF), I, line 2 of its Form 990-PF, to
LUA For Panarwork Red	justion Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule E	3 (Form 990, 990-EZ, or 990-PF) (2012

Employer identification number

ADOPT-	A-(CLASSE	ROOM,	INC
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65-0828272

Part I	Contributors (see instructions). Use duplicate copies of Part I if addition		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 60,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2		\$ <u>273,000</u> .	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
3		\$ 63,407.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
4		57,500.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
5		- - - - - - - - - - - - -	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
223452 12-2	11-12	\$ 383,151. Schedule B (Form	Person X Payroll (Complete Part II if there is a noncash contribution 990, 990-EZ, or 990-PF) (2013)

Employer identification number

ADOPT-A-CLASSROOM.	INC

65-0828272

Part I	Contributors (see instructions). Use duplicate copies of Part I if	additional space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$131,684.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a)	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
No.		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
223452 12-2		\$Schedule B (For	Person Payroll Noncash (Complete Part II if there is a noncash contribution.

Name of organization

Employer identification number

ADOPT-A-CLASSROOM, INC.

65 - 0828272

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 	1
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received

223454 12-21-12

SCHEDULE D

(Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Attach to Form 990. ► See separate instructions.

2012
Open to Public Inspection

Name of the organization

Employer identification number

	ADOPT-A-CLASSROOM, INC.	65-0828272
Par	t I Organizations Maintaining Donor Advised Funds or Other Similar Funds or	or Accounts. Complete if the
	organization answered "Yes" to Form 990, Part IV, line 6.	
	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised	l funds
	are the organization's property, subject to the organization's exclusive legal control?	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be us	
	for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose co	
	impermissible private benefit?	
Par		
1	Purpose(s) of conservation easements held by the organization (check all that apply).	
		rically important land area
	Protection of natural habitat Preservation of a certific	ed historic structure
	Preservation of open space	
2	Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of	a conservation easement on the last
	day of the tax year.	
		Held at the End of the Tax Year
а	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
С	Number of conservation easements on a certified historic structure included in (a)	
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure	e
	listed in the National Register	
3	Number of conservation easements modified, transferred, released, extinguished, or terminated by the c	organization during the tax
	year 🕨	
4	Number of states where property subject to conservation easement is located ▶	
5	Does the organization have a written policy regarding the periodic monitoring, inspection, handling of	
	violations, and enforcement of the conservation easements it holds?	
6	Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements dur	
7	Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the	ne year > \$
8	Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h	
	and section 170(h)(4)(B)(ii)?	
9	In Part XIII, describe how the organization reports conservation easements in its revenue and expense s	tatement, and balance sneet, and
	include, if applicable, the text of the footnote to the organization's financial statements that describes the	e organization's accounting for
TDS:	conservation easements. rt III Organizations Maintaining Collections of Art, Historical Treasures, or Oth	er Similar Assets
Га	Organizations Maintaining Collections of Art, Historical Treasures, or Oth Complete if the organization answered "Yes" to Form 990, Part IV, line 8.	ior offinial Addotor
	If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statements.	ant and balance sheet works of art
та	historical treasures, or other similar assets held for public exhibition, education, or research in furtherance	se of public service, provide, in Part XIII.
		of public solvice, provide, in a diexain,
	the text of the footnote to its financial statements that describes these items. If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement a	nd balance sheet works of art, historical
a	treasures, or other similar assets held for public exhibition, education, or research in furtherance of public	ic service, provide the following amounts
		o dervice, provide the fewering amount
	relating to these items: (i) Revenues included in Form 990, Part VIII, line 1	> \$
_	(ii) Assets included in Form 990, Part X If the organization received or held works of art, historical treasures, or other similar assets for financial of	
2		Jan, p. 04100
_	the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:	> \$
a	Revenues included in Form 990, Part VIII, line 1 Assets included in Form 990, Part X	
b	Assets included in Form 990, Part A	× ×

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. 232051 12-10-12

(a) Description of security or category (including name of security)	(b) Book value	(a) Method of valuat	ion: Cost or end-of-year market value
(4) = 1	(b) Dook value	(c) Method of Valuat	ion. Gost of cha of your market value
(1) Financial derivatives			
(2) Closely-held equity interests			
(3) Other			
(A)			
(B)			
(C)			
(D)			
(E)			
(F)			
(G)			
(H) (I)		·	
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)			
Part VIII Investments - Program Related. Se	e Form 990 Part V line 1	3	
(a) Description of investment type	(b) Book value	(c) Method of valuat	tion: Cost or end-of-year market value
	(2)	(*/	
(1)	· · · · · · · · · · · · · · · · · · ·		
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)	16		
	Description		(b) Book value
	zescription		5,990.
TOTAL DEPT STEP TOTAL TOTALD A	TON ENDOWMEN	ייי דוואס	448,177.
	TON DINDONIADIO	11 10112	2,000.
(4)			
(5)			
(6)	<u></u>	·····	
(7)	·		
(8)			
(9)			
(10) Total. (Column (b) must equal Form 990, Part X, col. (B) line	15)		▶ 456,167.
Part X Other Liabilities. See Form 990, Part X, line			
		(b) Book value	
<u></u>		(4)	
(2)			
(3)			
(4)			
(5)			
(6)			
(7)			
(8)			
(9)			
(10)			
(11) Total. (Column (b) must equal Form 990, Part X, col. (B) line	25)		
Total. (Column (b) must equal Form 990, Part A, Col. (b) line	. 20.1		

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

RECEIVED IN THE CURRENT YEAR WERE APPROXIMATELY \$22,000.

PART X, LINE 2: THE ORGANIZATION IS EXEMPT FROM TAXATION UNDER SECTION
501(C)(3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, NO PROVISION FOR
INCOME TAXES IS REQUIRED. IN ADDITION, THE ORGANIZATION QUALIFIED FOR THE
CHARITABLE CONTRIBUTION DEDUCTION UNDER SECTION 170(B)(1)(A) OF THE IRC.
U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES REQUIRED THE ORGANIZATION'S
MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND
RECOGNIZE A TAX LIABILITY (OR ASSET) IF THE ORGANIZATION HAS TAKEN AN
UNCERTAIN TAX POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED
UPON EXAMINATION BY THE INTERNAL REVENUE SERVICE. MANAGEMENT HAS ANALYZED
THE TAX POSITIONS TAKEN BY THE ORGANIZATION OR EXPECTED TO BE TAKEN THAT
WOULD REQUIRE RECOGNITION OF A LIABILITY (OR ASSET) OR DISCLOSURE IN THE
FINANCIAL STATEMENTS. THE ORGANIZATION IS SUBJECT TO ROUTINE AUDITS BY
TAXING JURISDICTIONS; HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX
PERIOD IN PROGRESS. MANAGEMENT BELIEVES THE ORGANIZATION IS NO LONGER
SUBJECT TO INCOME TAX EXAMINATION FOR YEARS PRIOR TO 2010.

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22. Governments, and Individuals in the United States Grants and Other Assistance to Organizations, ▶ Attach to Form 990. Name of the organization Department of the Treasury Internal Revenue Service **SCHEDULE 1** (Form 990)

Employer identification number 65-0828272 Inspection X Yes Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States. INC. ADOPT-A-CLASSROOM, General Information on Grants and Assistance criteria used to award the grants or assistance?

Part

%

(h) Purpose of grant or assistance Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any non-cash assistance (g) Description of (f) Method of valuation (book, FMV, appraisal, other) (e) Amount of assistance non-cash recipient that received more than \$5,000. Part II can be duplicated if additional space is needed. (d) Amount of cash grant Enter total number of section 501(c)(3) and government organizations listed in the line 1 table (c) IRC section if applicable Enter total number of other organizations listed in the line 1 table (p) EIN 1 (a) Name and address of organization or government Part II

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

Schedule I (Form 990) (2012)

Page 2

65-0828272

Schedule I (Form 990) (2012) ADOPT-A-CLASSROOM, INC.

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.

Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non- cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FUNDS FOR THE FURCHASE OF EDUCATIONAL MATERIALS, CHILDREN'S BOOKS AND OFFICE SUPPLIES.	12236	1,772,042.	.0		
Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.	de the informatio	ı ın required in Part I,	line 2, Part III, colum	n (b), and any other additional inf	ormation.
SCHEDULE I, PART I, LINE 2: GOODS	PURCHASED	D CAN ONLY	BE SHIPPED	D TO THE	
TEACHER'S SCHOOL, NOT TO A HOME AD	ADDRESS. T	HE ORGANIZ	THE ORGANIZATION USES	THE NATIONAL	
CENTER FOR EDUCATIONS STATISTICS T	TO VERIFY	SCHOOL	INFORMATION TO	TO ENSURE	
THAT THE SCHOOL IS AN ACCREDITED EDUCATIONAL INSTITUTION,	DUCATION	AL INSTITU		AND THAT THE	
MAILING ADDRESS LISTED IN THE TEACHER	<u>-</u>	REGISTRATION	I INFORMATION	ON MATCHES	
THE ADDRESS LISTED IN THE NCES DAT	DATABASE. F	FOR PRIVATE	SCHOOLS	OR THOSE	
UNLISTED BY NCES, WE CALL/EMAIL THE	IE SCHOOL	TO	CONFIRM USING IN	INFORMATION	
FOUND ON THE SCHOOL WEBSITE OR PRO	PROVIDED BY	THE TEACHER.	HER. ORDERS	S ARE NOT	
ALLOWED TO BE PROCESSED UNTIL THE	SCHOOL A	ND MAILING	AND MAILING ADDRESS HAVE	AVE BEEN	
232102 12-18-12		27			Schedule I (Form 990) (2012)

Part IV Supplemental Information
VERIFIED. TEACHERS GENERALLY CHOOSE WHAT TO SPEND THEIR DONATED FUNDS ON
FROM VENDORS ON THE ORGANIZATION'S WEBSITE. THOSE VENDORS ARE ONLY
EDUCATIONAL MATERIAL SUPPLIERS, CHILDREN'S BOOK PUBLISHERS, AND OFFICE
SUPPLY VENDORS. IF TEACHERS WANT TO SPEND THEIR FUNDS ON SOMETHING NOT
AVAILABLE ON OUR SITE, THEY CAN SUBMIT A REQUEST FOR AN "OUT OF NETWORK
PURCHASE". THOSE ARE REVIEWED FIRST BY A STAFF PERSON - IF ANYTHING LOOKS
OUT OF THE ORDINARY OR INAPPROPRIATE, THE STAFF PERSON CONTACTS THE TEACHER
TO ASK ABOUT WHY THE ITEM IS BEING REQUESTED AND WHAT IT WILL BE USED FOR.
THE CHIEF OPERATING OFFICER THEN REVIEWS AND PERSONALLY APPROVES EVERY
PAYMENT FOR OUT-OF-NETWORK PURCHASES. THIS ENSURES THAT ONLY ITEMS
APPROPRIATE FOR EDUCATIONAL PURPOSES ARE BEING PURCHASED WITH DONATED
FUNDS.

SCHEDULE J (Form 990)

Department of the Treasury

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" to Form 990,
Part IV, line 23.

➤ Attach to Form 990. ➤ See separate instructions.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

ADOPT-A-CLASSROOM,

Employer identification number 65-0828272

Pa	rt I Questions Regarding Compensation			
		9/5/24/05/06	Yes	No
1 a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,			
	Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.			
	First-class or charter travel Housing allowance or residence for personal use			
	Travel for companions Payments for business use of personal residence			
	Tax indemnification and gross-up payments Health or social club dues or initiation fees			
	Discretionary spending account Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or			
	reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,			
	trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	- Control Control	1809481010VIC
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's			
	CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to			
	establish compensation of the CEO/Executive Director, but explain in Part III.			
	Compensation committee Written employment contract			
	Independent compensation consultant Compensation survey or study			
	Form 990 of other organizations X Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing			
	organization or a related organization:			77
а	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
С	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		<u> </u>
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation			
	contingent on the revenues of:	_		- V
а	The organization?	5a		X
b	Any related organization?	5b		<u> ^-</u>
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation			
	contingent on the net earnings of:	_		v
а	The organization?	6a	<u> </u>	X
b	Any related organization?	6b		
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments	_		₩
	not described in lines 5 and 6? If "Yes," describe in Part III	7	<u> </u>	X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the	_		x
	initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		+^-
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in			
	Regulations section 53.4958-6(c)?	9	<u> </u>	

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

65-0828272

Page 2

ADOPT-A-CLASSROOM, INC.

Schedule J (Form 990) 2012

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

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

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

				na na dia				
		(B) Breakdown of \	(B) Breakdown of W-2 and/or 1099-MISC compensation	SC compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	compensation			
(1) JAMES ROSENBERG	(3)	185,000.	0	O Personal	0	17,928.	202,928.	
PRESIDENT AND FOUNDER	Ξ	0	0	0	0	0	0.	0
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SCHEDULE L

(Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Transactions With Interested Persons

➤ Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.

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

2012

Open To Public Inspection

Name of the organization

ADOPT-A-CLASSROOM, INC.

Employer identification number 65-0828272

Part I	Excess Bene	fit Trans	acti	•	01(c)(3		section 501(c)(4) orga					.,			
Complete if the organization (a) Name of disqualified person				elationship bet	disqual	ified	V, line 25a or 25b, or Form 990-EZ, Part V, line 40 (c) Description of transaction				(d) Corrected?				
(a) Name of disquamed person			person and organization				(6) 5333.1,511611.61.1.						Ye	s	No
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sectio	n 4958						qualified persons du				▶ \$ ▶ \$				
Part II	Loans to and														
	Complete if the o						, Part V, line 38a or I	Form	990, Part IV, lin	e 26;	or if th	ie orga	nizatio	on	
(a) Name of interested person (b) Relation with organize			nship		(d) Lo	an to or n the zation?	(e) Original principal amount	(f)	Balance due		In ult?	(h) Apr by boa comm	roved ard or ittee?	(i) W agree	ritten ment?
				·	<u> </u>	From			100 001		No	Yes	No	Yes	No
KLEO,	INC	ENTITY	Y M	SALE OF	<u> </u>	X	168,700.		180,001.		X	X		X	
					 										
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Total						<u> </u>	▶ \$		180,001.			- 5			
Part III	Grants or As			_											
(a) N	Complete if the clame of interested		\top	wered "Yes" on (b) Relationship interested per	betwe	en	(c) Amount of assistance		(d) Type assistan				Purp		f
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SEE PART V FOR CONTINUATIONS

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

Schedule L (Form 990 or 990-EZ) 2012

SCHEDULE O

(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ Complete to provide information for responses to specific questions on

OMB No. 1545-0047 Open to Public Inspection

Department of the Treasury Internal Revenue Service

Form 990 or 990-EZ or to provide any additional information. Attach to Form 990 or 990-EZ.

Name of the organization ADOPT-A-CLASSROOM, INC.	Employer identification number 65-0828272
FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MIS	SION:
ADOPT-A-CLASSROOM INCREASES OPPORTUNITY FOR STUDENT SUCCE	SS BY
EMPOWERING TEACHERS WITH COMMUNITY PARTNERS AND FUNDS TO	PURCHASE
RESOURCES FOR THE CLASSROOM.	
FORM 990, PART VI, SECTION B, LINE 11: A DRAFT OF THE FOR	M 990 IS PROVIDED
TO THE PRESIDENT BY THE RETURN PREPARER. AFTER REVIEW BY	THE BOARD, THE
PREPARER MAKES ANY NECESSARY CHANGES AND PROVIDES THE COM	IPLETED RETURN TO
THE ORGANIZATION FOR FILING.	
FORM 990, PART VI, SECTION B, LINE 12C: ONCE A YEAR, ADOR	T-A-CLASSROOM
REVIEWS THE CONFLICT OF INTEREST POLICY WITH EMPLOYEES AN	ID THE BOARD OF
DIRECTORS. WE REQUEST EACH EMPLOYEE AND BOARD MEMBER TO F	ACKNOWLEDGE THAT HE
HAS READ AND UNDERSTANDS THE POLICY AND HAS AGREED TO COM	IPLY WITH THE
POLICY.	
ADOPT-A-CLASSROOM ASKS EACH EMPLOYEE AND BOARD MEMBER WHE	ETHER HE HAS AN
ACTUAL OR POSSIBLE CONFLICT AND TO DESCRIBE ANY RELATIONS	SHIPS,
TRANSACTIONS, OR OTHER CIRCUMSTANCES THAT MAY RESULT IN A	A CONFLICT OF
INTEREST.	
IF AN ACTUAL OR POSSIBLE CONFLICT ARRISES, ADOPT-A-CLASSE	ROOM REFERS SUCH
MATTERS TO ITS OUTSIDE LEGAL COUNSEL FOR DETERMINATION, A	AND RELIES ON LEGAL
COUNSEL TO DETERMINE WHETHER A CONFLICT EXISTS, AND WHAT	RESTRICTIONS MAY

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 232211 01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

APPLY TO THE RELATED PARTIES.

FORM 990, PART VI, SECTION B, LINE 15A: THE PROCESS INCLUDES AN ANNUAL REVIEW AND COMPARABLE SALARY STUDIES. IT IS THEN REVIEWED AND DISCUSSED AT A BOARD MEETING AND APPROVED BY THE BOARD.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

AL,AK,AZ,AR,CA,CT,FL,GA,HI,IL,KS,KY,LA,MD,MA,MI,MN,MS,NH,NJ,NM,NY,NC,OK,OR

PA,SC,TN,UT,VA,WA,WV,WI

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION DOES NOT MAKE ITS
GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS
AVAILABLE TO THE PUBLIC. THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST
POLICY ARE CONTAINED WITHIN THE BY-LAWS.

FORM 990, PART VII CONTACT ADDRESSES FOR OFFICERS, DIRECTORS, ETC:

JOHN OXENDINE - 2727 N OCEAN BLVD, A-506, BOCA RATON, FL 33429

DOUG LEVINE - 2760 N BAY ROAD, MIAMI, FL 33140

BEN POWELL - 15908 SW 92ND AVENUE, MIAMI, FL 33157

MARJORIE KEAN - 1000 VENETIAN WAY, #108, MIAMI BEACH, FL 33139

MAX HOLTZMAN - 1610 W. 21ST STREET, MIAMI BEACH, FL 33140

DAVE LEYRER - 7652 FISHER ISLAND DRIVE, FISHER ISLAND, FL 33109

MELISSA RUBIN - 10 SOUTH RIVER DRIVE, MIAMI, FL 33130

DEBORAH C. YOUNG - 2699 S. BAYSHORE DRIVE, MIAMI, FL 33133

AMI ANDERSON - 7801 W. 96TH STREET, BLOOMINGTON, MN 55438

JULIE KRUEGER - 20 W. KINZIE, 13TH FLOOR, CHICAGO, IL 60654

SCOTT PANSKY - 2001 WILSHIRE BLVE, SUITE 504, SANTA MONICA, CA 90403

DOUG SPONG - 110 NORTH FIFTH STREET, MINNEAPOLIS, MN 55403

JAMES ROSENBERG - 4141 NE 2ND AVENUE, SUITE 203B, MIAMI, FL 33137

Name of the organization ADOPT-A-CLASSROOM, INC.	Employer identification number 65-0828272
ADOFT A CHADDROOM, INC.	03 00202/2
FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:	
CHANGE IN PRESENT VALUE OF ENDOWMENT FUND	11,618.
AMENDMENTS:	
PART IV:	
LINE 22 - CHANGED TO YES DUE TO CHANGE IN PART IX	
LINE 26 - CHANGED TO YES DUE TO CHANGE IN PART X	
PART VI:	
LINE 17 - REPORTED ADDITIONAL STATES	
LINE 18 - REMOVED CHECK FROM "ANOTHER'S WEBSITE" BOX	
PART VIII:	
LINE 3 AND LINE 11A - MOVED INTEREST INCOME FROM NOTE REC	CEIVABLE FROM
DISQUALIFIED PERSON TO LINE 11A.	
PART IX:	
LINE 24A AND 2 - MOVED EXPENSE REPORTED AS CLASSROOM SUPP	PLIES ON LINE
24A TO LINE 2 ASSISTANCE TO INDIVDUALS.	
LINE 11E AND 24 - MOVED AMOUNT INCORRECTLY REPORTED AS PE	ROFESSIONAL
FUNDRAISING SERVICES TO LINE 24.	
PART X:	
LINE 7 AND 6 - MOVE NOTE RECEIVABLE FROM DISQUALIFIED PER	RSON TO LINE 6.
SCHEDULE A:	
PART II, LINE 1 - CORRECTED THE 2012 AMOUNT	dula O (Form 000 or 990-E7) (2012)

Department of the Treasury Internal Revenue Service

Return of Organization Exempt From Income Tax

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

benefit trust or private foundation) ▶ The organization may have to use a copy of this return to satisfy state reporting requirements. OMB No. 1545-0047 Open to Public Inspection

JUL 1, 2012 and ending JUN 30, 2013 A For the 2012 calendar year, or tax year beginning D Employer identification number B Check if applicable: C Name of organization X Address ADOPT-A-CLASSROOM INC Name change 65-0828272 Doing Business As Initial return Number and street (or P.O. box if mail is not delivered to street address) Room/suite E Telephone number Termin-110 NORTH 5TH STREET, 10TH FLOOR 877-444-7666 Amended 2,766,940. City, town, or post office, state, and ZIP code G Gross receipts \$ Applica-MINNEAPOLIS, MN 55403 H(a) Is this a group return pendina F Name and address of principal officer: ROBERT THACKER Yes X No for affiliates? SAME AS C ABOVE H(b) Are all affiliates included? I Tax-exempt status: X 501(c)(3) 501(c) (527 (insert no.) 4947(a)(1) or If "No," attach a list. (see instructions) J Website: WWW.ADOPTACLASSROOM.ORG H(c) Group exemption number ▶ Association Other > L Year of formation: 1998 M State of legal domicile: FL K Form of organization: X Corporation Trust Part I Summary Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O Activities & Governance 2 Check this box I if the organization discontinued its operations or disposed of more than 25% of its net assets. 12 Number of voting members of the governing body (Part VI, line 1a) 12 Number of independent voting members of the governing body (Part VI, line 1b) 8 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 0 Total number of volunteers (estimate if necessary) 6 7 a Total unrelated business revenue from Part VIII, column (C), line 12 0. b Net unrelated business taxable income from Form 990-T, line 34 7b **Prior Year Current Year** 2,758,358. Contributions and grants (Part VIII, line 1h) 2,550,821. Program service revenue (Part VIII, line 2g) 0. 0. 9,046. 8,582. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 0. 0. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 2,559,867. 2,766,940. Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 0. 0. Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 0. Benefits paid to or for members (Part IX, column (A), line 4) 465,845. 519,015. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 5,000. 16a Professional fundraising fees (Part IX, column (A), line 11e) 113. b Total fundraising expenses (Part IX, column (D), line 25) 2,088,869. 2,247,181. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 2,771,196. 2,554,827. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) -4,256.5,040. 19 Revenue less expenses. Subtract line 18 from line 12 Beginning of Current Year End of Year 20 Total assets (Part X, Int. 16)21 Total liabilities (Part X, Int. 26) 2,656,110. 2,743,018. 138,479. 218,025. 2,517,631. 2,524,993. Net assets or fund balances. Subtract line 21 from line 20 Part II | Signature Block Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge. Signature of officer Sign ROBERT THACKER, EXECUTIVE DIRECTOR Here Type or print name and title Print/Type preparer's name Preparer's signature DEBORAH YOUNG DEBORAH YOUNG 01/08/14 P00082695 Paid KAUFMAN, ROSSIN & CO., P.A. 59-1818353 Preparer Firm's EIN Firm's name Firm's address 2699 S. BAYSHORE DRIVE Use Only Phone no. (305) 858-5600 MIAMI, FL 33133 X Yes May the IRS discuss this return with the preparer shown above? (see instructions)

Form 990 (2012) ADOPT-A-CLASSROOM INC
Part IV Checklist of Required Schedules

		:/	Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?			
	If "Yes," complete Schedule A	1	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	2	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	3		x
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect			
	during the tax year? If "Yes," complete Schedule C, Part II	4		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		х
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6		х
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II.	7		х
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		х
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services?			
	If "Yes," complete Schedule D, Part IV	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	10	х	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, IX, or X	75.3		WILL Y
	as applicable.			
а	Did the organization report an amount for land, buildings, and equipment in Part X, line 107 if "Yes" complete Schedule D, Part VI	11a	х	
	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total			v
	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	11b		X
C	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total			х
_	assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in	11c		
u	Part X, line 16? If "Yes," complete Schedule D, Part IX	11d	х	
_	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses	7.10		
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	x	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete			
	Schedule D, Parts XI and XII	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year?			
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	12b		<u>X</u>
	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		Х
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a	-	X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business,			
	investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000			v
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		<u> </u>
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15		х
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals			
	located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16		<u>x</u>
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	17		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines	45	3	v
46	1c and 8a? If "Yes," complete Schedule G, Part II	18	-	<u> </u>
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III	19		X
202	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
	The state of the s	Form	990 0	2012)

Form 990 (2012) ADOPT-A-CLASSROOM INC
Part IV | Checklist of Required Schedules (continued)

			Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		х
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		х
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current			
	and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	х	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25	24a		х
b		24b		
С	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I	25a		х
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		х
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified			+
	person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		X*
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial			
	contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L. Part III	27		x
28	Was the organization a party to a business transaction with one of the following parties (see schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):			
а	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28a		X
b		28b		X
С	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	28c	х	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		х
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		х
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	32		х
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	33		х
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		Х
	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?			
	If "Yes," complete Schedule R, Part V, line 2	36		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI	37		х
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O	38	х	
		Form	990 (2	2012)

1	1 990 (2012) ADOPT-A-CLASSROOM INC	65-0828	272	Р	age 5
Pa	Statements Regarding Other IRS Filings and Tax Compliance				
	Check if Schedule O contains a response to any question in this Part V		******		\sqcup
		Î.		Yes	No
1a		1a 9		3.00	RIE
b		1b 0	Aller		
C			HAIN		1
	(gambling) winnings to prize winners?		1c		
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements,		1100		56
	filed for the calendar year ending with or within the year covered by this return	2a 8	SER.	22-20	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax return	s?	2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				(Sak)
За	Did the organization have unrelated business gross income of \$1,000 or more during the year?		За		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		3b		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other at	uthority over, a			
	financial account in a foreign country (such as a bank account, securities account, or other financial ac	count)?	4a		X
b	If "Yes," enter the name of the foreign country:			5113	
	See instructions for filling requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Ad		ROPE		In the
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		X
þ	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction	tion?	5b		X
С			5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the	organization solicit			
	any contributions that were not tax deductible as charitable contributions?		6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contribution	ns or gifts			
	were not tax deductible?		6b		
7	Organizations that may receive deductible contributions under section 170(c).				
а	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and servi	ces provided to the payor?	7a	L. W	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
C	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was	required			
	to file Form 8282?		7c		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			days:
е	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit co	ntract?	7e		Х
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract	ot?	7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file For	m 8899 as required?	7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization	on file a Form 1098-C?	7h		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did	the supporting	PART .		1
	organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at ar	y time during the year?	8		
9	Sponsoring organizations maintaining donor advised funds.		100 13		Part I
а	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	Section 501(c)(7) organizations. Enter:		195		
а	Initiation fees and capital contributions included on Part VIII, line 12	0a	3716		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	0b	100		
11	Section 501(c)(12) organizations. Enter:				
а		1a		1 1 500	
b	Gross income from other sources (Do not net amounts due or paid to other sources against				
	,	1b			
	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 19		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	2b	- Ewy		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		(Val)		
а	Is the organization licensed to issue qualified health plans in more than one state?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O.				
b	Enter the amount of reserves the organization is required to maintain by the states in which the				
	organization is licensed to issue qualified health plans	3b		L.	
С	Enter the amount of reserves on hand	3c			POL
	Did the organization receive any payments for indoor tanning services during the tax year?		14a		X

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b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O

Form **990** (2012)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Sec	check is Schedule O contains a response to any question in this Part VI					
					Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing	1a	12			
	body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			13		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	12			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationshi	p with any other	1			
	officer, director, trustee, or key employee?	****		2		Х
3	Did the organization delegate control over management duties customarily performed by or under the	e direct supervision				
	of officers, directors, or trustees, or key employees to a management company or other person?			3		X
4	Did the organization make any significant changes to its governing documents since the prior Form S			4		X
5	Did the organization become aware during the year of a significant diversion of the organization's ass			5		X
6	Did the organization have members or stockholders?			6		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or as					
	more members of the governing body?		7	7a		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, s	tockholders, or		J)		
	persons other than the governing body?		7	7b		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year				4.5	
а	The governing body?		8	3a	X	
b	Each committee with authority to act on behalf of the governing body?		8	3b	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be rea	ched at the				
	organization's mailing address? If "Yes," provide the names and addresses in Schedule O			9		X
Sec	tion B. Policies (This Section B requests information about policies not required by the Internal Re	venue Code.)	-44			
	AO URIGINALIYELE				Yes	No
	Did the organization have local chapters, branches, or affiliates?		10	0a		Х
b	If "Yes," did the organization have written policies and procedures governing the activities of such characteristics.					
	and branches to ensure their operations are consistent with the organization's exempt purposes?			Ob	-	
	Has the organization provided a complete copy of this Form 990 to all members of its governing body	before filing the form	? 1:	1a	X	- 50000
	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		198			
				2a	X	
	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise		12	2b	Х	
С	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Ye					
40	in Schedule O how this was done		967 U P		X	
13	Did the organization have a written whistleblower policy?		(A) (1)	$\overline{}$	X	-
14			14	4	X	- Charles
15	Did the process for determining compensation of the following persons include a review and approva	by independent			TRA	
	persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		1000	0	17	
a	The organization's CEO, Executive Director, or top management official		. 15	ā	Х	
D	Other officers or key employees of the organization		. 15	b		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		100			
	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangements of the contribute assets to, or participate in a joint venture or similar arrangements.		100	0.3	NAME OF	DM.
	taxable entity during the year?		. 16	ia		X
	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate		500			
	in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organ		1000		1950	
	exempt status with respect to such arrangements? ion C. Disclosure		. 16	b		-
				-		_
	List the states with which a copy of this Form 990 is required to be filed FL, MN				_	_
	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T	(Section 501(c)(3)s only	/) avail	lable)	
	for public inspection. Indicate how you made these available. Check all that apply.					
40	Own website X Another's website X Upon request Other (explain in					
	Describe in Schedule O whether (and if so, how), the organization made its governing documents, cor	iflict of interest policy,	and fin	nanc	ial	
	statements available to the public during the tax year.					
20	State the name, physical address, and telephone number of the person who possesses the books and ${ m ROBERT\ THACKER\ -\ 877-444-7666}$	d records of the organi	zation:	· >		
		T EE 402				
32006		55403			.00	
2-10-1			Fo	rm C	90 (2	012

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated **Employees, and Independent Contractors**

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

Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees Section A.

- 1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation.
 Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 List all of the organization's current key employees, if any. See instructions for definition of "key employee."
- List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

- List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations. List persons in the following order: individual trustees or directors; institutional trustees; afficers; key employees; highest compensated employees; and former such persons.

(A) Name and Title	(B) Average hours per week	(do	not c	Pos check	C) sition more	n e than is bo	one th an	(D) Reportable compensation from	(E) Reportable compensation from related	(F) Estimated amount of other
	(list any hours for related organizations below line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	compensation from the organization and related organizations
(1) JOHN OXENDINE CHAIR	0.50	x		x				0.	0.	0.
(2) DOUG LEVINE	0.50	-		-			Н			
VICE CHAIR		\mathbf{x}		x				0.	0.	0.
(3) BEN POWELL	0.50									
TREASURER		X		X				0.	0.	0.
(4) MARJORIE KEAN	0.50									
SECRETARY		Х		X				0.	0.	0.
(5) MAX HOLTZMAN	0.50									
DIRECTOR		Х						0.	0.	0.
(6) DAVE LEYRER	0.50									
DIRECTOR	0.50	X						0.	0.	0.
(7) MELISSA RUBIN	0.50	.,						0.	0.	0.
DIRECTOR (8) DEBORAH C. YOUNG	0.50	X		**	_			U •	0.	0.
DIRECTOR	0.50	x						0.	0.	0.
(9) AMI ANDERSON	0.50									
DIRECTOR	1	х						0.	0.	0.
(10) JULIE KRUEGER	0.50		-							
DIRECTOR		x						0.	0.	0.
(11) SCOTT PANSKY	0.50						\Box			
DIRECTOR		X						0.	0.	0.
(12) DOUG SPONG	0.50									
DIRECTOR		X				Ь,		0.	0.	0.
(13) JAMES ROSENBERG	55.00							105 000	0	17 000
PRESIDENT AND FOUNDER				X		Ħ		185,000.	0.	17,928.
								_		
				1						

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(A) Name and title	(B) Average hours per week	verage						(E) Reportable compensation from related	tion amour ed othe		of	
	(list any hours for related organizations below line)	Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	the organization (W-2/1099-MISC)	organizations (W-2/1099-MISC)	org an	rom th ganizat d relat anizat	ne tion ted
			A	S	1	0	R	IGINALL	Y FILED)		
1b Sub-total								185,000.			7,9	28.
c Total from continuation sheets to Part V						-		185,000.			7.9	28.
d Total (add lines 1b and 1c) Total number of individuals (including but compensation from the organization	not limited to th	ose	liste	ed al	bov	e) wl	ho re					1
3 Did the organization list any former officer line 1a? If "Yes," complete Schedule J for										3	Yes	No X
4 For any individual listed on line 1a, is the s and related organizations greater than \$15										4	х	
5 Did any person listed on line 1a receive or rendered to the organization? If "Yes," con	accrue comper	nsat	ion f	rom	any	y uni	elat	ed organization or indiv	ridual for services	5	died	х
Section B. Independent Contractors 1 Complete this table for your five highest co	amponented inc	done	nde	nt c	ont	racto	ore t	hat received more than	\$100,000 of compens	sation	from	
the organization. Report compensation for												
(A) Name and business	address	NO	INC	3				(B) Description of	services ((C Compe		on
			Ī	Ţ								
						- 51						
			Т									
Total number of independent contractors (\$100,000 of compensation from the organ		ot lii	mite	d to		se lis	sted	above) who received r	nore than			
232008										Form	990 (2012)

		Check if Schedule O con	itains a response	to any question	in this Part VIII	(B)	(C)	
					Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514
Contributions, Giffs, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
Gra	b	Membership dues	1b					
A,	c	Fundraising events						
를 를	d	Related organizations	1d					The second second
ns,		Government grants (contribu						
흕	f	All other contributions, gifts, grain						
ë¥		similar amounts not included abo		758,358.				
gg	g	Noncash contributions included in line	s 1a-1f: \$					
<u>8</u>	h	Total. Add lines 1a-1f			2,758,358.			
				Business Code				in the lie
<u>e</u>	2 a							
Program Service Revenue	b	9						
n S	С							
Rev	d			AC	ADIC	INIALLY		
00	е				Uniu	IVALLI		
Δ.	f	All other program service reve						
	g	Total. Add lines 2a-2f		>				a second
	3	Investment income (including						
		other similar amounts)			8,582.			8,582
- 4	4	Income from investment of ta						
	5	Royalties	· <u></u>					
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	C	Rental income or (loss)			Let a market			
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of	(i) Securities	(ii) Other				
		assets other than inventory						
	b	Less: cost or other basis						
		and sales expenses		de la company				
	C	Gain or (loss)						
- 1	d	Net gain or (loss)						
<u>u</u>	8 a	Gross income from fundraisin	g events (not					
enne		including \$	of					
ě		contributions reported on line					10 10	
Other Rev		Part IV, line 18	аа					
ŧ	b	Less: direct expenses	b					Charles of the same
	C	Net income or (loss) from fund	draising events					
	9 a	Gross income from gaming ac	tivities. See					
- 1		Part IV, line 19	a					
	b	Less: direct expenses	b					
	С	Net income or (loss) from gam	ing activities					
	10 a	Gross sales of inventory, less	returns					
		and allowances	a					
	b	Less: cost of goods sold	b			A TOTAL PROPERTY.		
	С	Net income or (loss) from sales	s of inventory					
		Miscellaneous Revenu	e	Business Code				
	11 a							
	b							
	С							
	d	All other revenue						
	е	Total. Add lines 11a-11d		>				AND THE RESERVE
	12	Total revenue. See instructions.			,766,940.	0.	0.	8,582.

Form 990 (2012) ADOPT-A-CLASSROOM INC
Part IX | Statement of Functional Expenses

_	Check if Schedule O contains a respons	se to any question in thi	s Part IX	·······	/DV
	not include amounts reported on lines 6b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and				
	organizations in the United States. See Part IV, line 21				
2	Grants and other assistance to individuals in				
	the United States. See Part IV, line 22	10	ADIAIN	ALIVEII	
3	Grants and other assistance to governments,	A.S	UHII-IIV		
	organizations, and individuals outside the	110	OHIOH	/ Limited 1 1 1 the	loca ha
	United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors,	202 020	116 505	40 500	27 742
	trustees, and key employees	202,928.	116,595.	48,590.	37,743
6	Compensation not included above, to disqualified				
	persons (as defined under section 4958(f)(1)) and		_		
	persons described in section 4958(c)(3)(B)	056 116	100 000	0 500	127 550
7	Other salaries and wages	256,116.	109,066.	9,500.	137,550
8	Pension plan accruals and contributions (include				
	section 401(k) and 403(b) employer contributions)	06 070	10 000	710	15 26
9	Other employee benefits	26,979.	10,903.	712.	15,364
0	Payroll taxes	32,992.	15,176.	2,969.	14,847
1	Fees for services (non-employees):	1.00			
а	Management	1 4 5 5			
b		4,175.	4,175.		
¢	Accounting	15,400.	15,400.		
d					F 000
е	Professional fundraising services. See Part IV, line 17	5,000.			5,000
f	Investment management fees				
g	Other. (If line 11g amount exceeds 10% of line 25,				
	column (A) amount, list line 11g expenses on Sch O.)	32,423.	32,423.		
2	Advertising and promotion	32,916.	32,916.	4 0 7 0	
3	Office expenses	42,618.	40,685.	1,278.	655
4	Information technology	52,427.	52,427.		
5	Royalties				
6	Occupancy	50,781.	23,238.	27,543.	0.1.606
7	Travel	49,392.		24,696.	24,696
8	Payments of travel or entertainment expenses				
	for any federal, state, or local public officials				المراجع
9	Conferences, conventions, and meetings	2,134.	2,134.		
0	Interest				
1	Payments to affiliates	10			
2	Depreciation, depletion, and amortization	13,797.	6,463.	7,334.	
3	Insurance	4,857.		4,857.	
4	Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule 0.)	E .			
а	CLASSROOM SUPPLIES	1,772,042.	1,772,042.		
b	SOFTWARE LICENSE	98,113.	72,493.	5,250.	20,370
C	DEVELOPMENT	63,150.	63,150.		
d	CONTRACT LABOR	9,566.	9,566.		
		3,390.	5,5001	3,390.	
	All other expenses Total functional expenses. Add lines 1 through 24e	2,771,196.	2,378,852.	136,119.	256,225
5	Joint costs. Complete this line only if the organization	2,112,1201	2,570,0521	100,110	200,220
6					
	reported in column (B) joint costs from a combined				
	educational campaign and fundraising solicitation. Check here if following SOP 98-2 (ASC 958-720)				

	Check if Schedule O contains a response to any question in this Part X		T	
		(A) Beginning of year		(B) End of year
1	Cash - non-interest-bearing	1 065 514	1	1 755 005
2	Savings and temporary cash investments			1,755,885
3	Pledges and grants receivable, net	64,781.	_	251,837
4	Accounts receivable, net	***	4	
5	Loans and other receivables from current and former officers, directors,		750	
	trustees, key employees, and highest compensated employees. Complete		A. S	
	Part II of Schedule L		5	
6	Loans and other receivables from other disqualified persons (as defined unit			
	section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contribute	ing		
1 - 1	employers and sponsoring organizations of section 501(c)(9) voluntary		bala	
	employees' beneficiary organizations (see instr). Complete Part II of Sch L	3 - 1 4 4 4	6	100 001
7	Notes and loans receivable, net		7	180,00
8	Inventories for sale or use		8	
9	Prepaid expenses and deferred charges		9	
10a	Land, buildings, and equipment: cost or other			
	basis. Complete Part VI of Schedule D 10a 150, 58 Less: accumulated depreciation 10b 51, 45	0.	STREET	00 12
b				99,128
11	Investments - publicly traded securities		11	
12	Investments - other securities. See Part IV, line 11		12	
13	Investments - program-related. See Part IV, line 11		13	
14	Intangible assets		14	156 16
15	Other assets. See Part IV, line 11		15	456,16
16	Total assets. Add lines 1 through 15 (must equal line 34)		16	2,743,01
17	Accounts payable and accrued expenses		17	218,02
18	Grants payable		18	
19	Deferred revenue		19	
20	Tax-exempt bond liabilities		20	
21	Escrow or custodial account liability. Complete Part IV of Schedule D	***	21	NAME OF TAXABLE PARTY.
22	Loans and other payables to current and former officers, directors, trustees,			
	key employees, highest compensated employees, and disqualified persons.	Charles de derman	31255	
	Complete Part II of Schedule L		22	
23	Secured mortgages and notes payable to unrelated third parties	A	23	
24	Unsecured notes and loans payable to unrelated third parties	*** 1	24	
25	Other liabilities (including federal income tax, payables to related third			
	parties, and other liabilities not included on lines 17-24). Complete Part X of		05	
00	Schedule D Total liabilities. Add lines 17 through 25	138,479.	25 26	218,025
26	Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ an		20	210,02.
	complete lines 27 through 29, and lines 33 and 34.		13	
27	Unrestricted net assets	1,147,227.	27	1,115,929
28	Temporarily restricted net assets		28	960,887
29	Permanently restricted net assets	43C EEO	29	448,177
	Organizations that do not follow SFAS 117 (ASC 958), check here ▶			
	and complete lines 30 through 34.		25	
30	Capital stock or trust principal, or current funds	The Name of Street, St	30	
31	Paid-in or capital surplus, or land, building, or equipment fund		31	
32	Retained earnings, endowment, accumulated income, or other funds		32	
	Total net assets or fund balances		33	2,524,993
34	Total liabilities and net assets/fund balances	0 656 440	34	2,743,018
<u> </u>	TOTAL NAME OF A THE TOTAL OCCUPANT OF A CONTROL OCCUPANT	-12-21-20	-	Form 990 (201

Form **990** (2012)

AS ORIGINALLY FILED

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury

Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

ADOPT-A-CLASSROOM INC

Employer identification number 65-0828272

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

232021

Form 990 or 990-EZ.

LHA For Paperwork Reduction Act Notice, see the Instructions for

Schedule A (Form 990 or 990-EZ) 2012

Schedule A (Form 990 or 990-EZ) 2012 ADOPT-A-CLASSROOM INC 65-08282 Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

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

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,603,063.	2,225,472.	2,630,458.	2,550,821.	2,794,358.	12,804,172
Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge	المعرف				nia vaj	
4 Total. Add lines 1 through 3	2,603,063.	2,225,472.	2,630,458.	2,550,821.	2,794,358.	12,804,172
5 The portion of total contributions	WIND STATE					(i)
by each person (other than a					1	
governmental unit or publicly						
supported organization) included						
on line 1 that exceeds 2% of the				BEN WEST WAS		
amount shown on line 11,						
column (f)						2,683,975
6 Public support. Subtract line 5 from line 4. Section B. Total Support		v	4		A HARRIST STATE	10,120,197
Calendar year (or fiscal year beginning in)	(a) 2008	/h) 2000	(=) 0010	(4) 0044	(-) 0040	(O.T.)
7 Amounts from line 4	2,603,063.	(b) 2009 2, 225, 472.	(c) 2010 2,630,458.	(d) 2011 2,550,821.	(e) 2012 2,794,358.	(f) Total 12,804,172
8 Gross income from interest,	2,000,000.	0,220,372.	2,030,430.	2,330,021.	2,754,550.	12,004,172
dividends, payments received on						
securities loans, rents, royalties						
and income from similar sources	3,430.	2,388.	3,682.	9,046.	8,582.	27,128.
9 Net income from unrelated business	0,100.	_,,,,,,	5,002.	3,0101	0,302.	27,120
activities, whether or not the						
business is regularly carried on	A	OODI	ALLIAN			
10 Other income. Do not include gain	had a			VEI		
or loss from the sale of capital	1 1	JUIN	UII VAL			
assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10	The state of the s		p.		2 5 3	12,831,300,
12 Gross receipts from related activities, et	c. (see instruction	s)			12	
13 First five years. If the Form 990 is for th					501(c)(3)	
organization, check this box and stop h	ere				************	
Section C. Computation of Public						E0 0E
4 Public support percentage for 2012 (line	6, column (f) divid	ded by line 11, co	olumn (f))		14	78.87 %
Public support percentage from 2011 Sc					15	77.80 %
16a 33 1/3% support test - 2012. If the orga						
stop here. The organization qualifies as						
b 33 1/3% support test - 2011. If the organization qualifies						
and stop here. The organization qualified	s as a publicly sup	ported organizat	ook a bay an line 1	0.1010	al line of 4 in 4 004 in	
7a 10% -facts-and-circumstances test - and if the organization meets the "facts-and if the organization meets are the same and if the organization meets are same and if the organization meets are same and in the same are same and in the same are same and in the same are same are same are same are same are same and in the same are same						
meets the "facts-and-circumstances" tes	t The organization	s lest, check this	s box and stop ner	e. Explain in Part	iv now the organiz	ation
b 10% -facts-and-circumstances test - 2						
more, and if the organization meets the "						070 Of
organization meets the "facts-and-circum						
8 Private foundation. If the organization d						
	IO. OI IOON a DU	r vermo i un i ua.	1 1 1 4 U U I I U U U	JUD AUG GILL AGAIL		

Schedule A (Form 990 or 990-EZ) 2012 Part III | Support Schedule for Organizations Described in Section 509(a)(2)

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

Section A. Public Support		W				
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and						
membership fees received. (Do not		0.00				
include any "unusual grants.")		الاالا				
2 Gross receipts from admissions,						
merchandise sold or services per-						
formed, or facilities furnished in any activity that is related to the						1000
organization's tax-exempt purpose						
3 Gross receipts from activities that	Red of					
are not an unrelated trade or bus-						
iness under section 513						
4 Tax revenues levied for the organ-						
ization's benefit and either paid to						
or expended on its behalf						
5 The value of services or facilities						
furnished by a governmental unit to						
the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and						
3 received from disqualified persons						
b Amounts included on lines 2 and 3 received						
from other than disqualified persons that						
exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)		RECEIVATA		, e , f	a B	
Section B. Total Support	W. 1000				-	
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	1-7	,	(-,	17,==	(0)	177.01
10a Gross income from interest,						
dividends, payments received on						
securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income						
(less section 511 taxes) from businesses		000	MINIAL	11/ 11	process process of	
acquired after June 30, 1975	1	A UK			_)	
c Add lines 10a and 10b			WHITE WAR	and the same of th		
11 Net income from unrelated business						
activities not included in line 10b,						
whether or not the business is						
regularly carried on 12 Other income. Do not include gain						
or loss from the sale of capital						
assets (Explain in Part IV.)						17.70
13 Total support. (Add lines 9, 10c, 11, and 12.)		first second deli-	d for who are fiftle to	W 100 P 05 2 2 5 5 1	n 501(a)(0)	ation
14 First five years. If the Form 990 is for the	_			-		
check this box and stop here	Support Por	rcentage		*******************	******************	
			-1 (6)		40	
Public support percentage for 2012 (line					15	
6 Public support percentage from 2011 Section D. Computation of Investr				*****************	16	
			- 10 (6)		47	
17 Investment income percentage for 2012					17	
Investment income percentage from 201					18	7:
9a 33 1/3% support tests - 2012. If the org						
more than 33 1/3%, check this box and						
b 33 1/3% support tests - 2011. If the org						
line 18 is not more than 33 1/3%, check			· · · · · · · · · · · · · · · · · · ·			TOTAL CONTROL OF THE PARTY OF T
20 Private foundation. If the organization of	iid not check a l	oox on line 14, 19	a, or 19b, check th	is box and see ins	tructions	

** PUBLIC DISCLOSURE COPY **

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

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization	Employer identification numbe								
ΑI	65-0828272								
Organization type (check o	Organization type (check one):								
Filers of: Section:									
Form 990 or 990-EZ X 501(c)(3) (enter number) organization									
	4947(a)(1) nonexempt charitable trust not treated as a private foundation								
	527 political organization								
Form 990-PF	501(c)(3) exempt private foundation								
	4947(a)(1) nonexempt charitable trust treated as a private foundation								
	501(c)(3) taxable private foundation								
, ,	s covered by the General Rule or a Special Rule. 1(7), (8), or (10) organization can check boxes for both the General Rule and a Special Ru	ule. See instructions.							
	n filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in molete Parts I and II.	noney or property) from any one							
Special Rules									
509(a)(1) and 170	c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the reg(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.								
total contributions	For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use <i>exclusively</i> for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.								
For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year									
	hat is not covered by the General Rule and/or the Special Rules does not file Schedule I n Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part								

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Employer identification number

ADOPT-A-CLASSROOM INC

65-0828272

A CHADDROOM INC		0-0828272
Contributors (see instructions). Use duplicate copies of Part I if	f additional space is needed.	
(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	\$\$63,407.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	\$\$	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	\$\$ <u>383,151.</u>	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(b) Name, address, and ZIP + 4	(c)	(d) Type of contribution
	\$\$	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	\$\$	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
	\$ 273,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
	(b) Name, address, and ZIP + 4 (b) Name, address, and ZIP + 4	Name, address, and ZIP + 4 S

Name of organization

ADOPT-A-CLASSROOM INC

65-0828272

Part I Contrik	outors (see instructions). Use duplicate copies of Part !	if additional space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 60,000.	Person X Payroll Noncash (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
			Person Payroll Noncash (Complete Part II if there is a noncash contribution.
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person Payroll Noncash (Complete Part II if there is a noncash contribution.) 1990, 990-EZ, or 990-PF) (2012

Name of organization

Employer identification number

ADOPT-A-CLASSROOM INC

65-0828272

Part II	Noncash Property (see instructions). Use duplicate copies of F	Part II if additional space is needed.	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part i	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		 \$	
	2		0, 990-EZ, or 990-PF) (201

ame of organiz	ation			Employer identification number		
DODM 3	CLAGGROOM INC			65-0828272		
Part III	-CLASSROOM INC Exclusively religious, charitable, etc., individear. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc. Use duplicate copies of Part III if additional	dual contributions to section 501(c) e following line entry. For organization on tributions of \$1,000 or less for all space is needed.	(7), (8), or (10) organs completing Part III the year. (Enter this inform	inizations that total more than \$1,000 for the i, enter ation once.) \$		
a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held		
		(e) Transfer of gift				
	Transferee's name, address, an	d ZIP + 4	Relationship	of transferor to transferee		
(a) No.						
from Part I	(b) Purpose of gift	(c) Use of gift		l) Description of how gift is held		
		(e) Transfer of gif				
	Transferee's name, address, ar			o of transferor to transferee		
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(c	l) Description of how gift is held		
-						
		(e) Transfer of gif	t			
-	Transferee's name, address, a	nd ZIP + 4	Relationship of transferor to transferee			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(0	d) Description of how gift is held		
		(e) Transfer of git	t			
	Transferee's name, address, a	nd ZIP + 4	Relationship	o of transferor to transferee		
-						

SCHEDULE D

(Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements ► Complete if the organization answered "Yes," to Form 990,

➤ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. ➤ Attach to Form 990. ➤ See separate instructions. 2012
Open to Public Inspection

Name of the organization

ADOPT-A-CLASSROOM INC

Employer identification number 65-0828272

Pa			ds or Accounts. Complete if the
_	organization answered "Yes" to Form 990, Part IV, line	(a) Donor advised funds	(b) Funds and other accounts
	Total number at and of year		
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year	with a that the appate hold in denor ad	lisad funds
5	Did the organization inform all donors and donor advisors in v		
	are the organization's property, subject to the organization's		
6	Did the organization inform all grantees, donors, and donor a		
	for charitable purposes and not for the benefit of the donor o		
Do	impermissible private benefit?		
-			rartiv, inter.
1	Purpose(s) of conservation easements held by the organization. Preservation of land for public use (e.g., recreation or employed) Protection of natural habitat Preservation of open space	ducation) Preservation of an h	nistorically important land area ortified historic structure
_	Complete lines 2a through 2d if the organization held a qualif	iod conservation contribution in the form	n of a consensation easement on the last
2		led conservation contribution in the ion	TO a conservation easement on the last
	day of the tax year.	II-INIALI V LIII	Held at the End of the Tax Year
		IMINALLE	2a
a			
b	Total acreage restricted by conservation easements		
С	Number of conservation easements on a certified historic str		
ď	Number of conservation easements included in (c) acquired a		
3	Number of conservation easements modified, transferred, rel	eased, extinguished, or terminated by t	ne organization during the tax
	year ▶		
4	Number of states where property subject to conservation eas		
5	Does the organization have a written policy regarding the per		1 1 1
	violations, and enforcement of the conservation easements it		***************************************
6	Staff and volunteer hours devoted to monitoring, inspecting,	and emorcing conservation easements during	ag the year • C
7	Amount of expenses incurred in monitoring, inspecting, and e	emorcing conservation easements dum	70/b/4//D/0
8	Does each conservation easement reported on line 2(d) above and section 170(h)(4)(B)(ii)?		Yes No
9	In Part XIII, describe how the organization reports conservation include, if applicable, the text of the footnote to the organization.	on easements in its revenue and expension's financial statements that describe	se statement, and balance sheet, and sthe organization's accounting for
Pa	conservation easements. rt III Organizations Maintaining Collections of	Art. Historical Treasures or	Other Similar Assets.
I d	Complete if the organization answered "Yes" to Form		
			ament and belongs shoot works of art
1a	If the organization elected, as permitted under SFAS 116 (AS		
	historical treasures, or other similar assets held for public exh		rance of public service, provide, in Part Alli,
	the text of the footnote to its financial statements that describ		
b	If the organization elected, as permitted under SFAS 116 (AS		
	treasures, or other similar assets held for public exhibition, ed	ducation, or research in furtherance of p	bublic service, provide the following amounts
	relating to these items:		
	(i) Revenues included in Form 990, Part VIII, line 1		
2	If the organization received or held works of art, historical treat		ial gain, provide
	the following amounts required to be reported under SFAS 1	16 (ASC 958) relating to these items:	
а	Revenues included in Form 990, Part VIII, line 1		
b	Assets included in Form 990, Part X	· · · · · · · · · · · · · · · · · · ·	\$

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. 232051 12-10-12

Schedule D (Form 990) 2012

26,497.

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)

125,625.

Schedule D (Form 990) 2012 ADOPT-A-CLAS Part VII Investments - Other Securities. See		10	65-0828272 Page
(a) Description of security or category (including name of security)	(b) Book value		st or end-of-year market value
	(b) Book value	(e) memor or randament	
(1) Financial derivatives			
(2) Closely-held equity interests			
(3) Other			
(A)			
(B)			
(C)			
(D)			
(E)			
(F)			
(G)			
(H)			
(1)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		THE STATE OF THE S	
Part VIII Investments - Program Related. See		13.	at a constant and a constant and a constant
(a) Description of investment type	(b) Book value	(c) Method of Valuation: Co	st or end-of-year market value
(1)			
(2)			
(3)			
(4)	MALLEN		
(5)	MIAIAI	IN FILED	
(6)			
(7)		The last	
(8)			
(9)	· · · · · · · · · · · · · · · · · · ·		
(10)			
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)			The state of the s
Part IX Other Assets. See Form 990, Part X, line 1	5.		
	escription		(b) Book value
(1) SECURITY DEPOSIT			5,990
(2) NORTH DADE MEDICAL FOUNDAT	ION ENDOWME	NT FUND	448,177
(3) ART WORK			2,000
(4)			
(5)			
(6)			
(7)			
(8) (9)			
(10) Total. (Column (b) must equal Form 990, Part X, col. (B) line	15)		▶ 456,167
Part X Other Liabilities. See Form 990, Part X, lin			
() D () () - (P - () () ()	le 25.	(b) Book value	
		(B) Book value	
(1) Federal income taxes			
(2)			
(3)			
(4)		Japan	
(5)			
(6)			
(8)			
(9)			
(4.0)			

Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) 2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII.

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

PART V, LINE 4: AN ENDOWMENT FUND WAS ESTABLISHED IN JUNE OF 2006 BY

ANOTHER EXEMPT ORGANIZATION. THE ENDOWMENT FUND IS PERMANENTLY RESTRICTED AND IS INVESTED BY A DESIGNATED REPRESENTATIVE. THE ORGANIZATION HAS NO CONTROL OVER THE THE INVESTMENT GUIDELINES. THE DESIGNATED REPRESENTATIVE MAKES ANNUAL DISTRIBUTIONS FROM THE FUND TO THE ORGANIZATION OF NO LESS THAN 5% OF THE FAIR MARKET VALUE. THE ORGANIZATION IS FREE TO USE THE DISTRIBUTIONS IT RECEIVES FROM THE FUND FOR ITS NORMAL OPERATIONS. FUNDS RECEIVED IN THE CURRENT YEAR WERE APPROXIMATELY \$22,000.

PART	X,	LIN	E 2	THE	ORGAN	IZATION	IS	EXI	EMPT	FROM	TAX	TION	UNDI	ER SI	ECTIO	V
501(C)(:	3) O	F TI	E IN'	rernal	REVENU	E C	ODE	("IF	RS").	ACC	CORDI	NGLY,	, NO	PROV	ISION
FOR	INC	OME	TAXI	ES IS	REQUI	RED. I	N A	DDI'	rion,	THE	ORGA	NIZA	TION	QUAI	LIFIE	o FOR
						ON DEDU										
IRC.									- d							

U.S. GENERALLY ACCEPTED ACCOUNTING PRINCIPLES REQUIRE THE ORGANIZATION'S

MANAGEMENT TO EVALUATE TAX POSITIONS TAKEN BY THE ORGANIZATION AND

RECOGNIZE A TAX LIBILITY (OR ASSET) IF THE ORGANIZATION HAS TAKEN AN

UNCERTAIN TAX POSITION THAT MORE LIKELY THAN NOT WOULD NOT BE SUSTAINED

UPON EXAMINATION BY THE INTERNAL REVENUE SERVICE. MANAGEMENT HAS ANALYZED

THE TAX POSITIONS TAKEN BY THE ORGANIZATION OR EXPECTED TO BE TAKEN THAT

WOULD REQUIRE RECOGNITION OF A LIABILITY (OR ASSET) OR DISCLOSURE IN THE

FINANCIAL STATMENTS. THE ORGANIZATION IS SUBJECT TO ROUTINE AUDITS BY

TAXING JURISDICTIONS; HOWEVER, THERE ARE CURRENTLY NO AUDITS FOR ANY TAX

PERIOD IN PROGRESS. MANAGMENT BELIEVES THE ORGANIZATION IS NO LONGER

SUBJECT TO INCOME TAX EXAMINATION FOR YEARS PRIOR TO 2010.

	les,		Λ	V	LEF	-
V	VI	1				

SCHEDULE J (Form 990)

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees
Complete if the organization answered "Yes" to Form 990,

Part IV, line 23.

➤ Attach to Form 990. ➤ See separate instructions.

OMB No. 1545-0047

Open to Public Inspection

Name of the organization

Department of the Treasury Internal Revenue Service

ADOPT-A-CLASSROOM INC

Employer identification number 65-0828272

P	art I Questions Regarding Compensation			
	Ol tall which have a list an annual state of the following the state of the sta	7,20	Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990 Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.	,		
	First-class or charter travel Housing allowance or residence for personal	ASI		
	Travel for companions Payments for business use of personal residence for personal residen	10.00		
	Tax indemnification and gross-up payments Health or social club dues or initiation fees	ance .		1935
	Discretionary spending account Personal services (e.g., maid, chauffeur, chef)			
	Discretionary spending account		SEL	
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or	11313	32	
D	reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	-	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors			
-	trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
	trustees, and the GEO/Executive Director, regarding the items checked in line 12?		A TOTAL	046
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization	ı'e		
	CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization			
			1 (3)	10000
	establish compensation of the CEO/Executive Director, but explain in Part III.		1300	
	Compensation committee Independent compensation consultant Written employment contract Compensation survey or study			
		mittee		
	Form 990 of other organizations Approval by the board or compensation	Tillee		
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing		akoj:	
7	organization or a related organization:			
_		4a	Carpet .	X
a b	Receive a severance payment or change-of-control payment? Participate in, or receive payment from, a supplemental nonqualified retirement plan?			X
	Participate in, or receive payment from, an equity-based compensation arrangement?			X
C	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		10.5%	
	Tes to any or lines 4a-c, list the persons and provide the applicable amounts for each item in art in.		100	
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation	- 1		
J	contingent on the revenues of:			
	The organization?	5a	Lanine	Х
a	The organization? Any related organization?			X
D	If "Yes" to line 5a or 5b, describe in Part III.	6680	(To 97)	
c	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation	N. 100		
6		1		
	contingent on the net earnings of:	6a	No. of Concession,	X
a	The organization?			X
D	Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	OD OD		
_		10000		
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		х
	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the			
8		8		х
0	initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III			
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in	9		
	Regulations section 53.4958-6(c)? For Paperwork Reduction Act Notice, see the Instructions for Form 990.	Schedule J (Forn		0044

ADOPT-A-CLASSROOM INC

Schedule J (Form 990) 2012

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

65-0828272

Page 2

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

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

		(B) Breakdown of	(B) Breakdown of W-2 and/or 1099-MISC compensation	3C compensation	(C) Retirement and	(D) Nontaxable	(E) Total of columns	(F) Compensation
(A) Name and Title		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation	other deferred compensation	benefits	(a)·(j)(a)	reported as deferred in prior Form 990
(1) JAMES ROSENBERG	(6)	185,000.	0	0	0	17,928.	202.928.	C
PRESIDENT AND FOUNDER	(ii)	0.	0	0	0.	0		
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232112 12-12-12

Page 3 Schedule J (Form 990) 2012 Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information, 65-0828272 ORIGINAL ADOPT-A-CLASSROOM INC Schedule J (Form 990) 2012

Part III | Supplemental Information 232113 12-10-12

SCHEDULE L

(Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Transactions With Interested Persons

➤ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

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

OMB No. 1545-0047

Open To Public Inspection

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b. 1 (a) Name of disqualified person (b) Relationship between disqualified person and organization (c) Description of transaction (d) Corrected Yes No. 2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization Part II Loans to and/or From Interested Persons. Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22. (a) Name of interested person (b) Relationship (c) Purpose of loan or organization? (c) Purpose of loan organization? (d) Corrected Yes No. (d) Description of transaction (e) Description of transaction (g) In Opproved to the organization organization organization?												on nu	ımber
1 (a) Name of disqualified person (b) Relationship between disqualified person of transaction (c) Description of transaction (d) Correcte Yes No No Notes No Yes	University of the Control of the Con												
(a) Name of disqualified person person and organization person and organization analyses or disqualified persons during the year under section 4958 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization person and organization person and organization analyses or disqualified persons during the year under section 4958 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization proported an amount on Form 990, Part X, line 5, 6, or 22. (a) Name of interested person interested Persons. (b) Person 990, Part V, line 38a or Form 990, Part IV, line 26; or if the organization organization principal amount principal amount principal amount principal amount principal amount organization organization organization To From 10 From		ADOPT-A-CLASSROOM INC Excess Benefit Transactions (section 501(c)(3) and se Complete if the organization answered "Yes" on Form 990, Part (a) Name of disqualified person Enter the amount of tax incurred by the organization managers or disquisection 4958 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization answered "Yes" on Form 990-EZ, Form 1 reported an amount on Form 990, Part X, line 5, 6, or 22. (a) Name of interested person (b) Relationship (c) Purpose of loan or from the organization org					b, or Form 990-EZ, F	an v,	line 40	JD	(d)	Corre	cted?
Section 4958 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization Part III Loans to and/or From Interested Persons. Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22. (a) Name of interested person interested person and organization of loan organization org	(a) Name of disqualified p	person		TINC O1(c)(3) and section 501(c)(4) organizations only). Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b. ween disqualified rganization Ragers or disqualified persons during the year under red by the organization Sons. Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organ 3, or 22. [d] Loan to or from the organization? To From To From P s sested Persons. Form 990, Part IV, line 27. between (c) Amount of assistance assistance (e) Form 990, Part IV, line 27. between (c) Amount of assistance assistance (e) Form 980 (e) Form 980, Part IV, line 27. (d) Type of assistance (e) Form 980, Part IV, line 27. (e) Ested Persons. (f) Type of assistance (e) Form 980, Part IV, line 27. (d) Type of assistance (e) Form 980, Part IV, line 27.			No						
Section 4958 3 Enter the amount of tax, if any, on line 2, above, relmbursed by the organization Part II Loans to and/or From Interested Persons. Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22. (a) Name of interested person interested person and principal amount of tax, if any, on line 2, above, relmbursed by the organization reported an amount on Form 990, Part IV, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part IV, line 38a or Form 990, Part IV, line 26; or if the organization default? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (i) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g) In (h) Approved (ii) Writted by baard or committee? (g)								transaction der s V, line 26; or if the organization (g) In default? Yes No Yes No ype of (e) Purpos					
reported an amount on Form 990, Part X, line 5, 6, or 22. (a) Name of interested person (b) Relationship with organization (c) Purpose of loan (d) Loan to organization? To From (e) Original principal amount (f) Balance due default? (g) In default? (h) Approved by board or committee? Yes No Ye	section 4958	if any, on line 2,	above, reimburs	sed by	the or	ganization			▶ \$ ▶ \$	ne oraș	anizati	on	
To From Yes No Y	reported an amount on Fo (a) Name of (b) Relati	ount on Form 990 (b) Relationship with	, Part X, line 5, (c) Purpose	6, or 22 (d) Los from	an to or	(e) Original		(g)	ı	(h) Api	proved (i) V		/ritten
Total \$ Part III Grants or Assistance Benefiting Interested Persons. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. (a) Name of interested person (b) Relationship between interested person and assistance (c) Amount of assistance (e) Purpose of assistance (e) Purpo	microsida polica.	organization							_				_
Total \$ Part III Grants or Assistance Benefiting Interested Persons. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. (a) Name of interested person (b) Relationship between interested person and interested person and assistance (c) Amount of assistance (e) Purpose of													
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Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the organization answered "Yes" on Form 990, Part IV, line 27. Complete if the o		A	JUM										
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Complete if the organization answered "Yes" on Form 990, Part IV, line 27. (a) Name of interested person (b) Relationship between interested person and assistance assistance assistance	Total Part III Grants or As	sistance Ber	nefiting Inte	reste	d Per						9		
interested person and assistance assistance assistance	Complete if the c	organization ansv	× - ×			rt IV, line 27.	1		-				
	(a) Name of interested p	person	interested person and				(d) Type assistan	of (e)		Purpose of assistance			
						*							
												1	
LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule L (Form 990 or 990-EZ) 20													00.15

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service Supplemental Information to Form 990 or 990-EZ

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

Attach to Form 990 or 990-EZ.

2012
Open to Public Inspection

Name of the organization

ADOPT-A-CLASSROOM INC

Employer identification number 65-0828272

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

ADOPT-A-CLASSROOM INCREASES OPPORTUNITY FOR STUDENT SUCCESS BY

EMPOWERING TEACHERS WITH COMMUNITY PARTNERS AND FUNDS TO PURCHASE
RESOURCES FOR THE CLASSROOM.

FORM 990, PART VI, SECTION B, LINE 11:

A DRAFT OF THE FORM 990 IS PROVIDED TO THE PRESIDENT BY THE RETURN

PREPARER. AFTER REVIEW BY THE BOARD, THE PREPARER MAKES ANY NECESSARY

CHANGES AND PROVIDES THE COMPLETED RETURN TO THE ORGANIZATION FOR FILING.

FORM 990, PART VI, SECTION B, LINE 12C: ONCE A YEAR, ADOPT-A-CLASSROOM

REVIEWS THE CONFLICT OF INTEREST POLICY WITH EMPLOYEES AND THE BOARD OF

DIRECTORS. WE REQUEST EACH EMPLOYEE AND BOARD MEMBER TO ACKNOWLEDGE THAT

HE HAS READ AND UNDERSTANDS THE POLICY AND HAS AGREED TO COMPLY WITH THE

POLICY.

ADOPT-A-CLASSROOM ASKS EACH EMPLOYEE AND BOARD MEMBER WHETHER HE HAS AN
ACTUAL OR POSSIBLE CONFLICT AND TO DESCRIBE ANY RELATIONSHIPS,

TRANSACTIONS, OR OTHER CIRCUMSTANCES THAT MAY RESULT IN A CONFLICT OF
INTEREST.

IF AN ACTUAL OR POSSIBLE CONFLICT ARISES, ADOPT-A-CLASSROOM REFERS SUCH

MATTERS TO ITS OUTSIDE LEGAL COUNSEL FOR DETERMINATION, AND RELIES ON LEGAL

COUNSEL TO DETERMINE WHETHER A CONFLICT EXISTS, AND WHAT RESTRICTIONS MAY

APPLY TO THE RELATED PARTIES.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. 232211 01-04-13

Schedule O (Form 990 or 990-EZ) (2012)

Name of the organization

ADOPT-A-CLASSROOM INC

Employer identification number 65-0828272

FORM 990, PART VI, SECTION B, LINE 15A: THE PROCESS INDLUDES AN ANNUAL

REVIEW AND COMPARABLE SALARY STUDIES. IT IS THEN REVIEWED AND DISCUSSED AT A BOARD MEETING AND APPROVED BY THE BOARD.

FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC. THE GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE CONTAINED WITHIN

THE BY-LAWS.

FORM 990, PART VII CONTACT ADDRESSES FOR OFFICERS, DIRECTORS, ETC:

JAMES ROSENBERG - 4141 NE 2ND AVENUE, SUITE 203B, MIAMI, FL 33137

JOHN OXENDINE - 2727 N. OCEAN BLVD., A-506, BOCA RATON, FL 33429

DOUG LEVINE - 2760 N. BAY ROAD, MIAMI BEACH, FL 33140

BEN POWELL - 15908 SW 92ND AVENUE, MIAMI, FL 33157

MARJORIE KEAN - 1000 VENETIAN WAY, #108, MIAMI BEACH, FL 33139

MAX HOLTZMAN - 1610 W. 21ST STREET, MIAMI BEACH, FL 33140

DAVE LEYRER - 7652 FISHER ISLAND DRIVE, FISHER ISLAND, FL 33109

MELISSA RUBIN - 10 SOUTH RIVER DRIVE, MIAMI, FL 33130

DEBORAH C. YOUNG - 2699 S. BAYSHORE DRIVE, MIAMI, FL 33133

AMI ANDERSON - 7801 W. 96TH STREET, BLOOMINGTON, MN 55438

JULIE KRUEGER - 20 W. KINZIE, 13TH FLOOR, CHICAGO, IL 60654

SCOTT PANSKY - 2001 WILSHIRE BLVE, SUITE 504, SANTA MONICA, CA 90403

DOUG SPONG - 110 NORTH FIFTH STREET, MINNEAPOLIS, MN 55403

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN PRESENT VALUE OF ENDOWMENT FUND

11,618.