Form **990**

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)

OMB No. 1545-0047

Department of the Treasury Internal Revenue Service

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

Open to Public Inspection

A F	or the 2	2011 calendar year, or tax year beginning and	d ending	1	ti
B C	neck if oplicable:	C Name of organization		D Employer identification	ation number
	Address	ONLY MAKE BELIEVE, INC.		40.44	22410
	Name	Doing Business As			.33410
	Initial return	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number	26 1500
	Termin- ated	1133 BROADWAY	723		36-1500
	Amende			G Gross receipts \$	1,221,990.
	Applica-	NEW YORK, NY 10010-8008		H(a) Is this a group ret	um
	pending	F Name and address of principal officer: AMY HORROCKS SAME AS C ABOVE		for affiliates? H(b) Are all affiliates incli	
LI	ax-exer	mpt status: X 501(c)(3)) or 527		ist. (see instructions)
JV	Vehsite	■ WWW.ONLYMAKEBELIEVE.ORG		H(c) Group exemption	number >
K F	orm of o	organization: X Corporation Trust Association Other	L Year	of formation: 1991 M	State of legal domicile: DE
		Summan/			
	1 B	briefly describe the organization's mission or most significant activities: SEE	SCHEDU	JLE O	
Activities & Governance					
rna	2 0	Check this box if the organization discontinued its operations or disp	osed of mor	e than 25% of its net as:	sets.
Ve	3 1	Jumber of voting members of the governing body (Part VI, line 1a)	******		15 15
Ö	4 N	lumber of independent voting members of the governing body (Part VI, line 1b)	4	0
oŏ S	5 T	otal number of individuals employed in calendar year 2011 (Part V, line 2a)	****************	5	0
itie	6 T	Total number of volunteers (estimate if necessary)		6	
cţ	7 a T	Total unrelated business revenue from Part VIII, column (C), line 12		7a	0.
Ă	b N	Net unrelated business taxable income from Form 990-T, line 34		[76]	
_				Prior Year	Current Year
	8 (Contributions and grants (Part VIII, line 1h)		795,159.	1,128,514.
Revenue		Program service revenue (Part VIII, line 2g)		0.	287.
Ne.	10	nvestment income (Part VIII, column (A), lines 3, 4, and 7d)		463.	
R	11 (Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		55.	49.
	12 1	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	795,677.	1,128,850.
_	13 (Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0.	0.
	14 E	Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
m		o	0)	471,783.	602,712.
Expenses	160	Professional fundraising fees (Part IX, column (A), line 11e) Total fundraising expenses (Part IX, column (D), line 25)		0.	0.
Den	loa i	Total fundraising expenses (Part IX, column (D), line 25)	252.		0.00
EX		Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		224,612.	271,388.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	696,395.	874,100.
	19	Revenue less expenses. Subtract line 18 from line 12		99,282.	254,750.
70		HOTOLINO 1000 OAPONOON OODNATTI	E	Beginning of Current Year	End of Year
sets or	20	Total assets (Part X, line 16)		548,319.	805,511.
Bass	21	Total liabilities (Part X, line 26)		26,309.	28,751.
Net As	22	Net assets or fund balances. Subtract line 21 from line 20	+42424444	522,010.	776,760.
		To: Disale			
Anna		William of actions I declare that I have examined this return, including accompanying sched	lules and state	ments, and to the best of m	y knowledge and belief, it is
true	correc	the of perjury, 1 dectare that 1 have examined this research; and complete. Declaration of preparer (other than officer) is based on all information of	f which prepar	er has any knowledge.	
ii ut	5, 601166	i, and compete contains		2 12	13 .
01-		Signature of officer		Date	
Sig		MARICHA MILES, EXECUTIVE DIRECTOR			
He	re	Type or print name and title			TI SYN
	_	D to the state of	1	Date Check	PTIN
Pa	id	Print/Type preparer's name MARTIN BERKOWITZ	+	2/12/13 self-employ	P00154047
	eparer	Firm's name LUTZ AND CARR, CPAS LLP		Firm's EIN ▶	13-1655065
	e Only	Firm's address 300 EAST 42ND STREET		100	40 607 0000
US	Colly	NEW YORK, NY 10017		Phone no. 2	12-697-2299
-	ou dhe e ii	RS discuss this return with the preparer shown above? (see instructions)			X Yes No
M	ay the II	no diacosa ulla retutti with the property street	Carrier and		Form 990 (2011)

r ai	Checklist of ricquired conseques		Yes	No
2	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	
	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		Х
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		х
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or			75335
,	similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III	5		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to			37
	provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	6	-	X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space,	7		x
	the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II	-		
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide	9		X
	credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV	9		
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent	10		X
	endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VIII, VIII, IX, or X	10		PETE.
11				
	as applicable. Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D,			
а	Part VI	11a	X	
h	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		X
С	Did the organization report an amount for investments · program related in Part X, line 13 that is 5% or more of its total	2002		37
	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 Part X, line 16? If "Yes," complete Schedule D, Part IX	11d		X
е	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		х	
	the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	11f	Λ	_
	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	12a	Х	
b	Was the organization included in consolidated, independent audited financial statements for the tax year?	401		x
	If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	14a		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	1 10		
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			1
	or more? If "Yes," complete Schedule F, Parts I and IV	14b		X
45	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization			51555
15	or entity located cutside the United States? If "Yes." complete Schedule F, Parts II and IV	15		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals			v
1100	located outside the United States? If "Yes." complete Schedule F, Parts III and IV	16		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX,			x
		17		- 42
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines	18	X	
	t = and 950 If "Ves " complete Schedule G. Part II	10		1
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes,"	19		X
	complete Schedule G, Part III Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
20a	Did the organization operate one or more hospital lacinities? If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		
b	IT YES TO line 20a, tild the organization attach a copy of no addition mandal electrons.	Form	990	(2011)

Form 990 (2011) ONLY MAKE BELIEVE,

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? <i>If</i> "Yes," <i>complete Schedule J</i>	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	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24b		
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 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, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		Х
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		х
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	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		Х
С	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		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		Λ
b	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		Х
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
	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?			
38	Note. All Form 990 filers are required to complete Schedule O	38	X	

Form 990 (2011) ONLY MAKE BELIEVE, INC.

Part V Statements Regarding Other IRS Filings and Tax Compliance

tale Enter the number reported in Box 3 of Form 1096. Enter 0- if not applicable		Check if Schedule O contains a response to any question in this Part v				·····	<u></u>
be Enter the number of Forms W.26 included in line 1a. Enter -0 if not applicable		E. M. Ward and J. David of Form 1006 Feter O if not applicable	12	7[Yes	No
be the first firs				28			
(gambing) winnings to prize winners? Enter the number of employees reported on Form W-S, Transmittal of Wage and Tax Statements, field for the calendar year ending with or within the year covered by this return Note. If the sum of lines 1s and 2s is greater than 250, you may be required to e-file (see instructions) Abote. If the sum of lines 1s and 2s is greater than 250, you may be required to e-file (see instructions) Abote. If the sum of lines 1s and 2s is greater than 250, you may be required to e-file (see instructions) Abote 1f the sum of lines 1s and 2s is greater than 250, you may be required to e-file (see instructions) Abote 1f the sum of the form 2f 1f	b	Enter the number of Forms W-2G included in line 1a. Enter 5-11 not applicable		ole gaming			1
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, Red for the calendary year ending with or within the year covered by this return b if at least one is reported on line 2a, did the organization fiel all required forderal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 2800, you may be required to e-file (see instructions) a Did the organization have unrelated business gross income of \$1,000 or more during the year? b if Yes, * has it filed a Form 990 T for this year? If * No.* provide an explanation in Schedule O b if Yes, * the tile of the organization that a minetest 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)? See instructions for filing requirements for form TD F 90-22.1, Report of Foreign Bank and Financial account)? See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. See Was the organization and a provide an explanation at any time during the tax year? b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5c If Yes, * to line 5a or 5b, did the organization file Form 8886-T? b Did any taxable party notify the organization file Form 8886-T? b Provided the organization and provides any contributions and any time during the tax year? b If Yes, * did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? c Organization statum are receive deductible contributions under section 170(c). If If Yes, * did the organization metals are promisely greater than \$100,000, and did the organization self. exchange, or otherwise dispose of tangible personal property for which it was required to file organization self. exchange, or otherwise dispose of tangible personal property for which it was required to file organization self. exchange,	С	loambling winnings to prize winners?	(Feb.)	3	1c	X	
field for the calendar year ending with or within the year covered by this returns 2 bit fat least one is reported on line 23, did the organization field in required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? 3b Diff work of the calendar year, did the organization have an interest in, or a signature or other authority over, a financial accountly is used as a bank account, securities account, or other financial accountly? 4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial accountly is used to a bank account, securities account, or other financial accountly. 5b If "Yes," either the name of the foreign country; but has a bank account, securities account, or other financial accountly. 5ce instructions for filing requirements for Form TD F90 22.1, Report of Foreign Bank and Financial Accounts. 5ce Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5c Was the organization and party to a prohibited tax shelter transaction? 6c If "Yes," is one Sar of Sb, did the organization that it was or is a party to a prohibited tax shelter transaction? 6c If "Yes," if one Sar of Sb, did the organization flee Form 8886-T? 6c Did the organization have annual gross-receipts that are normally greater than \$100,000, and did the organization solicit any contributions under section 170(c). 6c Did the organization shall may receive deductible contributions under section 170(c). 6c Did the organization receive a payment it excess of \$75 med party as a contribution and party for goods and services provided to the payor? 6c Did the organization receive a payment it excess of \$75 med party as a contribution of understoy, or a presonal benefit contract? 7c Did the organization receive a payment it excess of \$	0-	Cotor the number of employees reported on Form W-3. Transmittal of Wage and Tax Statements.	1				
If all east one is reported on line 2a, did the organization file all required federal employment tax returns? 2b X	Za		2a	0			
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions) 3	h	If at least one is reported on line 2a, did the organization file all required federal employment tax return	ns?		2b	X	
38 Did the organization have unrelated business gross income of \$1,000 or more during the year? 48 A lary 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)? 59 See instructions for filing requirements for Form TD F 90:22.1, Report of Foreign Bank and Financial Accounts. 50 Was the organization a party to a prohibited tax shelter transaction? 50 Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization of the organization file Form 888677 50 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? 50 Organizations that may receive deductible contributions under section 170(c). 50 If Yees, "did the organization notify the donor of the value of the spoads or services provided to the payor? 51 Did the organization neceive a payment in excess of \$75 made party as a contribution and party for goods and services provided to the payor? 52 To granizations that may receive deductible contributions under section 170(c). 53 Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 54 Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 55 Did the organization received a contribution of qualified intellectual property, did the organization file a Form 1096 C7 56 Did the organization make any taxable distributions under section 4966? 56 Did the organization make any taxable distributions under section 4966? 57 Did the organization make any taxable distribution of dualified intellectual property, did the organization file a Form 1096 C7 77 Did the organization make any taxable distributions under section 4966? 57 Spansaring organizations maintaining doer ad	D	Note If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
b if "Yes," that it filled a Form 990-T for this year" // If No." provide an explanation in Schedule O 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)? By If "Yes," enter the name of the foreign country: P See instructions for filling requirements for Form TD F 90.22.1, Report of Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling requirements for Foreign Bank and Financial Accounts. See instructions for filling and part of prophibited tax shelter transaction? See instructions for filling form that the are or a party to a prohibited tax shelter transaction? The filling for the organization and party for a party for a prohibited tax shelter transaction? The propagnization received a payment in excess of S75 made party as a contribution and party for goods and services provided? The filling for the organization or excess of contribution of the value of the goods or services provided? The filling forei	32	Did the organization have unrelated business gross income of \$1,000 or more during the year?			За		X
4a 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)? See instructions for filing requirements for Form TD F 90.22.1, Report of Foreign Bank and Financial Accounts. So Was the organization or party to a prohibited tax shelter transaction at any time during the tax year? 5a Was the organization for the foreign country. 5b Was the organization foreign country. 5c If "Yes," to line 5a or 5b, did the organization that it was or is a party to a prohibited tax shelter transaction? 5c If "Yes," to line 5a or 5b, did the organization file Form 8886 7? 5c If "Yes," to line 5a or 5b, did the organization file Form 8886 7? 5c If "Yes," to line 5a or 5b, did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 5c If "Yes," to line the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6c If the organization start many receive deductible contributions under section 170(c). 7c Did the organization receive apyment in excess of 57° made party as a contribution and party for goods and services provided to the payor? 7c Did the organization receive apyment in excess of 57° made party as a contribution or perceive provided? 7d If "Yes," indicate the number of Forms 8282 filed during the year 7d If If the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7d If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 8d Sponsoring organizations maintaining denor advised funds and section 599(a)3 supporting organizations. Bid a supporting organization make any taxable distributions under section 4966? 9d Did the organization make any taxable distributions under section	h	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	*******		3b		
financial account in a foreign country (such as a bank account, securities account, or other financial account)? 8 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. 8 Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 8 Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 8 Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 8 Did was 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? 8 Diff "Yes," did the organization include with every solicitation an express statement that such contributions or gfts were not tax deductible? 9 Did the organizations that may receive deductible contributions under section 170(c). 10 Did the organization receive a payment in excess of \$57 made party as a contribution and party for goods and services provided to the payor? 10 Did the organization receive a payment in excess of \$57 made party as a contribution and party for goods and services provided to the payor? 11 Pyes," did the organization of the value of the goods or services provided? 12 Did the organization receive a payment in excess of \$57 made party as a contribution and party for goods and services provided to the payor? 12 Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 13 Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 14 Did the organization received a contribution of qualified intellectual property, did the organization floating and payment of p	4a	At any time during the calendar year, did the organization have an interest in, or a signature or other a	authori	ty over, a			
b if "Yes," either 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? 5b ID darny taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5c If "Yes," io line 5a or 5b, lid the organization file Form 88686 T? 5c 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? b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 7 Organization shat may receive deductible contributions under section 170(c). 8 Did the organization receive a payment in excess of 5/5 made partly as a contribution and partly for goods and services provided to the payor? 7 To ID Id the organization notify the donor of the value of the goods or services provided? 10 Did the organization receive a payment in excess of 5/5 made partly as a contribution and partly for goods and services provided to the payor? 7 To ID ID IT ("Yes," indicate the number of Forms 8282 filed during the year 10 Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 11 Did the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 12 To ID	Tu	financial account in a foreign country (such as a bank account, securities account, or other financial a	accour	nt)?	4a		X
See instructions for filing requirements for Form TD F 90.22.1, Report of Foreign Bank and Financial Accounts. Sa Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5c Did the organization and annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? 6a X 8b X 8c X	b	If "Yes." enter the name of the foreign country:					
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13 Section 501(c)(29) qualified nonprofit health insurance issuers. a Is the organization licensed to issue qualified health plans in more than one state? 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 c Enter the amount of reserves on hand 13b 13c 14a X It is the organization receive any payments for indoor tanning services during the tax year? 14a X 15 It is the organization in Schedule O 14b	12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form	1041	?	12a		
a Is the organization licensed to issue qualified health plans in more than one state? 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 c Enter the amount of reserves on hand 13b 13c 14a X In the latter of the organization receive any payments for indoor tanning services during the tax year? In the latter of the organization in Schedule O. 14b	b		12b				
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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 c Enter the amount of reserves on hand 13b 13c 14a Did the organization receive any payments for indoor tanning services during the tax year? 14a X 15c 17c 18b 18c 19c 19c 19c 19c 19c 19c 19c	а	Is the organization licensed to issue qualified health plans in more than one state?			138		10000
organization is licensed to issue qualified health plans c Enter the amount of reserves on hand 13c 14a Did the organization receive any payments for indoor tanning services during the tax year? 14a X 15c 14b		Note. See the instructions for additional information the organization must report on Schedule O.					
c Enter the amount of reserves on hand 13c 14a Did the organization receive any payments for indoor tanning services during the tax year? 14b If "You " has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b	b	Enter the amount of reserves the organization is required to maintain by the states in which the	126	1			
the It "Yes" has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14a X 14b It "Yes" has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O							
14a Did the organization receive any payments for indoor tanning services during the tax year? The If "Yee " has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b	C	Enter the amount of reserves on hand			14a		X
b If "Yes," has it filed a Form 720 to report these payments? If No., provide an explanation in Solidate 5	14a	Did the organization receive any payments for indoor tanning services during the tax year?		************************			
	b	If "Yes," has it filed a Form 720 to report these payments? If "No, provide all explanation in Series			Forn	990	(2011)

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

	(O little od, Ob, Or 10b below, describe the disconnective processing Abia Dark VI			X
_	Check if Schedule O contains a response to any question in this Part VI			
Sec	tion A. Governing Body and Management		Yes	No
	5 to the self-critical members of the governing body at the end of the tax year		8-11	USF -
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 15 If there are material differences in voting rights among members of the governing body, or if the governing	5 5	W	
	If there are material differences in voling rights among members of the governing body, or a did governing			
	body delegated broad authority to an executive committee or similar committee, explain in Schedule 0.			
b	Enter the number of voting members included in line 1a, above, who are independent			
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other	2	Х	
	officer, director, trustee, or key employee?			
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision	3		X
	of officers, directors, or trustees, or key employees to a management company or other person?	4		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	5		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	6		X
6	Did the organization have members or stockholders?	0		
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or	72		x
	more members of the governing body?	7a		**
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or	76		X
	persons other than the governing body?	7b	10000	25
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:	0-	Х	J. SI
а	The governing body?	8a	X	
b	Each committee with authority to act on behalf of the governing body?	8b	Δ	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the	_		X
	organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	-	Δ
Sec	tion B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)			
			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a		X
h	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates,	00000		
	and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
112	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		X
h	Describe in Schedule O the process, if any, used by the organization to review this Form 990.	Maria		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X	_
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	_
	not the regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe		529275	
C	in Schedule O how this was done	12c	X	
40	Did the organization have a written whistleblower policy?	13	X	
13	Did the organization have a written document retention and destruction policy?	14	X	
14	Did the process for determining compensation of the following persons include a review and approval by independent			
15	persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	-		
	The organization's CEO, Executive Director, or top management official	15a	X	
a	are the second the organization	15b	X	
k	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).			
	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a	三/言		
16a	taxable entity during the year?	16a		X
	taxable entity during the year? If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation	128	Bal	
Ł	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate the parameters and take steps to safeguard the organization's	136		
	in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's	16b		
	exempt status with respect to such arrangements?	1.000		
Se	ction C. Disclosure			
17	List the states with which a copy of this Form 990 is required to be filed NY, DE	availa	ble	
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-1 (Section 30 10) are	and a saline	ma(1951)	
	for public inspection. Indicate how you made these available. Check all that apply.			
	X Own website X Another's website X Upon request	nd fins	encial	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, a	nu nn	irolai	
	to the second se			
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organiz	auOH.	-	
	SABRINA HAMADY - 646-336-1500			
	1133 BROADWAY SUITE 723, NEW YORK, NY 10010			

01-23-12

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

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

Check this box if neither the organiz (A) Name and Title	(B) Average hours per week	(do box	not c	Pos heck ss pe	ition more rson		one n an	(D) Reportable compensation from	Reportable compensation from related	(F) Estimated amount of other
	(describe hours for related organizations in Schedule O)	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) DENA HAMMERSTEIN	4.00	х		х				0.	0.	0.
(2) MARIANNE HARDART BOARD MEMBER	1.00	Х						0.	0.	0.
(3) AMY HORROCKS PRESIDENT	4.00	х		x				0.	0.	0.
(4) JENNIFER HAMMERSTEIN TREASURER	2.00	x		Х				0.	0.	0.
(5) JOE DIPIETRO BOARD MEMBER	1.00	Х						0.	0.	0
(6) SUZANNE DAVIS SECRETARY	1.00	X		Х				0.	0.	0
(7) HAYLEY MILLS BOARD MEMBER	1.00	Х			L			0.	0.	0
(8) LISA POGGI, ESQ. BOARD MEMBER	1.00	х						0.	0.	0
(9) GLENN CONNOLLY BOARD MEMBER	1.00	X						0.	0.	0
(10) WASEEM NOOR BOARD MEMBER	1.00	Х			L	L		0.	0.	0
(11) SARAH ROSAND BOARD MEMBER	1.00	X	L					0.	0.	0
(12) CHRIS WEARING BOARD MEMBER	1.00	X		L				0.	0.	0
(13) CATHY LASRY BOARD MEMBER	1.00	х		L				0.	0.	0
(14) JOSH LUCAS BOARD MEMBER	1.00	Х		1			1	0.	0.	. 0
(15) KATE HALL BOARD MEMBER	1.00	Х			1			0.	0.	. 0
(16) SUE EMANUEL BOARD MEMBER	1.00	Х		Х				0.	0.	. 0
(17) MARICHA MILES EXECUTIVE DIRECTOR	40.00			X				67,442.	0.	, 0 Form 990 (201

132007 01-23-12

Form 990 (2011)

	VII Section A. Officers, Directors, 7	rustees, key Er	ubic	byee	S, a	nu i	ngn	:51	Compensated Employ		T	_	
	(A) (B) (C) (D) (E) Average Position Reportable Reportable				(F)								
	Name and title	Average		not c	heck	more	than o		Reportable	Reportable	100000	imate ount	
		hours per week					is both or/trust		compensation from	compensation from related		other	
		(describe	director						the	organizations	comp	ensa	ation
		hours for	or dire	au.			ated		organization	(W-2/1099-MISC)	126 (1997)	om th	
		related organizations	trustee or	trustee		92	spens		(W-2/1099-MISC)			niza rela	
		in Schedule	dual tr	nstitutional		ay old r	stcon	b la			orgai		
		O)	Individual	Institu	Officer	Key employee	Highest compensated employee	Former					
												_	
		_	_	-		-	\vdash	-					
							\vdash						
							Ш				_	_	
			\vdash	\vdash	_			_			-	-	
		_		\vdash		\vdash		_					
				\vdash			П						
													_
1b	Sub-total						•		67,442.	0.			0.
С	Total from continuation sheets to Part	VII, Section A							0.	0.			0.
d	Total (add lines 1b and 1c)						<u> </u>	1027750	67,442.		•	-	0 •
2	Total number of individuals (including bu		nose	e list	ed a	DOV	e) wr	io re	eceived more than \$100	0,000 or reportable			0
_	compensation from the organization							_				Yes	No
3	Did the organization list any former office	er, director, or tr	uste	e, k	ey e	mple	oyee,	orl	highest compensated e	employee on		600	1
J	line 1a? If "Yes," complete Schedule J fo	or such individual		*****									
	For any individual listed on line 1a, is the										3		X
4		sum of reportab	ole c	omp	ens	atio	n and	oth	her compensation from	the organization			
4	and related organizations greater than \$	sum of reportab	, " cc	ompi	ete	Sch	n and	oth	her compensation from for such individual	the organization	3		X
4 5	Did any person listed on line 1a receive	e sum of reportable 150,000? If "Yes or accrue compe	," co ensat	ompi tion	ete fron	Sch an	n and edule y unr	oth Jf elat	her compensation from for such individual ed organization or indiv	the organization	4		х
5	Did any person listed on line 1a receive rendered to the organization? If "Yes," c	e sum of reportable 150,000? If "Yes or accrue compe	," co ensat	ompi tion	ete fron	Sch an	n and edule y unr	oth Jf elat	her compensation from for such individual ed organization or indiv	the organization			
5 Sec	Did any person listed on line 1a receive rendered to the organization? If "Yes," c tion B. Independent Contractors	e sum of reportable 150,000? If "Yes or accrue compe complete Schedu	," co ensat le J	ompi tion for s	ete from uch	Sch n an per	n and edule y unr	l oth e J f	her compensation from for such individual ed organization or indiv	the organization	5	rom	х
5	Did any person listed on line 1a receive of rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest	e sum of reportable 150,000? If "Yes or accrue compete Schedue compete schedue compete schedue compensated in	," co ensat le J idep	tion for s	ete from uch	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	her compensation from for such individual ed organization or individual that received more than	the organization ridual for services \$100,000 of comper	5	rom	х
5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable sum of reportable 150,000? If "Yes or accrue compete omplete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	ther compensation from for such individual	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
5 Sec	Did any person listed on line 1a receive of rendered to the organization? If "Yes," of tion B. Independent Contractors Complete this table for your five highest the organization. Report compensation	e sum of reportable 150,000? If "Yes or accrue compete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	her compensation from for such individual ted organization or individual that received more than the organization's tax	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable 150,000? If "Yes or accrue compete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	ther compensation from for such individual	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable 150,000? If "Yes or accrue compete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	ther compensation from for such individual	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable 150,000? If "Yes or accrue compete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	ther compensation from for such individual	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable 150,000? If "Yes or accrue compete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	ther compensation from for such individual	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
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5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable 150,000? If "Yes or accrue compete Schedule compensated in for the calendar yes."	," co ensat le J dep year	tion for s	from uch ent d	Sch n an per cont	n and edule y unr son	l oth e J frelate elate	ther compensation from for such individual	the organization vidual for services \$100,000 of compenyear.	4 5 sation f	2)	х
5 Sec	Did any person listed on line 1a receive or rendered to the organization? If "Yes," cotion B. Independent Contractors Complete this table for your five highest the organization. Report compensation (A)	e sum of reportable 150,000? If "Yes or accrue compe- complete Schedule compensated in for the calendar yess address	ndep	eend end	ete from uch ent (ing)	Schi an per conti	n and eeduk y unr sson _ tracto	I oth	ther compensation from for such individual	the organization ridual for services \$100,000 of comper year. services	4 5 sation f	2)	х

Par	t VIII	Statement of Reven	ue		(A) Total revenue	(B) Related or exempt function	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512,
						revenue	Teveride	513, or 514
Contributions, Gifts, Grants and Other Similar Amounts		(1) TO THE STATE OF THE STATE O	1a					
G G		Membership dues		760,882.				
A,		Fundraising events	.,,,,,,,,,	700,002.				
ia ia		Related organizations						
Sin		Government grants (contributions) All other contributions, gifts, grant	111					
le E	f	similar amounts not included above		367,632.				
S	а	Noncash contributions included in lines	******					
Sor		Total. Add lines 1a-1f			1,128,514.			
				Business Code				A RECUESTIALE.
9	2 a							
e vi	b							
Program Service Revenue	C							
lev Sev	d							
Po l	е		A. C.					
п.	f	All other program service reve		•		CONTRACTOR AND ADDRESS OF A STATE	THE CAST NEWS	SEVICE
\rightarrow	7.5	Total. Add lines 2a-2f	dividends intere					
	3	other similar amounts)			287.			287.
	4	Income from investment of tax						
	5	Royalties						
			(i) Real	(ii) Personal				
	6 a	Gross rents						
	b	Less: rental expenses						
	С	Rental income or (loss)						A BOOK SHEET AND A STATE OF
		Net rental income or (loss)	The state of the s				I MARKET WILLIAM STATES	SALES SERVICES
	7 a	Gross amount from sales of	(i) Securities	(ii) Other				
		assets other than inventory						
	b	Less: cost or other basis						
- 1		and sales expenses						
- 1		Gain or (loss)		•				
		Net gain or (loss)		*****		GO THE STATE OF		
nne	8 a	including \$ 760,8	882 • of					
ver		contributions reported on line	1c). See					
Other Reven		Part IV, line 18		93,140.				
the	b	Less: direct expenses		93,140.				
0		Net income or (loss) from fund		>	0.			
		Gross income from gaming a						
		Part IV, line 19						
		Less: direct expenses				A CANADA PARENTE		The second second
- 1		Net income or (loss) from gan					- Walting	
	10 a	Gross sales of inventory, less						
		and allowances						
		Net income or (loss) from sale						
-	С	Miscellaneous Reven		Business Code	en- E CHEVE		E TO LE PO	
	11 a	NET COULT & ANDOLIC		900099	49	. 49.		
	b							
	0	All other revenue			10			
	6	Total. Add lines 11a-11d			49		-	287
	12	Total revenue. See instructions.		<u> </u>	1,128,850	• 49.		Form 990 (201

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

t include amounts reported on lines 6b, , 9b, and 10b of Part VIII.	Total expenses	Program service	Management and	Fundraising
		expenses	general expenses	expenses
rants and other assistance to governments and rganizations in the United States. See Part IV, line 21				
Grants and other assistance to individuals in				
ne United States. See Part IV, line 22			CHANGE STREET	
Grants and other assistance to governments,				
rganizations, and individuals outside the Inited States. See Part IV, lines 15 and 16				
Senefits paid to or for members Compensation of current officers, directors,				
rustees, and key employees	67,441.	13,488.	6,744.	47,209
compensation not included above, to disqualified				
ersons (as defined under section 4958(f)(1)) and				
	446,818.	381,456.	51,323.	14,039.
	2,397.	1,846.	263.	288.
	32,340.	24,902.		3,880.
		41,361.	5,909.	6,446.
	843.			
	13,000.		13,000.	
The state of the s				
nggrenner (Sproes) to the entitle out belief to entitle out of the control of the	45,958.	2,094.		42,152
	1,151.	119.		718.
[2] [(1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	54,835.	18,438.		18,036
: [1] [1] [1] [1] [1] [1] [1] [1] [1] [1]	535.		115.	420.
[사용하다 전문 : [1] [1] 마음 (1) 4 C C C C C C C C C C C C C C C C C C				5,937
(1.1.10mm) (1.1.10mm) コレコー コリスト (1.1.10mm) コレスト (1.1.10mm) コレスト (1.1.10mm) コレコー (1.1.10mm)	22,493.	20,311.	1,457.	725
			000	1 070
				1,079
50 m d 4 m d 4 d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m d 4 m	4,431.	3,412.	487.	534
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 U.)	31 543.			31,543
		1.333.	16,486.	6,762
MISCELLANEOUS AND DIES			61.	13,486
SUDSCRIPTIONS AND DOES	20,027.			
	874.100.	553.783.	127,065.	193,252
	0,1,200			
				Form 990 (201
	Other salaries and wages Pension plan accruals and contributions (include ection 401(k) and section 403(b) employer contributions) Other employee benefits Payroll taxes Fees for services (non-employees): Management Legal Accounting Lobbying Professional fundraising services. See Part IV, line 17 Investment management fees Other Advertising and promotion Office expenses Information technology Royalties Occupancy Travel Payments of travel or entertainment expenses for any federal, state, or local public officials Conferences, conventions, and meetings Interest Payments to affiliates Depreciation, depletion, and amortization	At the salaries and wages Pension plan accruals and contributions (include ection 40 (N) and section 403(b) employer contributions) Payroll taxes Pees for services (non-employees): Management Legal Accounting Lobbying Professional fundraising services. See Part IV, line 17 Investment management fees Other Advertising and promotion Office expenses Information technology Royalties Payments of travel or entertainment expenses for any federal, state, or local public officials Conferences, conventions, and meetings Interest Payments to affiliates Depreciation, depletion, and amortization Insurance Other expenses. Itemize expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule 0.) INDIRECT BENEFIT EXPENS MISCELLANEOUS SUBSCRIPTIONS AND DUES All other expenses. Total functional expenses. Add lines 1 through 24e. 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 Add (8188. 2 (1997) 32 (1997)	Accounting Accounting Accounting and promotion (new professional fundraising services. See Part IV, line 17 and promotion (new professional fundraising services. See Part IV, line 17 and promotion (new professional fundraising services. See Part IV, line 17 and promotion (new professional fundraising services. See Part IV, line 17 and promotion (new professional fundraising services. See Part IV, line 18 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and promotion (new professional fundraising services. See Part IV, line 19 and professional fundraising services. See Part IV, line 19 and professional fundraising services. See Part IV, line 19 and professional fundraising services. See Part IV, line 19 and professional fundraising services. See Part IV, line 19 and professional fundraising services. See Part IV, line 19 and professional fundraising services. See Part IV, line 19 and 1	## Address and wages ## A46,818. 381,456. 51,323. ## Sinch plan accruals and contributions (include ecition 40%) and section 40%) and section 40%) and section 40% and s

13-4133410 Page 11 ONLY MAKE BELIEVE, INC. Form 990 (2011) Part X | Balance Sheet (A) End of year Beginning of year 637,448. 355,621. 1 Cash - non-interest-bearing 111,147. 110,860. 2 Savings and temporary cash investments 16,925. 47,592. 3 Pledges and grants receivable, net 4 Accounts receivable, net 5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II 5 of Schedule L Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) 7 Notes and loans receivable, net 7 8 Inventories for sale or use 2,905. 13,214. Prepaid expenses and deferred charges 10a Land, buildings, and equipment: cost or other 35,760. 10a basis. Complete Part VI of Schedule D 11,672. 24,088. 16,236. 10c b Less: accumulated depreciation 10b 11 Investments - publicly traded securities 11 12 12 Investments - other securities. See Part IV, line 11 13 Investments - program-related. See Part IV, line 11 13 14 Intangible assets 14 15,105. 15,105. 15 Other assets. See Part IV, line 11 805,511. 548,319. 16 Total assets. Add lines 1 through 15 (must equal line 34) 16 26,309. 28,751. 17 Accounts payable and accrued expenses 17 18 18 Grants payable 19 Deferred revenue 19 20 Tax-exempt bond liabilities Escrow or custodial account liability. Complete Part IV of Schedule D 21 iabilities Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II 22 of Schedule L 23 Secured mortgages and notes payable to unrelated third parties 23 Unsecured notes and loans payable to unrelated third parties Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of 28,751. 26,309. Total liabilities. Add lines 17 through 25 Organizations that follow SFAS 117, check here

X
and complete lines 27 through 29, and lines 33 and 34. Net Assets or Fund Balances 776,760. 510,010. Unrestricted net assets 27 12,000. 28 Temporarily restricted net assets 28 Permanently restricted net assets

805,511. Form 990 (2011)

776,760.

31

34

522,010.

548,319.

32

33

complete lines 30 through 34.

Organizations that do not follow SFAS 117, check here
and

Capital stock or trust principal, or current funds

Total liabilities and net assets/fund balances

Paid-in or capital surplus, or land, building, or equipment fund Retained earnings, endowment, accumulated income, or other funds

Total net assets or fund balances

review, or compilation of its financial statements and selection of an independent accountant?

X Separate basis Consolidated basis Both consolidated and separate basis

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

separate basis, consolidated basis, or both:

Act and OMB Circular A-133?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit

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

-			_
Form	990	(201)	1)

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За

3b

X

X

Form 990 (2011)

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SCHEDULE A

Department of the Treasury

Internal Revenue Service

(Form 990 or 990-EZ)

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

Employer identification number 13-4133410 ONLY MAKE BELIEVE INC

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)	Part I	Reason for		rity Status (All organiz	ations mus	t complete	this part) See inst	ructions.				_
A church, convention of churches, or association of churches described in section 170(b)(1)(A)(ii). A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.) 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, city, and state: A 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 rederal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). A rederal, state, or local government or governmental unit described in section 170(b)(1)(A)(v). A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) An organization organized and operated exclusively to test for public safety. See section 509(a)(4). An organization organized and operated exclusively to test for public safety. See section 509(a)(4). An organization organized and operated exclusively to test for public safety. See section 509(a)(4). An organization organized and operated exclusively to test for public safety. See section 509(a)(4). An organization organized and operated exclusively to test for public safety. See section 509(a)(4). An organization organized and operated exclusively to test for public safety. See section 509(a)(4). An organization organized and operated exclusively to rederent the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported	he organi	zation is not a	private foundation	because it is: (For lines 1	through 1	1, check o	nly one bo	ox.)					
A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: 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). A norganization 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.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part III.) 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 investmen 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.) 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)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. a Type II Typ	10000	A church, con	vention of churche	es, or association of churc	ches descri	ibed in sec	tion 170(b)(1)(A)(i).					
A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: 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)(v). (Complete Part II.) 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.) 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 11th. a Type II b Type III c Type III refunctionally integrated d Type III - Other 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 organization secribed in 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 G Since August 17, 2006, has the organization accepted any gift or	2												
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). X 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.) 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 investmen income and unrelated business taxable income (less section 511 tax) from businesses acquires by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.) 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, to to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) as escition 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h. a	3	A hospital or a	cooperative hosp	ital service organization of	described in	n section	170(b)(1)(A)(iii).			4. 41		
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). A corganization 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.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 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.) 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 organization and complete lines 11e through 11th. a	4	A medical rese	earch organization	operated in conjunction	with a hosp	oital descri	bed in se	ction 170(b)(1)(A)(iii)	. Enter the	e hospital's	s nam	е,
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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.) A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.) 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.) 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. a Type I b Type II c Type III - Cuntrolled 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)(1) or section 509(a)(2). If the organization received a written determination from the IRS that it is a Type II, 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, the governing body of the supported organizat	5	The state of the s			niversity ow	ned or ope	erated by	a governn	nentai unit	described	1 111		
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.) 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.) 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. a Type I b Type II c Type III - Count of the complete 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, the governing body of the supported organization organization (vi) above? (ii) A family member of a person described in (i) above? (iii) A family member of a person described in (i) organiz					conscionario e di conscionario		470/5//4	VAV.					
section 170(b)(1)(A)(vi). (Complete Part II.) 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.) 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. a		A federal, stat	e, or local governm	nent or governmental unit	described	in section	1 1/0(0)(1)(A)(V). ntal unit o	r from the	neneral ni	iblic descr	ihed ir	n
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.) 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 11th. a	7 X				of its suppo	ort from a ç	governme	illai uriil o	i irom ure ș	general po	iblic desci	ibed 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.) 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 and complete lines 11e through 11h. a	- [Complete	Dart II \							
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a Type I b Type II c Type III - Functionally integrated d Type III - Other 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 I, Type II, 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, the governing body of the supported organization? (ii) A family member of a person described in (i) above? (iii) A 35% controlled entity of a person described in (i) or (ii) above? (ii) Name of supported organization about the supported organization (described on lines 1-9 above or IRC section organization? (iv) Is the organization in col. (i) organizat		describes the	type of supporting	organization and comple	ete lines 11	e through	11h.						
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LHA For Paperwork Reduction Act Notice, see the Instructions for

Form 990 or 990-EZ.

132021 01-24-12

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.)

Calendary veral (or fiscal year beginning in) Calendary veral (or fiscal y	Sec	ction A. Public Support						
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18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		more, and if the organization meets t	ne lacis-and-circi	The organization	qualifies as a nubl	licly supported or	anization	
18 Private foundation. If the organization did not check a box of line 13, 16a, 16b, 17a, of 17b, check this box and 35s included in Schedule A (Form 990 or 990-EZ) 2011		organization meets the "facts-and-cir	cumstances test	hov on line 12 14	3a 16h 17a or 17	h check this box	and see instruction	ns 🕨
	18	Private foundation. If the organization	on did not check a	DOX OF THE 13, 10	Ja, 100, 17a, 01 17	Sch	edule A (Form 990	0 or 990-EZ) 2011

Schedule A (Form 990 or 990-EZ) 2011 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.)

Sec	tion A. Public Support						7589186 = 101 PO
Cale	ndar year (or fiscal year beginning in) 🕨	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1	Gifts, grants, contributions, and						
	membership fees received. (Do not						
	include any "unusual grants.")						
	Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3	Gross receipts from activities that						
	are not an unrelated trade or 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						
t	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						
(Add lines 7a and 7b						
8	Public support (Subtract line 7c from line 6.)	THE RESERVED					
	ction B. Total Support				1 , , , , , , ,	(-) 0011	(f) Total
Cale	ndar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(i) iotai
9						-	
10	Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
1	Unrelated business taxable income						
	(less section 511 taxes) from businesses acquired after June 30, 1975						
	Add lines 10a and 10b						
11	Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12	Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13	Total support			5.050		on 501/5//0\	annization
14	First five years. If the Form 990 is for	the organization	i's first, second, th	ird, fourth, or fifth	tax year as a secti	ion 50 (c)(3) or	gamzation,
	check this box and stop here						
Se	ction C. Computation of Publ	c Support P	ercentage			45	%
15	Public support percentage for 2011 (I	ine 8, column (f)	divided by line 13,	column (f))		15	%
16	Public support percentage from 2010	Schedule A, Par	rt III, line 15	•		10	70
Se	ction D. Computation of Inves	stment Incon	ne Percentage	e 10 L (6)		17	%
17	Investment income percentage for 20	11 (line 10c, colu	umn (f) divided by	line 13, column (t)			%
18	Investment income percentage from	2010 Schedule A	A, Part III, line 17		15 is more than	23 1/3% and	
19	a 33 1/3% support tests - 2011. If the	organization did	not check the bo	x on line 14, and li	ne 15 is more than	ization	I
	more than 33 1/3%, check this box a	nd stop here. Th	ne organization qu	aimes as a publici	y supported organi	nore than 33.1.	/3% . and
	b 33 1/3% support tests - 2010. If the line 18 is not more than 33 1/3%, che	organization did	not check a box o	ganization qualifie	s as a publicly sun	ported organiz	ation
	line 18 is not more than 33 1/3%, che Private foundation. If the organization	ck this box and	stop nere. The or	gariization qualifie	this hox and see i	instructions	
20	Private foundation. If the organization	n did not check	a box on line 14, 1	Ja, UI IJU, CHECK	LING DON WITH SEC I		

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

2011

Employer identification number

13-4133410 ONLY MAKE BELIEVE, INC. Organization type (check one): Filers of: Section: X 501(c)(3) (enter number) organization Form 990 or 990-EZ 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization 501(c)(3) exempt private foundation Form 990-PF 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundation Check if your organization is covered by the General Rule or a Special Rule. Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions. General Rule For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. Special Rules X For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III. For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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) (2011)

Employer identification number

ONLY	MAKE	BELIEVE,	INC.
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Part I	Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.				
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
1	ACCENTURE 1345 AVENUE OF THE AMERICAS NEW YORK, NY 10105	\$62,081.	Person X Payroll		
(a)	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
2	AVENUE CAPITAL MANAGEMENT 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022	\$\$	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
3	DENA HAMMERSTEIN C/O A. KOZAK & COMPANY, 192 LEXINGTON AVENUE NEW YORK, NY 10018	\$165,000.	Person X 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		
4	MCGRAW HILL COMPANIES 1221 AVENUE OF THE AMERICAS, 47TH FLOOR NEW YORK, NY 10020	\$26,875.	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
5	WALT DISNEY COMPANY, INC. 77 WEST 66TH STREET, 9TH FLOOR NEW YORK, NY 10023	\$32,500.	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
6	BANK OF AMERICA ONE BRYANT PARK. 135 WEST 42ND STREET NEW YORK, NY 10036	\$ 25,000 ·	Person X Payroll		

Employer identification number

ONLY MAKE BELIEVE, INC	Z .
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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	BINGHAM MCCUTCHEN, LLP ONE FEDERAL STREET BOSTON, MA 02110	\$50,000.	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
8	DAVIS POLK & WARDWELL LLP 450 LEXINGTON AVENUE NEW YORK, NY 10017	\$\$	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
10	LUDWIG FAMILY FOUNDATION, INC. 1201 PENNSYLVANIA AVENUE, NW SUITE 617 WASHINGTON, DC 20004	\$50,000.	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
11	GREENBERG TRAURIG PHILANTHROPIC 333 AVENUE OF THE AMERICAS MIAMI, FL 33131	\$\$	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
12	O'MELVENY & MYERS LLP 400 SOUTH HOPE STREET LOS ANGELES, CA 90071	\$50,000.	Person X Payroll		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution		
13	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP FOUR TIMES SQUARE NEW YORK, NY 10036	\$50,000.	Person X Payroll		
100150 01 0	2011 20111 2000	Schedule B (Form	990, 990-EZ, or 990-PF) (

Employer identification number

ONLY MAKE BELIEVE, INC.

Part I	Contributors (see instructions). Use duplicate copies of Part I if addition	onal space is needed.	
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
14	MATTHEW R STONE 578 WASHINGTON BOULEVARD, #293 NEW YORK, NY 90291	\$ 25,000.	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
15	WACHTELL, LIPTON, ROSEN & KATZ 51 WEST 52ND STREET NEW YORK, NY 10019	\$\$	Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
16	WEIL, GOTHSHAL & MANGES LLP 767 FIFTH AVENUE NEW YORK, NY 10153	\$\$ <u>50,189.</u>	Person X Payroll
(a)	(b)	(c) Total contributions	(d) Type of contribution
No. 17	Name, address, and ZIP + 4 WILMER, CUTLER, PICKERING, HALD AND DORR LLP 1875 PENNSYLVANIA AVENUE, NY WASHINGTON, DC 20006	\$ 40,000.	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
9	HAROLD AND BARBARA WERTHEIMER 165 EAST 72ND STREET, APT 17E NEW YORK, NY 10021		Person X Payroll
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		Schedule B (Form	Person Payroll Noncash (Complete Part II if there is a noncash contribution.)

Employer identification number

ONLY MAKE	BELIEVE,	INC
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art II	Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.					
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received			
(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			

Name of orga	anization	Employer identification number	
ONLY M	AKE BELIEVE, INC.		13-4133410
Part III	Exclusively religious, charitable, etc., indiverse year. Complete columns (a) through (e) and the total of exclusively religious, charitable, etc. Use duplicate copies of Part III if addition	c., contributions of \$1,000 or less fo	(c)(7), (8), or (10) organizations that total more than \$1,000 for
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Part I			
		(e) Transfer of gi	jift
	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	(d) Description of how gift is held
		(e) Transfer of gi	ift
	Transferee's name, address, ar	nd ZIP + 4	Relationship of transferor to transferee
(a) No. from	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
Part I	(s) talpece of girl	(0) 000 0. g.m	(a) 2000 pater of noting and to note
-		(e) Transfer of git	ift
-	Transferee's name, address, an	nd ZIP + 4	Relationship of transferor to transferee
(a) No.			
from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
		(e) Transfer of gif	ift
	Transferee's name, address, an		Relationship 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, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

➤ Attach to Form 990. ➤ See separate instructions.

2011 Open to Public Inspection

Name of the organization

ONLY MAKE BELIEVE, INC.

Employer identification number 13-4133410

Par	t I Organizations Maintaining Donor Advised F	unds or Other Similar Fund	s 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 writi	ng that the assets held in donor adv	rised funds			
	are the organization's property, subject to the organization's exc					
6	Did the organization inform all grantees, donors, and donor advis	sors in writing that grant funds can b	e used only			
	for charitable purposes and not for the benefit of the donor or do	onor advisor, or for any other purpos	e conferring			
	impermissible private benefit?					
Par		zation answered "Yes" to Form 990,	Part IV, line 7.			
	Purpose(s) of conservation easements held by the organization (
	Preservation of land for public use (e.g., recreation or educ		nistorically important land area			
	Protection of natural habitat	Preservation of a ce	ertified historic structure			
	Preservation of open space					
2	Complete lines 2a through 2d if the organization held a qualified	conservation contribution in the form	n of a conservation easement on the last			
_	day of the tax year.					
	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					
	Number of conservation easements on a certified historic structu					
d	Number of conservation easements included in (c) acquired afte	r 8/17/06, and not on a historic struc	cture			
u	listed in the National Register					
3	Number of conservation easements modified, transferred, release	ed, extinguished, or terminated by t	he organization during the tax			
3	year >		11 12 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1			
4	Number of states where property subject to conservation easem	nent is located				
5	Does the organization have a written policy regarding the period	ic monitoring, inspection, handling of	- of			
5	violations, and enforcement of the conservation easements it ho		V N-			
6	Staff and volunteer hours devoted to monitoring, inspecting, and	enforcing conservation easements				
7	Amount of expenses incurred in monitoring, inspecting, and enfo	orcing conservation easements during	ng the year ▶ \$			
8	Does each conservation easement reported on line 2(d) above s	atisfy the requirements of section 17	70(h)(4)(B)(i)			
J	and section 170(h)(4)(B)(ii)?		100			
9	In Part XIV, describe how the organization reports conservation	easements in its revenue and expen	se statement, and balance sheet, and			
	include, if applicable, the text of the footnote to the organization	's financial statements that describe	es the organization's accounting for			
	conservation easements					
Pai	t III Organizations Maintaining Collections of A	rt, Historical Treasures, or	Other Similar Assets.			
	Complete if the organization answered "Yes" to Form 990), Part IV, line 8.				
12	If the organization elected, as permitted under SFAS 116 (ASC 9	958), not to report in its revenue stat	ement and balance sheet works of art,			
10	historical treasures, or other similar assets held for public exhibit	tion, education, or research in furthe	rance of public service, provide, in Part XIV,			
	the text of the footnote to its financial statements that describes					
h	If the organization elected, as permitted under SFAS 116 (ASC 9	958), to report in its revenue stateme	ent and balance sheet works of art, historical			
	If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts					
	relating to these items:					
	(i) Revenues included in Form 990, Part VIII, line 1		▶ \$			
	(ii) Assets included in Form 990, Part X		▶ \$			
2	If the organization received or held works of art, historical treasu	ires, or other similar assets for financial	cial gain, provide			
2	the following amounts required to be reported under SFAS 116	(ASC 958) relating to these items:				
	Revenues included in Form 990, Part VIII, line 1		> \$			
a	Assets included in Form 990, Part X					
D	Assets included in Form 550, Fall A	***************************************	reaction are 190 of the limit			

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

Schedule D (Form 990) 2011

4	Describe in Part XIV the intended uses of the org	anization's endowment	funds. , line 10.		
	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a	Land				
b	Buildings				
	Leasehold improvements		19,662.	11,252.	8,410
d	Equipment		16 098	12.836.	3,262

(i) unrelated organizations

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

Schedule D (Form 990) 2011

11,672.

(ii) related organizations

132053 01-23-12

Schedule D (Form 990) 2011

	74 Hoodingman				1,128,850.
	Total revenue (Form 990, Part VIII, column (A), line 12)				874,100.
	Total expenses (Form 990, Part IX, column (A), line 25)				254,750.
	Excess or (deficit) for the year. Subtract line 2 from line 1				234,730.
4	Net unrealized gains (losses) on investments		4		
5	Donated services and use of facilities				
6	Investment expenses		6		
	Prior period adjustments				
8	Other (Describe in Part XIV.)				
	Total adjustments (net). Add lines 4 through 8				054 550
	(1.5.4) for the year per guidited financial statements. Combine lines 3 an	d 9	10		254,750.
Par	XII Reconciliation of Revenue per Audited Financial Statement	ents With	Revenue per F	Return	1 126 050
1	Total revenue, gains, and other support per audited financial statements			1	1,136,850.
	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
	Net unrealized gains on investments	2a		1983	
	Donated services and use of facilities		8,000.		
	Recoveries of prior year grants				
	Other (Describe in Part XIV.)				8 98550
d	Add lines 2a through 2d	en e		2e	8,000.
	Subtract line 2e from line 1			3	1,128,850.
3	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			1 31	
4	Investment expenses not included on Form 990, Part VIII, line 7b	4a		100	
	Other (Describe in Part XIV.)	1.2		4c	0.
С	Add lines 4a and 4b				1,128,850.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) t XIII Reconciliation of Expenses per Audited Financial Statem	ents With	Expenses pe	Retu	rn
Par	Total expenses and losses per audited financial statements			1	882,100.
1					
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:	2a	8,000		
a	Donated services and use of facilities				
b	Prior year adjustments				
C	Other losses	2c			
d	Other (Describe in Part XIV.)	2d		2e	8,000.
е	Add lines 2a through 2d			3	874,100.
3	Subtract line 2e from line 1			3	0/1/200
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:	1 1		1152	
	Investment expenses not included on Form 990, Part VIII, line 7b			100	
b	Other (Describe in Part XIV.)	4b		-	0.
С	Add lines 4a and 4b			4c	874,100.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)			5	0/4,100.
Pa	t XIV Supplemental Information				
Pa	TXIV Supplemental Information Plote this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part	III, lines 1a a	and 4; Part IV, lines	1b and	2b; Part V, line 4; Part
	a put you have 3d and 4b; and Part YIII lines 2d and 4b. Also com	plete this pa	irt to provide any a	ddillona	i information.
PAI	RT X, LINE 2: MANAGEMENT HAS EVALUATED ALI	INCOM	IE TAX POS	TTTO	NS AND
CO	NCLUDED THAT THERE ARE NO UNCERTAIN TAX PO	SITION	IS THAT RE	QUIR	E
DI	SCLOSURES IN THE FINANCIAL STATEMENTS.				

Schedule D (Form 990) 2011

SCHEDULE G

Department of the Treasury

Internal Revenue Service

(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. ➤ Attach to Form 990 or Form 990-EZ. ➤ See separate instructions.

OMB No. 1545-0047

Inspection

Name of the organization

ONT V MAKE DELTEVE

Employer identification number 13-4133410

	KE BELIEVE, INC.				13-4133	
required to complete this part						filers are not
 Indicate whether the organization rais a Mail solicitations b Internet and email solicitations c Phone solicitations d In-person solicitations 2 a Did the organization have a written of key employees listed in Form 990, Pab If "Yes," list the ten highest paid indicompensated at least \$5,000 by the 	e Solicitat f Solicitat g Special or oral agreement with any individual art VII) or entity in connection with p viduals or entities (fundraisers) purs	tion of the tion o	non-gi govern ising of ling of onal f	overnment grants nment grants events fficers, directors, true undraising services?	stees or Yes	
(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes No				
Total 3 List all states in which the organization or licensing.	on is registered or licensed to solicit	contril	oution	s or has been notifie	ed it is exempt from i	egistration
LHA Paperwork Reduction Act Notice,	, see the Instructions for Form 990	0 or 99	0-EZ.		Schedule G (Fo	rm 990 or 990-EZ) 201

		(a) Event #1 OMB ANNUAL FUNDRAISER	(b) Event #2	(c) Other events NONE	(d) Total events (add col. (a) through col. (c))		
		(event type)	(event type)	(total number)	55(-1/		
Revenue	1 Gross receipts	854,022.			854,022.		
	Less: Charitable contributions	760,882.			760,882.		
	3 Gross income (line 1 minus line 2)	93,140.			93,140.		
	4 Cash prizes						
ses	5 Noncash prizes						
Direct Expenses	6 Rent/facility costs	,					
Direct	7 Food and beverages						
	8 Entertainment						
	9 Other direct expenses				1		
	10 Direct expense summary. Add lines 4 throi				93,140.		
	11 Net income summary. Combine line 3, colunt III Gaming. Complete if the organization	imn (d), and line 10	990 Part IV line 19, or re	eported more than			
Ра		on answered Tes to Form	000,1 411,11, 1110 10, 0				
_	\$15,000 on Form 990-EZ, line 6a.		(b) Pull tabs/instant		(d) Total gaming (add		
Revenue	1 Gross revenue	(a) Bingo	bingo/progressive bingo	(c) Other gaming	col. (a) through col. (c))		
	201 00 120						
Direct Expenses	2 Cash prizes						
EXP	3 Noncash prizes						
Direct	4 Rent/facility costs	434					
	5 Other direct expenses						
	6 Volunteer labor	Yes %	Yes% No	Yes % No			
	7 Direct expense summary. Add lines 2 thro			>	(
	8 Net gaming income summary. Combine lin	ne 1, column d, and line 7		>			
	Enter the state(s) in which the organization op a Is the organization licensed to operate gaming b If "No," explain:	g activities in each of these	states?		Yes No		
	a Were any of the organization's gaming license of "Yes," explain:			year?	Yes No		

132082 01-23-12

	edule G (Form 990 or 990-EZ) 2011 ONLY MAKE BELIEVE, INC. 13-	4133	410	Page 3
sch	Does the organization operate gaming activities with nonmembers?		Yes	No
12	Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed			
14	to administer charitable gaming?	,	Yes	No
13	Indicate the percentage of gaming activity operated in:	Contract of		
а	The organization's facility	13a		%
	An outside facility	13b		%
14	Enter the name and address of the person who prepares the organization's gaming/special events books and records:			
	Name			
	Address >			
15	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	Ы	Yes	No No
1	o If "Yes," enter the amount of gaming revenue received by the organization > \$ and the amount			
	of gaming revenue retained by the third party > \$			
(If "Yes," enter name and address of the third party:			
	Name			
	Address >			
16	Gaming manager information:			
	Name			
	Gaming manager compensation ▶ \$			
	Description of services provided			
	Director/officer Employee Independent contractor			
47	Mandatany distributions:			
17	Mandatory distributions: a Is the organization required under state law to make charitable distributions from the gaming proceeds to		1	
	retain the state gaming license?		Yes	No
	b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the	į		
				D
P	Complete this part to provide the explanations required by Part I, line 2b, columns	(iii) and	(v), and	Part III,
	lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information.	ion (see	e instruc	tions).
				_
_				
_				
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_				
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_				
_				
			0 000	E7\004

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

Attach to Form 990 or 990-EZ.

2011
Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization

ONLY MAKE BELIEVE, INC.

Employer identification number 13-4133410

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION: ONLY MAKE BELIEVE IS A NON-PROFIT ORGANIZATION THAT CREATES AND PERFORMS INTERACTIVE THEATER FOR CHILDREN IN HOSPITALS AND CARE ONLY MAKE BELIEVE IS DEDICATED TO THE PRINCIPLE THAT FACILITIES. FREEING A CHILD'S IMAGINATION IS A VALUABLE PART OF THE HEALING PROCESS. FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION: DEDICATED TO THE PRINCIPLE THAT FREEING A CHILD'S CREATIVE SPIRIT IS A THE PROGRAM IS DESIGNED TO VALUABLE PART OF THE HEALING PROCESS. SUPPLEMENT HOSPITAL'S RECREATIONAL AND THERAPEUTIC ACTIVITIES. THE AIM OF THE PROGRAM IS MULTI-LEVELED. INITIALLY THE WORK ENTERTAINS AND DISTRACTS CHILDREN WHO ARE COPING WITH PHYSICAL AND MENTAL HEALTH PROBLEMS. THE LONG TERM EFFECTS RANGE FROM EMOTIONALLY SUPPORTING CHILDREN WHO ARE SEVERELY STRESSED BY THE HOSPITAL ENVIRONMENT, TO EMPOWERING AND EDUCATING DISADVANTAGED CHILDREN THROUGH CREATIVITY AND INDIVIDUAL EXPRESSION. OVER THE SIX-WEEK PERIOD, OMB BECOMES A SAFE PLACE FOR THE CHILDREN TO EXPRESS THEMSELVE THROUGH ROLE-PLAYING AND IMAGINATIVE EXERCISES. FORM 990, PART VI, SECTION A, LINE 2: JENNIFER HAMMERSTEIN IS THE DAUGHTER OF DENA HAMMERSTEIN.

FORM 990, PART VI, SECTION B, LINE 11: THE RETURN WILL BE REVIEWED BY THE

BOARD BEFORE IT IS MAILED OUT.

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

Schedule O (Form 990 or 990-EZ) (2011)

(D) - Asset disposed

Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization (Including Information on Listed Property)

▶ See separate instructions.

► Attach to your tax return.

OMB No. 1545-0172

Attachment Sequence No. 179

Business or activity to which this form relates

990

Identifying number

ONL	Y MAKE BELIEVE, IN	C.		FORM 9	90 PA	GE 10		13-413341	L 0
Part		erty Under Section 17	9 Note: If you have	any listed pro	perty, co	mplete Part V	/ before you	u complete Part I.	
an analysis	William Control of the Control of th						4	500,00	0.
	tal cost of section 179 property place	ced in service (see i	instructions)				. 2		
	reshold cost of section 179 property							2,000,00	0.
	duction in limitation. Subtract line 3								
	lar limitation for tax year. Subtract line 4 from lin								
6	(a) Description of p			st (business use o		(c) Elected	cost		
7 Lis	sted property. Enter the amount from	n line 29			7				
8 To	tal elected cost of section 179 prop	erty. Add amounts					8		
	ntative deduction. Enter the smalle								
	arryover of disallowed deduction from								
	siness income limitation. Enter the						4.4		
12 9	ection 179 expense deduction. Add	lines 9 and 10, but	do not enter more	than line 11			12		
	arryover of disallowed deduction to				13				
Note:	Do not use Part II or Part III below for	or listed property. In	nstead, use Part V.						
Par				t include liste	ed proper	ty.)			
	pecial depreciation allowance for qua								
							14		
	operty subject to section 168(f)(1) e								
	ther depreciation (including ACRS)	16	8,99	95.					
Par		ot include listed pr	operty.) (See instru	ctions.)					
			Section /						
17 M	ACRS deductions for assets placed	I in service in tax ye	ears beginning befo	re 2011			17		
18 16	ou are electing to group any assets placed in se	ervice during the tax year	into one or more general a	sset accounts, cl	neck here ,		10000		
10	Section B - Asset	s Placed in Servic	e During 2011 Tax	Year Using	the Gen	eral Deprecia	tion Syste	m	
	(a) Classification of property	(b) Month and year placed in service	(c) Basis for deprecia (business/investmen only - see instruction	t use (a)	Recovery period	(e) Convention	(f) Method	(g) Depreciation deduct	tion
19a	3-year property								
b	5-year property								
С	7-year property								
d	10-year property								
е	15-year property								
f	20-year property								
g	25-year property				5 yrs.	1000000	S/L		
		1			7.5 yrs.	MM	S/L		
h	Residential rental property	1		27	7.5 yrs.	MM	S/L		
		1		3	9 yrs.	MM	S/L		
1	Nonresidential real property	1				MM	S/L		
	Section C - Assets	Placed in Service	During 2011 Tax	Year Using t	he Alteri	native Depre		tem	
20a	Class life						S/L		
b	12-year	Individual in i			2 yrs.		S/L		
С	40-year	1		- 4	10 yrs.	MM	S/L		
Par	t IV Summary (See instructions.	.)					1048		
21 L	isted property. Enter amount from li	ne 28					21		
22 T	otal. Add amounts from line 12, line	s 14 through 17, lir	nes 19 and 20 in co	lumn (g), and	line 21.		1000	8,9	95
Е	nter here and on the appropriate lin	es of your return. P	artnerships and S	corporations	see inst	r	22	0,9	,,,
23 F	or assets shown above and placed	in service during th	e current year, ente	er the					
р	ortion of the basis attributable to se	ection 263A costs			23			F. 4866	0044
11625	LHA For Paperwork Reducti	on Act Notice, see	e separate instruct	ions.				Form 4562 (2011

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

	through (c) of S		on and Other					instruc	tions for	limits for n	assena	er auton	nobiles 1	,	
24-							es			res." is th	2.87	1767		Yes	N
248	Do you have evidence to s	Oo you have evidence to support the business/investme		111 030 010	Service 11		(e)	_ 140	(f)	T	g)		h)	T	i)
	(a) Type of property (list vehicles first)	Date placed in service	Business/ investment use percentag	je ot	(d) Cost or her basis		sis for depressiness/inve	estment	Recovery		hod/	Depre	eciation action	Elec sectio co	ted n 179
25	Special depreciation allo	wance for o	ualified listed	property	placed i	n servi	ce during	g the ta	ax year a	nd					1
	used more than 50% in	a qualified b	usiness use								25				
26	Property used more tha														
	No. of the second secon	1 1	9	6											
			9	6											
		1 1	9	6											
27	Property used 50% or le	ess in a qual	ified business	use:					-	-					
	- 13		9	6						S/L-					
			9	6						S/L-					
			9	6						S/L-	, .				
28	Add amounts in column	(h), lines 25	through 27. E	nter her	e and on	line 21	page 1				28		_	Simulation of the same	
29	Add amounts in column	(i), line 26. E	nter here and	on line	7, page 1		C4000000000000000	*********					. 29		
f yo	mplete this section for ve ou provided vehicles to y se vehicles.	hicles used our employe	by a sole prop	rietor, p	3 - Inforr artner, or uestions i	other '	more th	an 5%	owner,"	or related an excep	person tion to o	ı. completi	ng this :	section fo	or
110	se verilcies.				. 1			T		T					
	Total business/investment miles driven during the			a) nicle	(b) Vehicle		V	(c) /ehicle	(d) Vehicle		(e) Vehicle		(f Veh		
	year (do not include comm							-		_					
	Total commuting miles of									-	_				
32	Total other personal (no														
	driven				-			1		_					
	Total miles driven during														
	Add lines 30 through 32 Was the vehicle available			Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
54	during off-duty hours?			165	140	163	140	103	140	103	140	100	140	100	140
06	Was the vehicle used pr														
50	than 5% owner or relate	and the recommendation of the first													
26	Is another vehicle availa								1						
90															
_	use?		- Questions f	or Empl	overs W	ho Pro	vide Vel	nicles	for Use I	ov Their E	mplove	ees			
Ans	swer these questions to												re not m	ore than	5%
	ners or related persons.		,												
	Do you maintain a writte employees?	en policy stat	tement that pr	ohibits a	III person	al use o	of vehicl	es, inc	luding co	mmuting,	by you	r		Yes	No
38	Do you maintain a writte employees? See the ins														
	Do you treat all use of v									OWINCIS					
20	Do you provide more that	an five vehic	les to vour em	nlovees	obtain i										
39															
39 40															
10	the use of the vehicles,		erning qualifie											TESS.	
10	the use of the vehicles, Do you meet the require	ments conc			ot comple			, tile 6	covered v						
40 41	the use of the vehicles, Do you meet the require Note: If your answer to	ments conc			ot comple			<i>y</i> (110 c	covered v						
40 41	the use of the vehicles, Do you meet the require	ements conc 37, 38, 39, 4	O, or 41 is "Yes		ot comple	(c) Amortizat amount	ole		(d) Code section		(e) Amortiza period or per		A fo	(f) mortization or this year	
40 41 P a	Do you meet the require Note: If your answer to a Amortization (a) Description of	ements conc 37, 38, 39, 4	O, or 41 is "Ye.	(b) amortization begins		(c) Amortizat	ole		(d) Code		Amortiza		A	mortization	
40 41 P a	Do you meet the require Note: If your answer to art VI Amortization (a)	ements conc 37, 38, 39, 4	O, or 41 is "Ye.	(b) amortization begins		(c) Amortizat	ole		(d) Code		Amortiza		A	mortization	
40 41 P a	Do you meet the require Note: If your answer to a Amortization (a) Description of	ements conc 37, 38, 39, 4	O, or 41 is "Ye.	(b) amortization begins		(c) Amortizat	ole		(d) Code		Amortiza		A fe	mortization	
10 11 Pa	Do you meet the require Note: If your answer to a Amortization (a) Description of	ements conc 37, 38, 39, 4 costs at begins du	Date uring your 201	(b) amortization begins I tax yea	ar:	(c) Amortizat amount	ple		(d) Code section		Amortiza		A	mortization	