

<b>Form CHAR500</b> This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)	<b>Annual Filing for Charitable Organizations</b> New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 <a href="http://www.charitiesnys.com">http://www.charitiesnys.com</a>	<b>2011</b>
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**1. General Information:**

a. For the fiscal year beginning (mm/dd/yyyy) <u>01/01</u> / <b>2011</b> and ending (mm/dd/yyyy) <u>12/31/2011</u>			
b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	c. Name of organization  <b>OPERATION RESPECT, INC</b>		d. Fed. employer ID no. (EIN) (##-####-####) <b>13-4078942</b>
	e. NY State registration no. (##-###-###) <b>07-02-22</b>		f. Telephone number <b>914-961-1649</b>
	Number and street (or P.O. box if mail is not delivered to street address) <b>C/O CH SPECHT CPA 50 MONTROSE RD</b>	Room/suite	g. Email <b>WWW.INFO@OPERATIO</b>
	City or town, state or country and zip + 4 <b>YONKERS, NY 10710</b>		<b>N RESPECT</b>

**2. Certification - Two Signatures Required**

We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.

a. President or Authorized Officer	Signature	<b>PETER YARROW</b> Printed Name	<b>PRESIDENT</b> Title	Date
b. Chief Financial Officer or Treasurer	Signature	<b>MICHAEL MILLER</b> Printed Name	<b>TREASURER</b> Title	Date

**3. Annual Report Exemption Information**

a. **Article 7-A** annual report exemption (Article 7-A registrants and dual registrants)  
 Check ☐ if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 and the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.

**NOTE:** An organization may claim this exemption if no PFR or FRC was used and either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal and contributions from all sources did not exceed \$25,000 or 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.

b. **EPTL** annual report exemption (EPTL registrants and dual registrants)

Check ☐ if gross receipts did not exceed \$25,000 and the assets (market value) did not exceed \$25,000 at any time during this fiscal year.

For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above.

**Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.**

**4. Article 7-A Schedules**

If you did not check the Article 7-A annual report exemption above, complete the following for this fiscal year:

- a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ..... ☐ Yes\* ☒ No  
 \* If "Yes", complete Schedule 4a.
- b. Did the organization receive government contributions (grants)? ..... ☐ Yes\* ☒ No  
 \* If "Yes", complete Schedule 4b.

**5. Fee Submitted: See last page for summary of fee requirements.**

Indicate the filing fee(s) you are submitting along with this form:

a. Article 7-A filing fee.....	\$	25.	<b>Submit only one check or money order for the total fee, payable to "NYS Department of Law"</b>
b. EPTL filing fee.....	\$	100.	
c. <b>Total fee</b> .....	\$	125.	

**6. Attachments:** For organizations that are not claiming annual report exemptions under both laws, see page 4 for required attachments

**5. Fee Instructions**

The filing fee depends on the organization's Registration Type. For details on Registration Type and filing fees, see the Instructions for Form CHAR500.

**Organization's Registration Type Fee Instructions**

- **Article 7-A** Calculate the Article 7-A filing fee using the table in **part a** below. The EPTL filing fee is \$0.
- **EPTL** Calculate the EPTL filing fee using the table in **part b** below. the Article 7-A filing fee is \$0.
- **Dual** Calculate both the Article 7-A and EPTL filing fees using the tables in **parts a and b** below. Add the Article 7-A and EPTL filing fees together to calculate the total fee. Submit **a single** check or money order for the total fee.

**a) Article 7-A filing fee**

Total Support & Revenue	Article 7-A Fee
more than \$250,000	\$25
up to \$250,000 *	\$10

\* Any organization that contracted with or used the services of a professional fund raiser (PFR) or fund raising counsel (FRC) during the reporting period must pay an Article 7-A filing fee of \$25, regardless of total support and revenue.

**b) EPTL filing fee**

Net Worth at End of Year	EPTL Fee
Less than \$50,000	\$25
\$50,000 or more, but less than \$250,000	\$50
\$250,000 or more, but less than \$1,000,000	\$100
\$1,000,000 or more, but less than \$10,000,000	\$250
\$10,000,000 or more, but less than \$50,000,000	\$750
\$50,000,000 or more	\$1500

**6. Attachments— Document Attachment Check-List**

Check the boxes for the documents you are attaching.

**For All Filers**Filing Fee

☒ Single check or money order payable to 'NYS Department of Law'

Copies of Internal Revenue Service Forms

☒ IRS Form 990

☐ IRS Form 990-EZ

☐ IRS Form 990-PF

☒ All required schedules (including Schedule B)

☐ All required schedules (including Schedule B)

☐ All required schedules (including Schedule B)

☐ IRS Form 990-T

☐ IRS Form 990-T

☐ IRS Form 990-T

**Additional Article 7-A Document Attachment Requirement**Independent Accountant's Report

☒ Audit Report (total support & revenue more than \$250,000)

☐ Review Report (total support & revenue \$100,001 to \$250,000)

☐ No Accountant's Report Required (total support & revenue not more than \$100,000)



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**OPERATION RESPECT, INC NYS Reg No. 07-02-22 EIN 13-4078942**

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**Carolyn Specht** <chesra@gmail.com>  
To: charities.extensions@oag.state.ny.us

Sat, May 5, 2012 at 3:01 PM

May 5, 2012

Office of the Attorney General  
New York State Department of Law  
Charities Bureau  
120 Broadway  
New York, NY 10271

Re: Taxpayer                      Operation Respect, Inc  
EIN:                                13-4078942  
State Registration No.:        07-02-22  
Form:                              Char 500  
Year End:                        December 31, 2011

Gentlemen:

On behalf of our client, the above mentioned exempt organization, we respectfully request an extension of time to August 15, 2012 to file New York Forms CHAR500, Annual Filing for Charitable Organizations.

This request is being made due to the fact that certain information necessary to complete an accurate tax return has not been received. Attached is a copy of the request for a Federal extension to August 15, 2012.

Very truly yours,

Carolyn H. Specht

Carolyn H. Specht  
50 Montrose Rd

*Carolyn H. Specht, CPA, PLLC*

May 5, 2012

Office of the Attorney General  
New York State Department of Law  
Charities Bureau  
120 Broadway  
New York, NY 10271

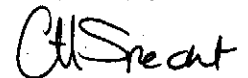
Re: Taxpayer	Operation Respect, Inc
EIN:	13-4078942
State Registration No.:	07-02-22
Form:	Char 500
Year End:	December 31, 2011

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Very truly yours,

  
Carolyn H. Specht

Form **8868**

(Rev. January 2012)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** on page 2 of this form.

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension- check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or  
printFile by the  
due date for  
filing your  
return. See  
instructions.

Name of exempt organization or other filer, see instructions.

OPERATION RESPECT, INC

Employer identification number (EIN) or

☒ 13-4078942

Number, street, and room or suite number. If a P.O. box, see instructions.

C/O CH SPECHT CPA 50 MONTROSE RD

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

YONKERS, NY 10710

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL (automatic)	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of LISA WALSH

Telephone No. 732 899 8866FAX No. 

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for:

▶ ☒ calendar year 20 11 or▶ ☐ tax year beginning , 20 , and ending , 20 .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

BAA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev 1-2012)

FIF20501L 01/04/12

Form **8868**

(Rev. January 2012)

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Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

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All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	OPERATION RESPECT, INC	<input checked="" type="checkbox"/> 13-4078942
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	C/O CH SPECHT CPA 50 MONTROSE RD	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	YONKERS, NY 10710	

Enter the Return code for the return that this application is for (file a separate application for each return) 

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
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Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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Telephone No. 732 899 8866 FAX No. 

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box. ☐. If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for.

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Form 8868 (Rev. 1-2012)

FIF20501L 01/04/12

12:57 PM CPA, PLLC Carolyn H. Specht, CPA, PLLC 43521

**Client No.** 852  
**Name** OPERATION RESPECT  
**SSN/EIN** 13-4078942  
**Activity** Federal Ext. Sent to Lacerte on 05/05  
You have successfully sent this tax return to Lacerte. Lacerte will  
acknowledge that the return was received in five to ten minutes. You  
cannot retrieve this return from the Lacerte Electronic Filing Center.

852  
Filing Received - The Lacerte Electronic Filing Center has received  
this return and will forward it to the appropriate taxing agency. Check  
your status again in 24 to 48 hours to see if your return has been  
accepted or rejected.

This return was e-postmarked by the transmitter May 05, 2012 11:58  
AM PDT

Federal Ext. Received at Lacerte on 05/05



Carolyn Specht <chesra@gmail.com>

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**Operation Respect, Inc NYS Reg No. 07-02-22 EIN 13-4078942**

2 messages

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**Carolyn Specht** <chesra@gmail.com>  
To: charities.extensions@oag.state.ny.us

Sat, Aug 11, 2012 at 8:56 AM

August 11, 2012

Office of the Attorney General  
New York State Department of Law  
Charities Bureau  
120 Broadway  
New York, NY 10271

Re:	Taxpayer	Operation Respect, Inc
EIN:		13-4078942
State Registration No.:		07-02-22
Form:		Char 500
Year End:		December 31, 2011

Gentlemen:

On behalf of our client, the above mentioned exempt organization, we respectfully request an additional extension of time to November 15, 2012 to file New York Forms CHAR500, Annual Filing for Charitable Organizations.

This request is being made due to the fact that certain information necessary to complete an accurate tax return has not been received. Attached is a copy of the request for a Federal extension to November 15, 2012.

Very truly yours,



Carolyn H. Specht

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Carolyn H. Specht  
50 Montrose Rd  
Yonkers, NY 10710

Cell 917 930 4295  
Tel 914 961 1649



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63K

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**Charities Extensions** <Charities.Extensions@ag.ny.gov>  
To: Carolyn Specht <chesra@gmail.com>

Tue, Aug 14, 2012 at 2:46 PM

We have received your request for an extension of time to file an annual financial report. Please be advised that extensions of time to file annual financial reports will not be granted to any organization that has failed to file an annual financial report for any year prior to that for which the extension is requested.

Please include the name of the organization and the Charities Bureau registration number in the subject line of all email requests for extensions of time to file. The registration numbers are posted in our searchable registry at [www.charitiesnys.com](http://www.charitiesnys.com).

Charities Bureau

Registration Section

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**From:** Carolyn Specht [mailto:chesra@gmail.com]  
**Sent:** Saturday, August 11, 2012 8:56 AM  
**To:** Charities Extensions  
**Subject:** Operation Respect, Inc NYS Reg No. 07-02-22 EIN 13-4078942

[Quoted text hidden]

*Carolyn H. Specht, CPA, PLLC*

August 11, 2012

Office of the Attorney General  
New York State Department of Law  
Charities Bureau  
120 Broadway  
New York, NY 10271


Re: Taxpayer	Operation Respect, Inc
EIN:	13-4078942
State Registration No.:	07-02-22
Form:	Char 500
Year End:	December 31, 2011

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Very truly yours,

  
Carolyn H. Specht

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the extended due date for filing the return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	OPERATION RESPECT, INC	<input checked="" type="checkbox"/> 13-4078942
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	CAROLYN H. SPECHT, CPA, PLLC 50 MONTROSE RD.	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	YONKERS, NY 10710	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
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Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in care of LISA WALSH
- Telephone No. 732 899 8866 FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4. I request an additional 3-month extension of time until 11/15, 2012.

5. For calendar year 2011, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

6. If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

7. State in detail why you need the extension. ADDITIONAL TIME IS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature CH Specht Title CPA Date 8/11/12  
BAA Form 8868 (Rev 1-2012) FIFZ0502L 07/29/11

## 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)

2011

Department of the Treasury  
Internal Revenue Service

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

## A For the 2011 calendar year, or tax year beginning

2011, and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C OPERATION RESPECT, INC C/O CH SPECHT CPA 50 MONTROSE RD YONKERS, NY 10710		D Employer Identification Number 13-4078942
			E Telephone number 914-961-1649
			G Gross receipts \$ 486,910.
	F Name and address of principal officer: SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)
I Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ▶ WWW.OPERATIONRESPECT.ORG		H(c) Group exemption number ▶ 3974
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1999	M State of legal domicile: NY	

## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>IT CONDUCTS AND SUPPORTS EDUCATIONAL PROGRAMS AND RESEARCH TO PROMOTE UNDERSTANDING AND TOLERANCE AMONG SCHOOL AGE CHILDREN, PRIMARILY VIA PUBLIC EDUCATION SCHOOL CURRICULA.</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a).....	3	14
	4 Number of independent voting members of the governing body (Part VI, line 1b).....	4	13
Revenue	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a).....	5	3
	6 Total number of volunteers (estimate if necessary).....	6	0
	7a Total unrelated business revenue from Part VIII, column (C), line 12.....	7a	0.
	7b Net unrelated business taxable income from Form 990-T, line 34.....	7b	0.
	8 Contributions and grants (Part VIII, line 1h).....	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g).....	121,401.	124,900.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d).....	239,591.	360,074.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e).....	1,132.	1,936.
	12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12).....	362,124.	486,910.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3).....	
14 Benefits paid to or for members (Part IX, column (A), line 4).....			
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10).....		180,226.	184,369.
16a Professional fundraising fees (Part IX, column (A), line 11e).....			
b Total fundraising expenses (Part IX, column (D), line 25)▶ 25,936.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e).....		185,506.	334,067.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25).....		365,732.	518,436.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12.....	-3,608.	-31,526.
	20 Total assets (Part X, line 16).....	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26).....	411,350.	381,381.
	22 Net assets or fund balances. Subtract line 21 from line 20.....	18,596.	20,153.
		392,754.	361,228.

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date			
	PETER YARROW Type or print name and title.	PRESIDENT			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	CAROLYN SPECHT	CAROLYN SPECHT			P01305374
	Firm's name ▶ CAROLYN H. SPECHT, CPA, PLLC				
	Firm's address ▶ 50 MONTROSE RD. YONKERS, NY 10710	Firm's EIN ▶ 13-4001740	Phone no. (914) 961-1649		

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III. ☒

1. Briefly describe the organization's mission:

SEE SCHEDULE O

2. Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If 'Yes,' describe these new services on Schedule O.

3. Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If 'Yes,' describe these changes on Schedule O.

4. Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 339,677. including grants of \$ ) (Revenue \$ 360,074.)

THE ORGANIZATION DISTRIBUTES EDUCATIONAL INFORMATION TO THE PUBLIC, AND PROGRAMS, PRINTED MATERIALS AND VIDEOS TO SCHOOLS, CAMPS AND OTHER ORGANIZATIONS THAT REACH SCHOOL AGE CHILDREN, AND IT SPONSORS PROFESSIONAL DEVELOPMENT FOR EDUCATORS AND CONDUCTS OTHER PUBLIC ACTIVITIES.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 339,677.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	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.		X
4 <b>Section 501(c)(3) organizations</b> 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.	X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III.		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I.		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II.		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III.		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 credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV.		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V.		X
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI.	X	
b Did the organization report an amount for investments- other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII.		X
c Did the organization report an amount for investments- program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII.		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.		X
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X.		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X.	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E.		X
14a Did the organization maintain an office, employees, or agents outside of the United States?	X	
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV.	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV.		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV.		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions).		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II.		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III.		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H.		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II.		X
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.		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J.		X
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, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I.		X
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.		X
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.		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If 'Yes,' complete Schedule L, Part III.		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.	X	
b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV.	X	
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV.		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M.		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M.		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I.		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II.		X
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.		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.		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
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.		X
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2.		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.		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	X	

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Form 990 (2011)

**Part VII Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V. ☐

	Yes	No
<b>1 a</b> Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <b>1 a</b> 8		
<b>b</b> Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <b>1 b</b> 0		
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? <b>1 c</b> X	X	
<b>2 a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <b>2 a</b> 3		
<b>b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>2 b</b> X	X	
<b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to file. (see instructions)		
<b>3 a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year? <b>3 a</b>		X
<b>b</b> If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O. <b>3 b</b>		
<b>4 a</b> At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? <b>4 a</b>		X
<b>b</b> If 'Yes,' enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5 a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? <b>5 a</b>		X
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? <b>5 b</b>		X
<b>c</b> If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T? <b>5 c</b>		
<b>6 a</b> 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>6 a</b>		X
<b>b</b> If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? <b>6 b</b>		
<b>7 Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? <b>7 a</b>		X
<b>b</b> If 'Yes,' did the organization notify the donor of the value of the goods or services provided? <b>7 b</b>		
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? <b>7 c</b>		X
<b>d</b> If 'Yes,' indicate the number of Forms 8282 filed during the year. <b>7 d</b>		
<b>e</b> Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <b>7 e</b>		X
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <b>7 f</b>		X
<b>g</b> If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? <b>7 g</b>		
<b>h</b> If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? <b>7 h</b>		
<b>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? <b>8</b>		
<b>9 Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b> Did the organization make any taxable distributions under section 4966? <b>9 a</b>		
<b>b</b> Did the organization make a distribution to a donor, donor advisor, or related person? <b>9 b</b>		
<b>10 Section 501(c)(7) organizations.</b> Enter:		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12. <b>10 a</b>		
<b>b</b> Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <b>10 b</b>		
<b>11 Section 501(c)(12) organizations.</b> Enter:		
<b>a</b> Gross income from members or shareholders. <b>11 a</b>		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) <b>11 b</b>		
<b>12 a Section 4947(a)(1) nonexempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? <b>12 a</b>		
<b>b</b> If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year. <b>12 b</b>		
<b>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>a</b> Is the organization licensed to issue qualified health plans in more than one state? <b>13 a</b>		
<b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>b</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. <b>13 b</b>		
<b>c</b> Enter the amount of reserves on hand. <b>13 c</b>		
<b>14 a</b> Did the organization receive any payments for indoor tanning services during the tax year? <b>14 a</b>		X
<b>b</b> If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O. <b>14 b</b>		



**Part VII Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VII ☒ [X]**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. .... 1a 14		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent. .... 1b 13		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? .....	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? .....	3	X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....	4	X
5 Did the organization become aware during the year of a significant diversion of the organization's assets? .....	5	X
6 Did the organization have members or stockholders? .....	6	X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....	7a	X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body? .....	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body? .....	8a	X
b Each committee with authority to act on behalf of the governing body? .....	8b	X
9 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O. ....	9	X

**Section 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
b If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? .....	10b	
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .....	11a	X
b Describe in Schedule O the process, if any, used by the organization to review this Form 990. SEE SCHEDULE O		
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
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done. .... SEE SCHEDULE O	12c	X
13 Did the organization have a written whistleblower policy? .....	13	X
14 Did the organization have a written document retention and destruction policy? .....	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official .....	15a	X
b Other officers of key employees of the organization .....	15b	X
If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....	16a	X
b If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? .....	16b	

**Section C. Disclosure**

17 List the states with which a copy of this Form 990 is required to be filed: NY

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:

► LISA WALSH 2 PENN PLAZA 20TH FL NEW YORK NY 10121 732 899 8866

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response to any question in this Part VII. ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1 a** 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 organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PETER YARROW PRESIDENT	35	X		X				0.	0.	0.
(2) CHARLOTTE FRANK CHAIRMAN	10	X		X				0.	0.	0.
(3) DOLORES EYLER DIRECTOR	3	X						0.	0.	0.
(4) CJ PRENTISS DIRECTOR	3	X						0.	0.	0.
(5) MICHAEL MILLER TREAS & SEC	4	X		X				0.	0.	0.
(6) DANIEL KINNEY DIRECTOR	3	X						0.	0.	0.
(7) CHARLOTTE KEA DIRECTOR	3	X						0.	0.	0.
(8) JAIMIE MAYER PHINNEY DIRECTOR	2	X						0.	0.	0.
(9) GLORIA SMITH DIRECTOR	2	X						0.	0.	0.
(10) NOEL PAUL STOOKEY DIRECTOR	2	X						0.	0.	0.
(11) CHAD WICK DIRECTOR	3	X						0.	0.	0.
(12) VICTOR KOVNER DIRECTOR	3	X						0.	0.	0.
(13) DR. SUZANNE H PASCH DIRECTOR	3	X						0.	0.	0.
(14) STEVE SESKIN DIRECTOR	3	X						16,066.	0.	0.

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (cont)

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee			
(15) RICHARD STOFF VICE CHAIR	3			X			0.	0.	0.
(16)									
(17)									
(18)									
(19)									
(20)									
(21)									
(22)									
(23)									
(24)									
(25)									
<b>1b Sub-total</b>							16,066.	0.	0.
<b>c Total from continuation sheets to Part VII, Section A</b>							0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>							0.	0.	0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual

	Yes	No
3		X
4		X
5		X

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes,' complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **0**

**Part VII Statement of Revenue**

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	1 a Federated campaigns	1 a				
	b Membership dues	1 b				
	c Fundraising events	1 c				
	d Related organizations	1 d				
	e Government grants (contributions)	1 e				
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 124,900.				
	g Noncash contributions included in lns 1a-1f: \$					
	h Total. Add lines 1a-1f.		124,900.			
<b>PROGRAM SERVICE REVENUE</b>	2 a EDU TRNG & PRSNTIONS	Business Code 900099	360,074.	360,074.		
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f.		360,074.			
	<b>OTHER REVENUE</b>	3 Investment income (including dividends, interest and other similar amounts)		1,936.		
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
6 a Gross rents		(i) Real (ii) Personal				
b Less: rental expenses						
c Rental income or (loss)						
d Net rental income or (loss)						
7 a Gross amount from sales of assets other than inventory		(i) Securities (ii) Other				
b Less: cost or other basis and sales expenses						
c Gain or (loss)						
d Net gain or (loss)						
8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18		a				
b Less: direct expenses		b				
c Net income or (loss) from fundraising events						
9 a Gross income from gaming activities. See Part IV, line 19		a				
b Less: direct expenses		b				
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances		a				
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d.						
12 Total revenue. See instructions.		486,910.	360,074.	0.	1,936.	

**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).

Check if Schedule O contains a response to any question in this Part IX. ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	16,066.	16,066.	0.	0.
7 Other salaries and wages.	132,132.	95,929.	20,985.	15,218.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).				
9 Other employee benefits.	21,580.	16,308.	3,056.	2,216.
10 Payroll taxes.	14,591.	11,027.	2,066.	1,498.
11 Fees for services (non-employees):				
a Management.				
b Legal.				
c Accounting.	96,191.		96,191.	
d Lobbying.				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees.				
g Other.				
12 Advertising and promotion.				
13 Office expenses.	31,911.	4,900.	25,220.	1,791.
14 Information technology.				
15 Royalties.				
16 Occupancy.				
17 Travel.	9,529.	8,496.	515.	518.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.				
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	2,002.		2,002.	
23 Insurance.	8,655.	6,541.	1,225.	889.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a EDU PRESENT WORK	128,120.	128,120.		
b SPECIAL PROJECTS	29,159.	29,159.		
c PRINTING AND PUBLICATIONS	17,740.	16,430.	1,310.	
d POSTAGE AND SHIPPING	9,801.	6,071.		3,730.
e All other expenses	959.	630.	253.	76.
25 Total functional expenses. Add lines 1 through 24e.	518,436.	339,677.	152,823.	25,936.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>	1 Cash — non-interest-bearing .....		1	
	2 Savings and temporary cash investments .....	316,818.	2	264,868.
	3 Pledges and grants receivable, net .....	10,250.	3	12,500.
	4 Accounts receivable, net .....	82,850.	4	100,725.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6 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) .....		6	
	7 Notes and loans receivable, net .....		7	
	8 Inventories for sale or use .....		8	
	9 Prepaid expenses and deferred charges .....		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 37,448.		
b Less: accumulated depreciation .....	10b 34,160.	1,432.	10c	3,288.
11 Investments — publicly traded securities .....		11		
12 Investments — other securities. See Part IV, line 11 .....		12		
13 Investments — program-related. See Part IV, line 11 .....		13		
14 Intangible assets .....		14		
15 Other assets. See Part IV, line 11 .....		15		
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....		411,350.	16	381,381.
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses .....	18,596.	17	20,153.
	18 Grants payable .....		18	
	19 Deferred revenue .....		19	
	20 Tax-exempt bond liabilities .....		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23 Secured mortgages and notes payable to unrelated third parties .....		23	
	24 Unsecured notes and loans payable to unrelated third parties .....		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25	
	26 <b>Total liabilities.</b> Add lines 17 through 25 .....		18,596.	26
<b>NET ASSETS OR FUND BALANCES</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29 and lines 33 and 34.</b>			
	27 Unrestricted net assets .....	308,104.	27	289,867.
	28 Temporarily restricted net assets .....	84,650.	28	71,361.
	29 Permanently restricted net assets .....		29	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds .....		30	
	31 Board or capital surplus, or land, building, or equipment fund .....		31	
	32 Retained earnings, endowment, accumulated income, or other funds .....		32	
	33 <b>Total net assets or fund balances.</b> .....	392,754.	33	361,228.
34 <b>Total liabilities and net assets/fund balances.</b> .....	411,350.	34	381,381.	

BAA

Form 990 (2011)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI. ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	486,910.
2	Total expenses (must equal Part IX, column (A), line 25)	2	518,436.
3	Revenue less expenses. Subtract line 2 from line 1	3	-31,526.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	392,754.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	361,228.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII. ☐1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other \_\_\_\_\_

Yes No

If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant? ☐ Yes ☒ Nob Were the organization's financial statements audited by an independent accountant? ☐ Yes ☒ Noc If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? ☐ Yes ☒ No

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 separate basis, consolidated basis, or both:

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? ☐ Yes ☒ Nob If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits ☐ Yes ☒ No

BAA

Form 990 (2011)

**SCHEDULE A**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2011**

Name of the organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i).**
- 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4 ☐ 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: \_\_\_\_\_
- 5 ☐ 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.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions— subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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 – Functionally integrated
  - d ☐ Type III – Other
- e ☐ 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).
- f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(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? <b>11g (i)</b>		
(ii) A family member of a person described in (i) above? <b>11g (ii)</b>		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? <b>11g (iii)</b>		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2011



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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 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.")	435,736.	173,005.	134,499.	121,401.	124,900.	989,541.
2. Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3. The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4. <b>Total.</b> Add lines 1 through 3.	435,736.	173,005.	134,499.	121,401.	124,900.	989,541.
5. The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						204,271.
6. <b>Public support.</b> Subtract line 5 from line 4.						785,270.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7. Amounts from line 4	435,736.	173,005.	134,499.	121,401.	124,900.	989,541.
8. Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	5,489.	8,532.	5,360.	1,310.	1,936.	22,627.
9. Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10. Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0.
11. <b>Total support.</b> Add lines 7 through 10.						1,012,168.
12. Gross receipts from related activities, etc (see instructions).						12 1,284,893.

13. **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☐

**Section C. Computation of Public Support Percentage**

14. Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)).	14	77.58 %
15. Public support percentage from 2010 Schedule A, Part II, line 14.	15	78.66 %

16a. **33-1/3% support test— 2011.** If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶ ☒

b. **33-1/3% support test— 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization. ▶ ☐

17a. **10%-facts-and-circumstances test— 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ ☐

b. **10%-facts-and-circumstances test— 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and **stop here.** Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ ☐

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. ▶ ☐

BAA

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.)

**Section A. Public Support**

Calendar year (or fiscal yr beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>1</b> Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
<b>2</b> 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.						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513.						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge.						
<b>6 Total.</b> Add lines 1 through 5.						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons.						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
<b>c</b> Add lines 7a and 7b.						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal yr beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9</b> Amounts from line 6.						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
<b>c</b> Add lines 10a and 10b.						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	<b>15</b>	%
<b>16</b> Public support percentage from 2010 Schedule A, Part III, line 15.	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)).	<b>17</b>	%
<b>18</b> Investment income percentage from 2010 Schedule A, Part III, line 17.	<b>18</b>	%
<b>19a 33-1/3% support tests— 2011.</b> If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
<b>b 33-1/3% support tests— 2010.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions. <input type="checkbox"/>		

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No. 1545-0047

**2011**

Name of the organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- ☒ 501(c)( 3 ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☐ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization 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**

- ☒ 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 (i) \$5,000 or (ii) 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 use **exclusively** for 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).

**BAA 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)

Name of organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STATE FARM COMPANIES ONE STATE FARM PLAZA BLOOMINGTON, IL 61710	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	IRVING HARRIS FOUNDATION 2 NORTH LASALLE ST STE 400 CHICAGO, IL 60602-3703	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	POLIS SCHUTZ FAMILY FNDTN 4950 MURPHY CANYON RD SAN DIEGO, CA 92123	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MARIE AND ALEX BERENSTEIN 1725 YORK AVE APT 22F NEW YORK, NY 10128-4500	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	ORANGE CTY CMTY FNDN 30 CORPORATE PARK STE 410 IRVINE, CA 92606	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	ALEJANDRO & MJ BERENSTEIN 150 CENTRAL PARK WEST 16G NEW YORK, NY 10023-7705	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	TEMPLE SINAI 5645 DUPREE DR NW ATLANTA, GA 30327-4399	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	WESTED 4665 LAMPSON AVE LOS ANGELES, CA 90720	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization  
OPERATION RESPECT, INCEmployer identification number  
13-4078942**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete cols (a) through (e) and the following line entry.

For organizations completing Part III, enter total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ N/A

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift			
Transferee's name, address, and 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 gift			
Transferee's name, address, and 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 gift			
Transferee's name, address, and 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 gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	



**SCHEDULE C**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Political Campaign and Lobbying Activities**

**For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► **Complete if the organization is described below.**

► **Attach to Form 990 or Form 990-EZ. See separate instructions.**

OMB No. 1545-0047

**2011**

Open to Public Inspection

**If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization

**OPERATION RESPECT, INC**

Employer identification number

**13-4078942**

**Part I Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ..... ► \$

3 Volunteer hours .....

**Part II Complete if the organization is exempt under section 501(c)(3).**

1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ► \$ 0.

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ► \$ 0.

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If 'Yes,' describe in Part IV.

**Part III Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ► \$

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ► \$

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ► \$

4 Did the filing organization file Form 1120-POL for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

**Part III** Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check ☐ if the filing organization checked box A and 'limited control' provisions apply.

**Limits on Lobbying Expenditures**  
(The term 'expenditures' means amounts paid or incurred.)

(a) Filing organization's totals

(b) Affiliated group totals

<b>1 a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying) .....		
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....		
<b>c</b> Total lobbying expenditures (add lines 1a and 1b) .....	0.	0.
<b>d</b> Other exempt purpose expenditures .....		518,436.
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d) .....	0.	518,436.

**f** Lobbying nontaxable amount. Enter the amount from the following table in both columns.

If the amount on line 1e, column (a) or (b) is	The lobbying nontaxable amount is
Not over \$500,000	20% of the amount on line 1e.
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.
Over \$17,000,000	\$1,000,000.

<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f) .....	0.	25,691.
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0- .....	0.	0.
<b>i</b> Subtract line 1g from line 1c. If zero or less, enter -0- .....	0.	0.

**j** If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?☐ Yes ☐ No**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

**Lobbying Expenditures During 4-Year Averaging Period**

Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
<b>2 a</b> Lobbying non-taxable amount .....	86,985.	78,947.	73,146.	102,765.	341,843.
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e)) .....					512,765.
<b>c</b> Total lobbying expenditures .....	3,629.				3,629.
<b>d</b> Grassroots nontaxable amount .....	21,746.	19,737.	18,287.	25,691.	85,461.
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e)) .....					128,192.
<b>f</b> Grassroots lobbying expenditures .....					0.

BAA

Schedule C (Form 990 or 990-EZ) 2011



**Part IV** Supplemental Information (continued)

Area with horizontal dashed lines for supplemental information.

**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, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**  
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

**2011**

Name of the organization

Employer identification number

OPERATION RESPECT, INC

13-4078942

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes ☐ No

**Part II Conservation Easements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

☐ Preservation of land for public use (e.g., recreation or education) ☐ Preservation of an historically important land area

☐ Protection of natural habitat ☐ Preservation of a certified historic structure

☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶

4 Number of states where property subject to conservation easement is located ▶

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not 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, in Part XIV, the text of the footnote to its financial statements that describes these items.

b 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 treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$

b Assets included in Form 990, Part X ▶ \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition  
 b ☐ Scholarly research  
 c ☐ Preservation for future generations  
 d ☐ Loan or exchange programs  
 e ☐ Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If 'Yes,' explain the arrangement in Part XIV.

**Part V Endowment Funds.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ☐ %  
 b Permanent endowment ☐ %  
 c Temporarily restricted endowment ☐ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

4 Describe in Part XIV the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, 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				
c Leasehold improvements				
d Equipment		37,448.	34,160.	3,288.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				3,288.

BAA

Schedule D (Form 990) 2011

**Part VII Investments – Other Securities.** See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 12.)		

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13. N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

SEE PART XIV

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)	486,910.
2	Total expenses (Form 990, Part IX, column (A), line 25)	518,436.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	-31,526.
4	Net unrealized gains (losses) on investments	
5	Donated services and use of facilities	
6	Investment expenses	
7	Prior period adjustments	
8	Other (Describe in Part XIV.)	
9	Total adjustments (net). Add lines 4 through 8	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	-31,526.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	758,975.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	272,065.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	272,065.
3	Subtract line 2e from line 1	3	486,910.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	486,910.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	790,501.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	272,065.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	272,065.
3	Subtract line 2e from line 1	3	518,436.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	518,436.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X-FIN48 FOOTNOTE**

OPERATION RESPECT, INC. IS A NOT-FOR-PROFIT ENTITY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE ON AUGUST 25, 1999. THE INTERNAL REVENUE SERVICE HAS DETERMINED THAT THE ORGANIZATION IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND A PUBLIC CHARITY UNDER SECTION 509(A)(1). THE ORGANIZATION REVIEWED ITS TAX POSITIONS FOR ALL OPEN TAX YEARS AND HAS DETERMINED THAT NO PROVISIONS FOR UNCERTAIN TAX POSITIONS UNDER FASB ACCOUNTING STANDARDS

Part XIV Supplemental Information  
CODIFICATION NO. 740-10 IS REQUIRED.



**Part XIV** Supplemental Information (continued)

**Schedule F**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b, 15, or 16.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2011**

Name of the organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

**Part I General Information on Activities Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 14b.

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No
- 2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.
- 3 **Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) ISRAEL		3	PROGRAM SERVICES	PROF DVLPMNT WKSHPS	28,735.
(2) UKRAINE			PROGRAM SERVICES	PRFSNL DVLPMT WKSHP	424.
(3) TURKEY			PROGRAM SERVICES	PRFSNL DVLPMT WKSHP	6,273.
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total		3			35,432.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)	0	3			35,432.

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

Schedule F (Form 990) 2011



**Part IV. Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If 'Yes,' the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If 'Yes,' the organization may be required to file Form 3520, Annual Return To Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If 'Yes,' the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471) ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If 'Yes,' the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If 'Yes,' the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If 'Yes,' the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

**Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

► Complete if the organization answered  
'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958. ► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization. ► \$

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1)										
(2)										
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										

Total. ► \$

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

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

Schedule L (Form 990 or 990-EZ) 2011

**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) PY PRODUCTIONS, INC	CORPORATION	11,284.	REIMB TVL & OFF EXP		X
(2) BETHANY YARROW	RELATIVE OF BD	3,457.	FEES & TRAVEL		X
(3) STEVE SESKIN	BOARD MEMBER	16,066.	PRSTR ASSMBLY PRGMS		X
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2011**

Open to Public Inspection

Name of the organization

OPERATION RESPECT, INC

Employer identification number

13-4078942

**FORM 990, PART III, LINE 1 - ORGANIZATION MISSION**

IT CONDUCTS AND SUPPORTS EDUCATIONAL PROGRAMS AND RESEARCH TO PROMOTE UNDERSTANDING  
AND TOLERANCE AMONG SCHOOL AGE CHILDREN, PRIMARILY VIA PUBLIC EDUCATION SCHOOL  
CURRICULA. THE ORGANIZATIONS'S GOAL IS TO PROMOTE SAFE ENVIRONMENTS FREE OF  
BULLYING AND RIDICULE AND PREVENT ALIENATION AND VIOLENCE AMONG CHILDREN

**FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS**

THE FORM 990 IS SENT TO THE PRESIDENT, AND BOARD OF DIRECTORS, OF OPERATION RESPECT.  
THE PRESIDENT AND BOARD TREASURER REVIEW AND APPROVE THE FINAL 990 FORM.

**FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS**

DISCLOSURE, ETC. EACH DIRECTOR SHALL (I) FULLY DISCLOSE ANY AND ALL ACTUAL AND  
APPARENT CONFLICTS OF INTEREST (INCLUDING, WITHOUT LIMITATION, MATERIAL FINANCIAL,  
FAMILY, OR ORGANIZATIONAL INTERESTS) THE DIRECTOR MAY HAVE IN REGARD TO MATTERS  
COMING BEFORE THE BOARD OR OTHERWISE MATERIALLY AFFECTING THE CORPORATION'S ASSETS  
OR AFFAIRS, (II) PROVIDE SUCH RELATED INFORMATION AS THE BOARD REQUIRES TO EVALUATE  
THE CONFLICT AND TAKE PERTINENT ACTION, (III) BE DISQUALIFIED FROM VOTING (AND  
PARTICIPATING IN DISCUSSIONS, IF SO REQUESTED BY THE BOARD) ON ANY PROPOSED ACTION  
OR REMEDY FOR THE DIRECTOR'S CONFLICT(S) OF INTEREST, AND (IV) ABIDE BY ALL LAWS,  
BYLAWS, AND RULES AND DECISIONS PERTAINING TO CONFLICTS ADOPTED BY THE BOARD OR THE  
MEMBERSHIP. HOWEVER, UNLESS A DIRECTOR IS DISQUALIFIED BY LAW, BYLAW OR BOARD  
RESOLUTION, OR DISQUALIFIES HIMSELF OR HERSELF FROM VOTING ON A PARTICULAR MATTER,  
EACH DIRECTOR ATTENDING A MEETING IS ENTITLED TO VOTE ON ALL MATTERS COMING BEFORE  
THE BOARD.

**FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE**

THE ORGANIZATION MAKES ITS FORM 990, CONFLICT OF INTEREST POLICY AND FINANCIAL  
STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

Department of the Treasury  
Internal Revenue Service▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension- check this box and complete Part I only. ☐*All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Enter filer's identifying number, see instructions**

<b>Type or print</b>  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	OPERATION RESPECT, INC	<input checked="" type="checkbox"/> 13-4078942
	Number, street, and room or suite number. If a P.O. box, see instructions. C/O CH SPECHT CPA 50 MONTROSE RD	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. YONKERS, NY 10710	

Enter the Return code for the return that this application is for (file a separate application for each return) 

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ LISA WALSHTelephone No. ▶ 732 899 8866 FAX No. ▶ \_\_\_\_\_

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15, 20 12, to file the exempt organization return for the organization named above.  
The extension is for the organization's return for:

- ▶ ☒ calendar year 20 11 or
- ▶ ☐ tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return  
☐ Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	OPERATION RESPECT, INC	<input checked="" type="checkbox"/> 13-4078942
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
File by the extended due date for filing the return. See instructions.	CAROLYN H. SPECHT, CPA, PLLC	
	50 MONTROSE RD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	YONKERS, NY 10710	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

The books are in care of **LISA WALSH**

Telephone No. **732 899 8866**

FAX No. \_\_\_\_\_

If the organization does not have an office or place of business in the United States, check this box ☐

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . . . . . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15**, 20 **12**.

5 For calendar year **2011**, or other tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension. **ADDITIONAL TIME IS NEEDED IN ORDER TO PREPARE A COMPLETE AND ACCURATE RETURN**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature

Title **PRESIDENT**

Date

BAA

FIF20502L 07/29/11

Form 8868 (Rev 1-2012)

# Operation RESPECT



## FINANCIAL REPORT

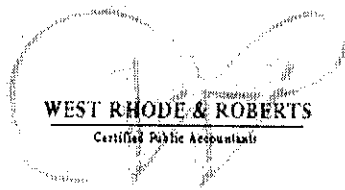
*December 31, 2011*



**WEST RHODE & ROBERTS**  
Certified Public Accountants

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3104 Fourth Avenue  
San Diego, California 92103  
619.615.5380 Fax 619.615.5389

## **INDEPENDENT ACCOUNTANT'S REPORT ON THE FINANCIAL STATEMENTS**

Board of Directors  
Operation Respect, Inc.

We have audited the accompanying statement of financial position of Operation Respect, Inc. (the Organization) as of December 31, 2011, and the related statements of activities, cash flows, and functional expenses for the year then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audit. The prior year summarized comparative information has been derived from the Organization's 2010 financial statements, and in our report dated September 30, 2011, we expressed an unqualified opinion on those financial statements.

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

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

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

Cheryl Rhode, CPA  
for WEST RHODE & ROBERTS

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

An independent member of CPA Associates International with associated offices in principal U.S. Cities

**OPERATION RESPECT, INC.**  
**STATEMENT OF FINANCIAL POSITION**

**December 31, 2011**  
**(With Summarized Financial Information for December 31, 2010)**

	2011	2010 (Note 8)
<b>ASSETS</b>		
Cash	\$ 163,172	\$ 141,305
Certificates of Deposit	101,696	175,513
Total cash and certificates of deposit	264,868	316,818
Contributions receivable	12,500	10,250
Other receivables	100,725	82,850
Computer equipment, net of accumulated depreciation of \$34,160 and \$32,158	3,288	1,432
<b>Total assets</b>	<b>\$ 381,381</b>	<b>\$ 411,350</b>
<b>LIABILITIES AND NET ASSETS</b>		
Liabilities - accounts payable and accrued expenses	\$ 20,153	\$ 18,596
<b>Net Assets:</b>		
Unrestricted	289,867	308,104
Temporarily restricted	71,361	84,650
<b>Total net assets</b>	<b>361,228</b>	<b>392,754</b>
<b>Total liabilities and net assets</b>	<b>\$ 381,381</b>	<b>\$ 411,350</b>

**OPERATION RESPECT, INC.**  
**STATEMENT OF ACTIVITIES**  
Year ended December 31, 2011  
(With Summarized Financial Information for December 31, 2010)

	2011			2010
	Unrestricted	Temporarily Restricted	Total	(Note 8)
<b>REVENUES AND SUPPORT</b>				
Contributions:				
Individuals	\$ 57,370	\$ 12,485	\$ 69,855	\$ 90,291
Foundations and corporations	55,045	-	55,045	31,110
Contributed goods and services	272,065	-	272,065	398,507
Total contributions	384,480	12,485	396,965	519,908
Educational workshops and performance fees	360,074	-	360,074	239,591
Loss on sale of investment	-	-	-	(178)
Interest	1,936	-	1,936	1,310
Net assets released from restrictions, satisfaction of program restrictions (Note 5)	25,774	(25,774)	-	-
Total revenue	772,264	(13,289)	758,975	760,631
<b>EXPENSES AND LOSSES</b>				
Program services	577,309	-	577,309	574,067
Management and general	155,234	-	155,234	140,331
Fund raising	57,958	-	57,958	49,841
Total expenses	790,501	-	790,501	764,239
<b>CHANGE IN NET ASSETS</b>	(18,237)	(13,289)	(31,526)	(3,608)
<b>NET ASSETS AT BEGINNING OF YEAR</b>	308,104	84,650	392,754	396,362
<b>NET ASSETS AT END OF YEAR</b>	\$ 289,867	\$ 71,361	\$ 361,228	\$ 392,754



**OPERATION RESPECT, INC.**

**STATEMENT OF CASH FLOWS**

**Year ended December 31, 2011**

**(With Summarized Financial Information for December 31, 2010)**

	2011	2010 (Note 8)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Change in net assets	\$ (31,526)	\$ (3,608)
Adjustments to reconcile change in net assets to to net cash from operating activities:		
Depreciation	2,002	716
(Increase) decrease in operating assets:		
Contributions receivable	(2,250)	38,920
Other receivables	(17,875)	(11,995)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	1,557	(4,932)
Net cash provided by (used in) operating activities	<u>(48,092)</u>	<u>19,101</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of equipment	(3,858)	(2,148)
Proceeds from certificates of deposit	175,513	100,000
Purchase of certificates of deposit	<u>(101,696)</u>	<u>(175,294)</u>
Net cash provided by (used in) investing activities	<u>69,959</u>	<u>(77,442)</u>
<b>INCREASE (DECREASE) IN CASH</b>	<u>21,867</u>	<u>(58,341)</u>
<b>CASH AT BEGINNING OF YEAR</b>	<u>141,305</u>	<u>199,646</u>
<b>CASH AT END OF YEAR</b>	<u>\$ 163,172</u>	<u>\$ 141,305</u>

**OPERATION RESPECT, INC.**

**STATEMENT OF FUNCTIONAL EXPENSES**

**Year Ended December 31, 2011**

**(With Summarized Financial Information for December 31, 2010)**

	Program Services	Management and General	Fund raising	2011 Total	2010 Total (Note 8)
Workshops	\$ 172,335	\$ -	\$ -	\$ 172,335	\$ 85,197
Printing and reproduction	16,430	1,310	10,003	27,743	24,901
Special projects and affiliate programs	29,159	-	-	29,159	24,215
Salaries, taxes, and benefits	145,871	27,332	19,821	193,024	187,434
Postage and shipping	21,767	5,604	3,730	31,101	28,415
Professional fees	87,409	50,076	14,757	152,242	162,350
Office and other expenses	2,499	18,614	1,472	22,585	20,725
Travel	8,496	515	518	9,529	11,355
Communications	2,401	23,352	319	26,072	30,616
Depreciation	-	2,002	-	2,002	716
Occupancy	7,262	26,176	7,262	40,700	104,558
Web site	83,680	253	76	84,009	83,757
	<u>\$ 577,309</u>	<u>\$ 155,234</u>	<u>\$ 57,958</u>	<u>\$ 790,501</u>	<u>\$ 764,239</u>

**OPERATION RESPECT, INC.**

**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

**NOTE 1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Organization** – The Organization, founded by singer Peter Yarrow, conducts and supports educational programs and research to promote understanding and tolerance among school age children, primarily via public education, school programs, and curricula. The Organization's primary goal is to help turn classrooms and other places where children learn or congregate into caring, supportive environments, free of mean-spirited ridicule, and bullying that can lead to alienation and violence.

**Method of Accounting** – The accompanying financial statements have been prepared on the accrual basis. The significant accounting policies followed are described below to enhance the usefulness of the financial statements to the reader.

**Financial Statement Presentation** – The Organization's financial statement presentation reports information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted. As of December 31, 2011, the Organization has not received any permanently restricted net assets. In addition, the Organization presents a statement of cash flows.

**Contributions** – The Organization reports all contributions as unrestricted support unless they are received with donor imposed limits or conditions on the use of the donation. When a condition is met or relinquished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions. Donor restricted contributions whose restrictions or conditions are met in the same reporting period are reported as unrestricted support.

**Functional Expenses Allocation** – The costs of providing various programs and other activities have been summarized on a functional basis in the statement of activities. Certain indirect costs identified as supporting services costs have been allocated directly to program services and administration on a systematic basis estimated by management based on time and usage. These costs primarily include salary, benefits, occupancy, and other expenses.

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

**Tax Status** – Operation Respect, Inc. is a not-for-profit entity incorporated under the laws of the State of Delaware on August 25, 1999. The Internal Revenue Service has determined that the Organization is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code and a public charity under Section 509(a)(1). The Organization reviewed its tax positions for all open tax years and has determined that no provisions for uncertain tax positions under FASB Accounting Standards Codification No. 740-10 is required.

**Cash and Cash Equivalents** – Cash and cash equivalents include highly liquid investments with maturity of three months or less. Such investments are stated at cost, which approximates fair value.

**Computer Equipment** – The Organization capitalizes all equipment over \$1,000. Purchased equipment is recorded at cost; donated property is recorded at the estimated fair value on date received. Depreciation of computer equipment is being provided for by the straight-line method over three years, the estimated useful life of the asset.

**OPERATION RESPECT, INC.**

**NOTES TO FINANCIAL STATEMENTS**  
**December 31, 2011**

**NOTE 1. NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Subsequent Events** – Subsequent events are events or transactions that occur after the statement of financial position date but before financial statements are available to be issued. The Organization recognizes in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed at that date, including the estimates inherent in the process of preparing financial statements. The Organization's financial statements do not recognize subsequent events that provide evidence about conditions that did not exist at the date of the statement of financial position, but arose after that date and before the financial statements are available to be issued.

The Organization has evaluated subsequent events through July 31, 2012, which is the date the financial statements are available for issuance, and concluded that there were no events or transaction that needed to be disclosed.

**NOTE 2. CONTRIBUTIONS RECEIVABLE**

Contributions receivable include unconditional promises of donations due within one year.

**NOTE 3. TEMPORARILY RESTRICTED NET ASSETS**

Temporarily restricted net assets are available for the following purposes or periods:

Geographically restricted projects	\$ 55,775
Middle School Curriculum	8,242
Special events Denver Day	7,344
	<u>\$ 71,361</u>

**NOTE 4. NET ASSETS RELEASED FROM RESTRICTIONS**

At December 31, 2011, net assets released from restrictions consisted of \$23,289 spent on programs in Israel and \$2,485 was spent on programs in Ukraine.

**NOTE 5. CONTRIBUTED SERVICES**

Contributed services are recognized if the services received:

- (a) create or enhance non-financial assets, or
- (b) require specialized skills provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. The Organization reports such contributions at their estimated fair value when received.

Contributed services meeting the criteria for recognition and recorded in the accompanying statement of activities as both revenue and expense are as follows:

Web site	\$ 83,050
Video production, shipping, and other expenses	75,518
Professional fees	56,051
Occupancy	40,700
Communications	16,746
	<u>\$ 272,065</u>

OPERATION RESPECT, INC.

NOTES TO FINANCIAL STATEMENTS  
December 31, 2011

**NOTE 5. CONTRIBUTED SERVICES (continued)**

The Organization receives other contributed services, such as Peter Yarrow's programmatic/promotional performances, which are not recognized either because they do not meet the criteria for recognition or their value is not determinable with any certainty. The Organization estimates the fair value of these contributed services to be approximately \$150,000 for the year ending December 31, 2011.

**NOTE 6. FAIR VALUE**

The Financial Accounting Standards Board (FASB) issued FASB Accounting Standards Codification No. 820 (ASC 820), Fair Value Measurements, that establishes a framework for measuring fair value in accordance with accounting principles generally accepted in the United States of America, and expands disclosures about fair value measurements.

ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

**Level 1:** Quoted prices (unadjusted) of identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

**Level 2:** Significant other observable inputs other than level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data.

**Level 3:** Significant unobservable inputs that reflect the Organization's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Assets and liabilities measured at fair value on a recurring basis are summarized below:

Fair Value Measurement at December 31, 2011, Using				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Assets</b>				
Investments	\$ 101,696	\$ 101,696	\$ -	\$ -

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. All of the Organization's investments are based upon the quoted market prices at December 31, 2011.

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**NOTE 6. FAIR VALUE (continued)**

The management of the Organization is responsible for making the fair value measurements and disclosures in the financial statements. As part of fulfilling this responsibility the management of the Organization has established an accounting and financial reporting process for determining the fair value measurements and disclosures, which identifies and adequately supports the valuation methods and assumptions used and ensures that the presentation of the fair value measurement is in accordance with GAAP.

**NOTE 7. RELATED PARTY TRANSACTIONS**

The Organization reimburses PY Productions, a related party, at cost for certain travel and office expenses incurred for the Organization. These expenditures amounted to \$9,690 for the year ended December 31, 2011. At December 31, 2011, \$1,594 was due to PY Productions for expenses incurred in 2011.

Steve Seskin, an Operation Respect Board member, received \$16,066 in fees as a presenter at assembly programs for the year ended December 31, 2011. As of December 31, 2011, there were no amounts due to Steve Seskin.

Bethany Yarrow, the daughter of a Board member, received \$3,457 in fees and travel reimbursements as a performer at assembly programs for the year ended December 31, 2011. As of December 31, 2011, there were no amounts due to Bethany Yarrow.

**NOTE 8. DECEMBER 31, 2010 FINANCIAL INFORMATION**

The financial statements include certain prior-year summarized financial information. Such information does not include sufficient detail to constitute a presentation in conformity with generally accepted accounting principles. Accordingly, such information should be read in conjunction with the Organization's financial statements for the year ended December 31, 2010, from which the summarized information was derived.

Certain reclassifications have been made to the summarized 2010 financial information to conform to the classifications adopted for the 2011 financial statements. These reclassifications had no effect on the change in the net assets.