

READ AHEAD, INC.

Financial Statements

For the Years Ended September 30, 2018 and 2017

The logo for BUCHBINDER features the word "BUCHBINDER" in a dark blue, sans-serif font. To the left of the letter "B" is a vertical orange bar. A horizontal line is positioned below the "BUCH" portion of the text.

BUCHBINDER

READ AHEAD, INC.
For the Years Ended September 30, 2018 and 2017

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INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Read Ahead, Inc.

Report on the Financial Statements

We have audited the accompanying financial statements of Read Ahead, Inc. (the "Organization"), which comprise the statements of financial position as of September 30, 2018 and 2017, and the related statements of activities, cash flows and functional expenses for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits 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 from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Read Ahead, Inc. as of September 30, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Buchbinder Tunick & Company LLP

BUCHBINDER TUNICK & COMPANY LLP

New York, NY
February 6, 2019

READ AHEAD, INC.
Statements of Financial Position
September 30, 2018 and 2017

	2018	2017
ASSETS		
Current assets:		
Cash	\$ 798,280	\$ 693,792
Contributions receivable	60,290	37,125
Prepaid expenses	34,741	33,747
Total current assets	893,311	764,664
Office equipment (less accumulated depreciation of \$47,528 and \$46,114 at September 30, 2018 and 2017, respectively)	2,522	2,632
Security deposits	21,918	21,918
Total assets	\$ 917,751	\$ 789,214
LIABILITIES AND NET ASSETS		
Current liabilities:		
Accounts payable and accrued expenses	\$ 54,235	\$ 61,647
Deferred income	159,593	91,455
Total current liabilities	213,828	153,102
Deferred rent	21,918	34,072
Total liabilities	235,746	187,174
Commitments		
Net assets:		
Unrestricted	682,005	602,040
Total net assets	682,005	602,040
Total liabilities and net assets	\$ 917,751	\$ 789,214

See notes to financial statements.

READ AHEAD, INC.
Statement of Activities
For the year ended September 30, 2018

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>2018</u>
Revenue:			
Contributions	\$ 582,443	\$ -	\$ 582,443
Grants - Foundation	<u>77,500</u>	<u>-</u>	<u>77,500</u>
	<u>659,943</u>	<u>-</u>	<u>659,943</u>
Event income	793,944	-	793,944
Less: costs of direct benefits to donors	<u>112,548</u>	<u>-</u>	<u>112,548</u>
Net event income	<u>681,396</u>	<u>-</u>	<u>681,396</u>
Interest income	<u>611</u>	<u>-</u>	<u>611</u>
Other income	<u>934</u>	<u>-</u>	<u>934</u>
Net gain on sale of investments	<u>7,171</u>	<u>-</u>	<u>7,171</u>
Contributed goods and services	<u>206,701</u>	<u>-</u>	<u>206,701</u>
Total revenue	<u>1,556,756</u>	<u>-</u>	<u>1,556,756</u>
Expenses:			
Program services:			
Reading and mentoring activities with schoolchildren	1,088,473	-	1,088,473
Supporting activities:			
Management and general	129,076	-	129,076
Fundraising	<u>259,242</u>	<u>-</u>	<u>259,242</u>
Total expenses	<u>1,476,791</u>	<u>-</u>	<u>1,476,791</u>
Change in net assets	79,965	-	79,965
Net assets - unrestricted:			
Beginning of year	<u>602,040</u>	<u>-</u>	<u>602,040</u>
End of year	<u>\$ 682,005</u>	<u>\$ -</u>	<u>\$ 682,005</u>

See notes to financial statements.

READ AHEAD, INC.
Statement of Activities (Continued)
For the year ended September 30, 2017

	Unrestricted	Temporarily Restricted	2017
Revenue:			
Contributions	\$ 527,032	\$ -	\$ 527,032
Grants - Foundation	45,000	-	45,000
	572,032	-	572,032
Event income	750,345	-	750,345
Less: cost of direct benefits to donors	91,051	-	91,051
Net event income	659,294	-	659,294
Interest income	352	-	352
Other income	1,333	-	1,333
Net gain on sale of investments	1,254	-	1,254
Contributed goods and services	72,443	-	72,443
Total revenue	1,306,708	-	1,306,708
Expenses:			
Program services:			
Reading and mentoring activities with schoolchildren	904,043	-	904,043
Supporting activities:			
Management and general	138,512	-	138,512
Fundraising	256,581	-	256,581
Total expenses	1,299,136	-	1,299,136
Change in net assets	7,572	-	7,572
Net assets - unrestricted:			
Beginning of year	594,468	-	594,468
End of year	\$ 602,040	\$ -	\$ 602,040

See notes to financial statements.

READ AHEAD, INC.
Statements of Cash Flows
For the years ended September 30, 2018 and 2017

	2018	2017
Cash flows from operating activities:		
Change in net assets	\$ 79,965	\$ 7,572
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	1,415	3,877
Net (gain) on sale of investments	(7,171)	(1,254)
Changes in operating assets and liabilities:		
(Increase) in contributions receivable	(23,165)	(32,815)
(Increase) in prepaid expenses	(994)	(8,420)
(Decrease) increase in accounts payable and accrued expenses	(7,412)	26,545
Increase in deferred income	68,138	62,459
(Decrease) in deferred rent	(12,154)	(9,631)
Net cash provided by operating activities	98,622	48,333
Cash flows from investing activities:		
(Purchase of) furniture and equipment	(1,305)	-
Sale of investments	32,245	12,472
(Purchase of) investments	(25,074)	(11,218)
Net cash provided by investing activities	5,866	1,254
Net increase in cash	104,488	49,587
Cash:		
Beginning of year	693,792	644,205
End of year	\$ 798,280	\$ 693,792

See notes to financial statements.

READ AHEAD, INC.
Statement of Functional Expenses
For the year ended September 30, 2018

	<u>Total</u>	<u>Program Services</u>	<u>Supporting Activities</u>	
			<u>Management and General</u>	<u>Fundraising</u>
Salaries	\$ 790,269	\$ 559,589	\$ 67,963	\$ 162,717
Payroll taxes	76,007	53,821	6,537	15,649
Payroll expenses	5,565	3,941	479	1,145
Rent	90,703	64,227	7,800	18,676
Telephone	16,467	13,174	823	2,470
Stationery, printing and postage	4,645	3,716	232	697
Insurance	21,412	15,162	1,841	4,409
Employee benefits	79,483	56,282	6,836	16,365
Promotional materials	2,784	2,784	-	-
Depreciation	1,415	-	1,415	-
Books and program materials	(201)	(201)	-	-
Pension processing fees	2,719	-	2,719	-
School buses	14,500	14,500	-	-
School recognition events	9,131	9,131	-	-
Subscriptions	7,261	5,809	363	1,089
Professional fees	51,960	22,069	24,710	5,181
Meals and entertainment	1,189	678	511	-
Meetings	288	96	96	96
Travel	7,358	5,886	736	736
Staff training	7,179	7,179	-	-
Filing fees	142	-	142	-
Credit card fees	17,984	-	-	17,984
Computer and website services	38,203	27,052	3,285	7,866
Office supplies	21,096	16,877	2,110	2,109
In-kind expense	206,701	206,701	-	-
Miscellaneous	2,531	-	478	2,053
Total expenses	\$ 1,476,791	\$ 1,088,473	\$ 129,076	\$ 259,242

See notes to financial statements.

READ AHEAD, INC.
Statement of Functional Expenses (Continued)
For the year ended September 30, 2017

	<u>Total</u>	<u>Program Services</u>	<u>Supporting Activities</u>	
			<u>Management and General</u>	<u>Fundraising</u>
Salaries	\$ 770,219	\$ 538,460	\$ 63,851	\$ 167,908
Payroll taxes	75,339	52,669	6,246	16,424
Payroll expenses	4,530	3,167	376	987
Rent	88,484	61,859	7,335	19,290
Telephone	13,580	10,864	679	2,037
Stationery, printing and postage	1,211	969	61	181
Insurance	22,364	15,635	1,854	4,875
Employee benefits	91,844	64,208	7,614	20,022
Promotional materials	6,685	6,685	-	-
Depreciation	3,877	-	3,877	-
Books and program materials	962	962	-	-
Pension processing fees	2,441	-	2,441	-
School buses	10,860	10,860	-	-
School recognition events	3,815	3,815	-	-
Subscriptions	2,757	2,206	138	413
Professional fees	64,344	25,751	37,083	1,510
Meals and entertainment	637	363	274	-
Meetings	419	140	140	139
Travel	6,500	5,200	650	650
Staff training	6,673	6,673	-	-
Filing fees	144	-	144	-
Credit card fees	15,120	-	-	15,120
Computer and website services	1,603	1,121	133	349
Office supplies	22,055	17,644	2,206	2,205
In-kind expense	72,443	72,443	-	-
Miscellaneous	10,230	2,349	3,410	4,471
	<u>\$ 1,299,136</u>	<u>\$ 904,043</u>	<u>\$ 138,512</u>	<u>\$ 256,581</u>
Total expenses				

See notes to financial statements.

READ AHEAD, INC.
Notes to Financial Statements
September 30, 2018 and 2017

Note 1 - Nature of Operations

Read Ahead, Inc. (the "Organization"), formerly named Everybody Wins Foundation Inc., is a corporation which was organized in the State of New York as a not-for-profit entity on March 7, 1991.

The purpose of the Organization is to recruit, train and supervise corporate employees and other members of the community who engage in reading and mentoring activities with schoolchildren.

Note 2 - Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting.

Basis of Presentation

The Organization reports information regarding its financial position and activities according to the following three classes of net assets:

- a. Unrestricted net assets - have no donor restrictions and have met all legal and donor requirements.
- b. Temporarily restricted net assets - are temporarily restricted by donor stipulations and requirements.
- c. Permanently restricted net assets - are permanently restricted by donor stipulations and requirements.

On September 17, 2010, the Organization adopted the New York Prudent Management of Institutional Funds Act ("NYPMIFA"). Accordingly, the Organization classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. Accounting Standards Codification ("ASC") No. 958-205, *Not-for-Profit Entities*, requires the portion of a donor-restricted endowment fund that is not classified as permanently restricted to be classified as temporarily restricted net assets until appropriated for expenditure.

READ AHEAD, INC.
Notes to Financial Statements (Continued)
September 30, 2018 and 2017

Note 2 - Summary of Significant Accounting Policies (Continued)

Basis of Presentation (Continued)

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restrictions. As of September 30, 2018 and 2017, the Organization had no temporarily or permanently restricted net assets.

Use of Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Investment Valuation

Investment in common stock is stated at fair value as determined by quoted market prices.

Contributions Receivable

The Organization carries its contributions receivable at cost, less an allowance for doubtful accounts as needed. On a periodic basis the Organization evaluates its contributions receivable and establishes an allowance for doubtful accounts, when deemed necessary, based on its history of past write-offs and collections, and current credit conditions. There was no allowance for doubtful accounts deemed necessary by management as of September 30, 2018 and 2017.

READ AHEAD, INC.
Notes to Financial Statements (Continued)
September 30, 2018 and 2017

Note 2 - Summary of Significant Accounting Policies (Continued)

Equipment

It is the Organization's policy to capitalize equipment over \$1,000. Lesser amounts are expensed. Purchased equipment is capitalized at cost. Donations of equipment are recorded as contributions at their estimated fair value. Such donations are reported as unrestricted contributions unless the donor has restricted the donated asset to a specific purpose. Assets donated with explicit restrictions regarding their use and contributions of cash that must be used to acquire equipment are reported as restricted contributions. Equipment is depreciated using the straight-line method over the estimated useful lives of the assets, which is 3-5 years for furniture and computer equipment, and the life of the lease for the leasehold improvements.

Contributions of Securities

Contributions of securities are recorded at their fair value at the date of the contribution.

Sources of Revenue

Sources of revenue for the Organization's services are provided by contributions from individuals, corporations and private foundations, its annual fundraising event, as well as from other fundraising events.

Functional Classification of Expenses

In the accompanying statements of activities, expenses have been reported by their functional classification, a method of grouping expenses according to the purpose for which they were incurred. The primary functional classifications are program services and supporting activities. Program services are the activities that result in services being provided that fulfill the purposes or mission for which the organization exists. Supporting activities are all activities of an organization other than program services.

Contributed Goods and Services

Contributed goods and services are recognized if the goods or services received: (a) create or enhance long-lived assets, or (b) required specialized skills are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation.

READ AHEAD, INC.
Notes to Financial Statements (Continued)
September 30, 2018 and 2017

Note 2 - Summary of Significant Accounting Policies (Continued)

Contributed Goods and Services (Continued)

The Organization recognizes contributed goods and services for professional fees and books that were utilized principally in the Organization's program operations during the years ended September 30, 2017 and 2016. These contributed goods and services have been recorded at their approximate fair value. Contributed goods and services for the year ended September 30, 2018 and 2017 totaled \$206,701 and \$72,443, respectively.

Income Taxes

The Organization files an annual Form 990, *Return of Organization Exempt from Income Tax*, with the Internal Revenue Service (the "IRS"). At September 30, 2018, the Organization's Form 990s for the years 2015 through 2018 remain eligible for examination by the IRS.

Subsequent Events

The Organization has evaluated subsequent events and transactions through February 6, 2019, the date that the financial statements were available to be issued.

Note 3 - Concentrations of Credit Risk

Financial instruments that subject the Organization to concentrations of credit risk include cash. The Organization maintains an account at a high quality financial institution and its deposit balance may, at times, exceed federally insured limits. The Organization has not experienced any losses on this account.

Note 4 - Tax Status

The Organization is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

READ AHEAD, INC.
Notes to Financial Statements (Continued)
September 30, 2018 and 2017

Note 5 - Commitments

The Organization moved during the year ended September 30, 2009 from its previous location and currently leases office space under an operating lease which expires in February 2020. Total rent expense was \$90,703 and \$88,484 for the years ended September 30, 2018 and 2017, respectively.

The future minimum annual rental commitments as of September 30, 2018 are as follows:

<u>Years Ending September 30,</u>	<u>Amount</u>
2019	\$ 89,211
2020	<u>38,191</u>
Total	<u>\$ 127,402</u>

Note 6 - Retirement Plan

Beginning in November 2013, the Organization sponsors a defined contribution 403(b) plan (the "Plan") covering all eligible employees of the Organization. The Organization makes annual contributions to the Plan equal to a percentage determined by the Organization prior to the end of each year. The Organization made a contribution of \$10,828 and \$10,591 for the years ended September 30, 2018 and 2017, respectively.

Note 7 - Subsequent Event

Subsequent to the year ended September 30, 2018, the Board of Directors adopted a resolution designating \$45,000 of net assets for the purpose of retention of a board recruitment adviser in 2019.