

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

Do not enter social security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at

Department of the Treasury
Internal Revenue Service

Open to Public
Inspection

Check if applicable: Address change Name change Initial return Final return/terminated Amended return Application pending			Gross receipts \$
			Are all subordinates included?

Paid Preparer Use Only			Check if self-employed

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

X

1 Briefly describe the organization's mission:
HELP CHILDREN BECOME LIFELONG READERS BY EMPOWERING COMMUNITIES TO PROVIDE INDIVIDUALIZED INSTRUCTION WITH MEASURABLE RESULTS. READING PARTNERS PROVIDES LITERACY INTERVENTION SERVICES TO ELEMENTARY SCHOOLS IN UNDER-RESOURCED COMMUNITIES. PROGRAM RELATED EXPENSES ON THIS

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 X 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 X 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 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 \$ 15,742,195. including grants of \$) (Revenue \$ 3,323,476.)
LITERACY INTERVENTION PROGRAM: READING PARTNERS RECRUITS AND TRAINS COMMUNITY VOLUNTEERS TO PROVIDE ONE-ON-ONE TUTORING FOR STUDENTS BOTH DURING THE SCHOOL DAY AND AFTER SCHOOL. AT EACH PARTNERS SCHOOL, THE ORGANIZATION TAKES ON A DEDICATED SPACE, TRANSFORMS IT INTO A READING CENTER, AND PLACES A FULL TIME STAFF MEMBER ON SITE TO SUPERVISE ALL PROGRAM SERVICES AND SERVE AS THE LIAISON TO CLASSROOM TEACHERS. A TYPICAL READING CENTER WILL SERVE BETWEEN 30 AND 90 STUDENTS.

THE PRIMARY PROGRAM COMPONENT, ONE-ON-ONE TUTORING, IS SUPPLEMENTED WITH PARENT AND FAMILY INVOLVEMENT. STUDENTS ENROLLED IN THE READING PARTNERS PROGRAM ARE SEEN TWICE PER WEEK FOR 45-MINUTE ONE-ON-ONE TUTORING SESSIONS WITH TRAINED COMMUNITY VOLUNTEERS. EACH SESSION IS

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 | 15,742,195.

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?	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 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		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, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		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 and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		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 other assistance to or for any foreign organization? 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 other assistance to or for foreign individuals? 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		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
20a 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 or other assistance to any domestic organization or domestic government 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 or other assistance to or for domestic individuals 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, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25a		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	Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. 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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? 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, Part II, III, or IV, and Part V, line 1		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
	b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		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 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable ~~~~~		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable ~~~~~		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return ~~~~~		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? ~~~~~ Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file(see instructions) ~~~~~		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? ~~~~~		
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O ~~~~~		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? ~~~~~		
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	a		
	b		
	c		
6a	ITxr(Dik43" has it filed a Form (IW-2G i30.88or within the :jding 1149 has it filniti)-2161s re4 -1capif atnd9 ph.1)uranstable250, F16a/III.Dike9r12j_93.6 -G(the		
b			
7	Organizations that may receive deductible contributions under section 170(c).		
a	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			
c			
d			
e			
f			
g			
h			
8	Sponsoring organizations maintaining donor advised funds.		
9	Sponsoring organizations maintaining donor advised funds.		
a			
b			
10	Section 501(c)(7) organizations.		
a			
b			
11	Section 501(c)(12) organizations.		
a			
b			
12a	Section 4947(a)(1) non-exempt charitable trusts.		
b			
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Note.		
b			
c			
14a			
b	If "No," provide an explanation in Schedule O		

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

Check if Schedule O contains a response or note to any line in this Part VI

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 ~~~~~ 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.		
1b	Enter the number of voting members included in line 1a, above, who are independent ~~~~~		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? ~~~~~		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? ~~~~~		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? ~~~~~		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? ~~~~~		X
6	Did the organization have members or stockholders? ~~~~~		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? ~~~~~		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? ~~~~~		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body? ~~~~~	X	
8b	Each committee with authority to act on behalf of the governing body? ~~~~~	X	
9	Is there any officer, director, 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		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? ~~~~~		X
10b	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? ~~~~~		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13 ~~~~~	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done ~~~~~	X	
13	Did the organization have a written whistleblower policy? ~~~~~	X	
14	Did the organization have a written document retention and destruction policy? ~~~~~	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?		
15a	The organization's CEO, Executive Director, or top management official ~~~~~	X	
15b	Other officers or key employees of the organization ~~~~~	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? ~~~~~		X
16b	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 take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **J CA, NY, CO, TX, NJ, DC, VA, MD, MA, SC, OH, WA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records: | _____
READING PARTNERS ACCOUNTING DEPARTMENT - 510-444-9800
180 GRAND AVENUE SUITE 800, OAKLAND, CA 94612

SEE SCHEDULE O FOR FULL LIST OF STATES

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

Check if Schedule O contains a response or note to any line in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- ¥ List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - ¥ List all of the organization's current key employees, if any. See instructions for definition of "key employee."
 - ¥ List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - ¥ 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 (list any hours for related organizations below line)	(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			
fp%L: 75H-M895B 7<5-FA5B	4.00	X		X				0.	0.	0.
fi&L: ?5H-MH5M0CF J=79: 7<5-FA5B	4.00	X		X				0.	0.	0.
fi L: 85B: 75FFC@@ HF95GIF9F	4.00	X		X				0.	0.	0.
fi(L: GHDD-5B=9: 7C<9B G97F9H5FM	4.00	X		X				0.	0.	0.
fi) L: K5@HDF: 9@7C7? A9A69F	4.00	X						0.	0.	0.
fi* L: >5A=9: G@5I; <HDF A9A69F	4.00	X						0.	0.	0.
fi+L: A5F?: G9LHCB A9A69F	4.00	X						0.	0.	0.
fi L: GIG5B: <5M0G A9A69F	4.00	X						0.	0.	0.
fi L: H98: A578CB5@B A9A69F	4.00	X						0.	0.	0.
fp%SL: ?F=GHMB: ?@Q=6CFF9FC A9A69F	4.00	X						0.	0.	0.
fp%L: 5B8F95: F=79 A9A69F	4.00	X						0.	0.	0.
fp&L: 5BB9: DCD?:B A9A69F	4.00	X						0.	0.	0.
fp% L: A=7<59@ F": @CA65F8C 7<=9: 9L97I H=J9: C: =79F	60.00			X				196, 191.	0.	15, 859.
fp% L: A=7<59@ 65FF 7<=9: : =B5B7=5@ C: =79F	60.00			X				1q		
								0 A 5 € ' @ δ 0 P @ P P		60.00 D

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Row 18: MATTHEW C. AGUIAR, CHIEF OF STAFF, 60.00 hours, 143,986 compensation, 0 related compensation, 8,200 other compensation.

Summary rows for Section A: 1b Sub-total, 1c Total from continuation sheets, 1d Total (add lines 1b and 1c). Totals: 896,724, 0, 55,931.

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 | 6

Table with 3 columns: Question number, Yes, No. Row 3: Did the organization list any former officer, director, or trustee... No (X). Row 4: For an individual listed on line 1a, is the sum of reportable compensation and other compensation greater than \$150,000? Yes (X). Row 5: Did any person listed on line 1a receive or accrue compensation from any unrelated organization... No (X).

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.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. All entries are NONE.

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

Check if Schedule O contains a response or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns ~~~~~	1a				
	b	Membership dues ~~~~~	1b				
	c	Fundraising events ~~~~~	1c				
	d	Related organizations ~~~~~	1d				
	e	Government grants (contributions)	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f				
	g	Noncash contributions included in lines 1a-1f: \$ _____					
	h	Total. Add lines 1a-1f					
Program Service Revenue	2 a	_____	Business Code				
	b	_____					
	c	_____					
	d	_____					
	e	_____					
	f	All other program service revenue ~~~~~					
	g	Total. Add lines 2a-2f					
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)-----					
	4	Income from investment of tax-exempt bond proceeds					
	5						
	6 a						
	b						
	c						
	d						
	7 a						
	b						
	c						
	d						
	8 a	_____					
	b		a				
	c		b				
	9 a		a				
b		b					
c							
10 a		a					
b		b					
c							
		Business Code					
11 a	_____						
b	_____						
c	_____						
d							
e	Total.						
12	Total revenue See instructions.						

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c				
d				
e Professional fundraising services. See Part IV, line 17				
f				
g (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)				
12				
13				
14				
15				
16				
17				
18				
19				
20				
21				
22				
23				
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 _____				
b _____				
c _____				
d _____				
e _____				
25 Total functional expenses. Add lines 1 through 24e				
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12) ~~~~~	1	23, 592, 549.
2	Total expenses (must equal Part IX, column (A), line 25) ~~~~~	2	20, 245, 738.
3	Revenue less expenses. Subtract line 2 from line 1 ~~~~~	3	3, 346, 811.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) ~~~~~	4	4, 583, 843.
5	Net unrealized gains (losses) on investments ~~~~~	5	- 189.
6	Donated services and use of facilities ~~~~~	6	80, 962.
7	Investment expenses ~~~~~	7	
8	Prior period adjustments ~~~~~	8	
9	Other changes in net assets or fund balances (explain in Schedule O) ~~~~~	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	8, 011, 427.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: Cash <input type="checkbox"/> X Accrual Other _____ 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? ~~~~~ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: Separate basis Consolidated basis Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? ~~~~~ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: X Separate basis Consolidated basis Both consolidated and separate basis	X	
2c	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? ~~~~~ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? ~~~~~	X	
3b	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	X	

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.

Information about Schedule A (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization READING PARTNERS	Employer identification number 77- 0568469
---	--

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 to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box in lines 11a through 11d that describes the type of supporting organization and complete lines 11e, 11f, and 11g.
 - a Type I. A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. You must complete Part IV, Sections A and B.
 - b Type II. A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). You must complete Part IV, Sections A and C.
 - c Type III functionally integrated. A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). You must complete Part IV, Sections A, D, and E.
 - d Type III non-functionally integrated. A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). You must complete Part IV, Sections A and D, and Part V.
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations ~~~~~

(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 listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
Total						

(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.)

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") --						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf ~~~~						
3 The value of services or facilities furnished by a governmental unit to the organization without charge ~						
4 Total. Add lines 1 through 3 ~~~						
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) ~~~~~						
6 Public support. Subtract line 5 from line 4.						

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4 ~~~~~						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ~						
9 Net income from unrelated business activities, whether or not the business is regularly carried on ~						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) ~~~~						
11 Total support. Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) ~~~~~ 12

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

14 Public support percentage for 2014 (line 6, column (f) divided by line 11, column (f)) ~~~~~	14	%
15 Public support percentage from 2013 Schedule A, Part II, line 14 ~~~~~	15	%

16a 33 1/3% support test - 2014. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here.

b 33 1/3% support test - 2013. stop here.

17a 10% -facts-and-circumstances test - 2014. stop here.

b 10% -facts-and-circumstances test - 2013. stop here.

18 Private foundation.

(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.)

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") --						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 ~~~~~						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf ~~~~						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ~						
6 Total. Add lines 1 through 5 ~~~						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year ~~~~~						
c Add lines 7a and 7b ~~~~~						
8 Public support (Subtract line 7c from line 6)						

Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6 ~~~~~						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ~						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975~~~						
c Add lines 10a and 10b ~~~~~						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on ~~~~~						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.) ~~~~						
13 Total support (Add lines 9, 10c, 11, and 12.)						
14 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						

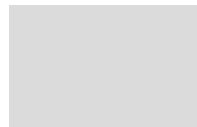
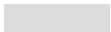
15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f)) ~~~~~	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f)) Othn,	17	
18 2013	18	

19a 33 1/3% support tests - 2014.
stop here.

b 33 1/3% support tests - 2013.
stop here.

20 Private foundation.



--	--

1	Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970. See instructions. All		
Section A - Adjusted Net Income			
1		1	
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8	Adjusted Net Income	8	
Section B - Minimum Asset Amount			
1			
a		1a	
b		1b	
c		1c	
d	Total	1d	
e	Discount		
Part VI			
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8	Minimum Asset Amount	8	
Section C - Distributable Amount			
1		1	
2		2	
3		3	
4		4	
5		5	
6	Distributable Amount.	6	
7			

Section D - Distributions			Current Year
1			
2			
3			
4			
5			
6	Part VI		
7	Total annual distributions.		
8	Part VI		
9			
10			
	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iij 112.566 24 Tdcd Td ((i (iij 112.566 24 Tdc24 -12 Td (Pre-

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.

| Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990 .

OMB No. 1545-0047

2014

Name of the organization

READING PARTNERS

Employer identification number

77-0568469

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

X 501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

X For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1)\$5,000 or (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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization READING PARTNERS	Employer identification number 77- 0568469
---	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/>	\$ 700, 000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
2	<hr/> <hr/> <hr/>	\$ 750, 000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
3	<hr/> <hr/> <hr/>	\$ 2, 200, 000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
4	<hr/> <hr/> <hr/>	\$ 900, 000.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
5	<hr/> <hr/> <hr/>	\$ 666, 667.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
6	<hr/> <hr/> <hr/>	\$ 811, 352.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization READING PARTNERS	Employer identification number 77- 0568469
---	--

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<hr/> <hr/> <hr/>	\$ 767, 313.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
8	<hr/> <hr/> <hr/>	\$ 427, 412.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
9	<hr/> <hr/> <hr/>	\$ 444, 416.	Person <input checked="" type="checkbox"/> Payroll Noncash (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person Payroll Noncash (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person Payroll Noncash (Complete Part II for noncash contributions.)
<hr/>	<hr/> <hr/> <hr/>	\$ _____	Person Payroll Noncash (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

READING PARTNERS

77-0568469

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization
READING PARTNERS

Employer identification number
77-0568469

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete column (a) through (e) and the following line entry organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info. on line 1) \$ _____
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
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

(Form 990)

Department of the Treasury
Internal Revenue Service

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

Attach to Form 990.

Information about Schedule D (Form 990) and its instructions is at

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

Employer identification number

Complete if the

organization answered "Yes" to Form 990, Part IV, line 6.

1 Total number at end of year

(a) Donor advised funds

(b) Funds and other accounts

2
3
4
5

Yes No

6

Yes No

1

2

a
b
c
d

	Held at the End of the Tax Year
2a	_____
2b	_____
2c	_____
2d	_____

3

4
5

Yes No

6

7
8

Yes No

9

1a

b

(i)
(ii)

2

a
b

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 XIII.

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 XIII and complete the following table:

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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:

- (i) unrelated organizations
- (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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		20,358.	4,072.	16,286.
d Equipment		155,996.	53,912.	102,084.
e Other		740,114.	378,974.	361,140.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.).....				479,510.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(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)		
(2)		
(3)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

(a)	(b)	(c)
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

(a)	(b)
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

1. (a)	(b)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)		

2.

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	25,614,023.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		- 189.
b	Donated services and use of facilities	2b		2,021,663.
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		2,021,474.
3	Subtract line 2e from line 1	3		23,592,549.
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 XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		23,592,549.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	22,186,439.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		1,940,701.
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		1,940,701.
3	Subtract line 2e from line 1	3		20,245,738.
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 XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		20,245,738.

Part XIII Supplemental Information.

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

PART X, LINE 2:

THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION

Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

	(a)	(b)	(c)	(d) Total events (a) (c)
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				
11				

	(a)	(b) Pull tabs/instant bingo/progressive bingo	(c)	(d) (a) (c)
1				
2				
3				
4				
5				
6	Yes _____ No _____	Yes _____ No _____	Yes _____ No _____	
7				
8				

9 _____ Yes No

a _____

b _____

10a _____ Yes No

b _____

11

12

13

14

15



READING PARTNERS

Part IV Supplemental Information (continued)

Lined area for supplemental information

SCHEDULE J
(Form 990)

Compensation Information

OMB No. 1545-0047

2014

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Open to Public
Inspection

Name of the organization

READING PARTNERS

Employer identification number

77-0568469

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|---|---|
| First-class or charter travel | Housing allowance or residence for personal use |
| Travel for companions | Payments for business use of personal residence |
| Tax indemnification and gross-up payments | Health or social club dues or initiation fees |
| Discretionary spending account | Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain ~~~~~

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? ~~~~~

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a Receive a severance payment or change-of-control payment? ~~~~~
- b Participate in, or receive payment from, a supplemental nonqualified retirement plan? ~~~~~
- c Participate in, or receive payment from, an equity-based compensation arrangement? ~~~~~
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a The organization? ~~~~~
- b Any related organization? ~~~~~
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a The organization? ~~~~~
- b Any related organization? ~~~~~
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III ~~~~~

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III ~~~~~

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b		
2		
3		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7		<input checked="" type="checkbox"/>
8		<input checked="" type="checkbox"/>
9		

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.

Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2014

Open to Public
Inspection

Name of the organization

READING PARTNERS

Employer identification number

77-0568469

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

RETURN DO NOT INCLUDE \$1,663,878 CONTRIBUTED RENT.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

**COMPRISED OF A HIGHLY STRUCTURED, RESEARCH-BASED CURRICULUM WHICH
ALLOWS VOLUNTEERS WITH LITTLE BACKGROUND IN EDUCATION TO BE EFFECTIVE
TUTORS.**

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

**THE FORM 990 IS REVIEWED FOR ACCURACY AND COMPLETENESS BY THE FINANCE
COMMITTEE. THE FINANCE COMMITTEE WILL PRESENT THE FORM 990 TO THE BOARD OF
DIRECTORS FOR THEIR APPROVAL. ANY
QUESTIONS ARISING DURING THIS REVIEW PROCESS ARE RESOLVED PRIOR TO FILING
OF THE FORM.**

FORM 990, PART VI, SECTION B, LINE 12C:

**ON AN ANNUAL BASIS THE ORGANIZATION REQUIRES THE BOARD MEMBERS TO REVIEW
AND SIGN A CONFLICT OF INTEREST POLICY WHICH REQUIRES DISCLOSURES OF ANY
CONFLICTS.**

FORM 990, PART VI, SECTION B, LINE 15:

**THE ORGANIZATION'S PROCESS FOR DETERMINING COMPENSATION OF THE CEO, CFO,
AND COO INCLUDES A REVIEW OF COMPENSATION SURVEYS AND A REVIEW OF
COMPENSATION PAID BY OTHER ORGANIZATIONS OF SIMILAR SIZES FOR COMPARISON.
THIS DATA IS PRESENTED TO THE BOARD, APPROVED AND DOCUMENTED IN THE
MINUTES.**

Name of the organization

READING PARTNERS

Employer identification number

77-0568469

ALL STAFF RECEIVES PERIODIC PERFORMANCE REVIEWS. REVIEWS ARE GENERALLY CONDUCTED AT MID-YEAR AND AT THE CLOSE OF THE FISCAL YEAR. HOWEVER, THE FREQUENCY OF EVALUATIONS MAY VARY DEPENDING ON THE LENGTH OF SERVICE, JOB POSITION, PAST PERFORMANCE, CHANGES IN JOB DUTIES, AND OTHER FACTORS. PAY ADJUSTMENTS ARE BASED ON MARKET COMPARISONS, INTERNAL EQUITY AND PERFORMANCE. BOARD APPROVAL IS SECURED FOR ALL SALARY DECISIONS RELATED TO THE CEO, COO AND CFO.

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

CA, NY, CO, TX, NJ, DC, VA, MD, MA, SC, OH, WA, OK

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

THE ORGANIZATION MAKES IT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ON THEIR WEBSITE AS WELL AS UPON REQUEST.

Department of the Treasury
Internal Revenue Service

| File a separate application for each return.
| Information about Form 8868 and its instructions is at

☒ If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ~~~~~ |

☒ If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing . 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 and click on e-file for Charities & Nonprofits.

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.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions.	Enter filer's identifying number Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 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 | _____
Telephone No. | _____ 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 _____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
| calendar year _____ or
| tax year beginning _____, and ending _____.

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and	3b	\$
c Balance due.	3c	\$

Caution.

Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to paper size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.

STATE COPY

Form 990 will
be attached
to filing copy.



MAIL TO:
 Registry of Charitable Trusts
 P.O. Box 903447
 Sacramento, CA 94203-4470
 Telephone: (916) 445-2021

WEB SITE ADDRESS:
<http://ag.ca.gov/charities/>

Sections 12586 and 12587, California Government Code
 11 Cal. Code Regs. sections 301-307, 311 and 312

Failure to submit this report annually no later than four months and fifteen days after the end of the organization's accounting period may result in the loss of tax exemption and the assessment of a minimum tax of \$800, plus interest, and/or fines or filing penalties as defined in Government Code section 12586.1. IRS extensions will be honored.

Form 990 will be attached to filing copy.

<p>ETCANNED WEB SITE ADDRESS: _____ <small>Failure to file</small></p> <p>_____</p> <p>Name of Organization</p> <p>_____</p> <p>Address (Number and Street)</p> <p>_____</p> <p>City or Town, State and ZIP Code</p>	<p>Check if:</p> <p><input type="checkbox"/> Change of address</p> <p><input type="checkbox"/> Amended report</p> <p>Corporate or Organization No. _____</p> <p>Federal Employer I.D. No. _____</p>
---	---

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

I declare under penalty of perjury that I have examined this report, including accompanying documents, and to the best of my knowledge and belief, it is true, correct and complete.

Signature of authorized officer _____ Printed Name _____ Title _____ Date _____

