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# Return of Organization Exempt From Income Tax

**2009**

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

**Open to Public Inspection**

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 2009 calendar year, or tax year beginning** 09/01, 2009, and ending 08/31, 2010

<b>B</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	<b>C</b> Name of organization <b>TEACHING MATTERS, INC.</b> Doing Business As Number and street (or P O box if mail is not delivered to street address) Room/suite <b>475 RIVERSIDE DRIVE</b> 1270 City or town, state or country, and ZIP + 4 <b>NEW YORK, NY 10115</b>	<b>D</b> Employer identification number <b>13-3770472</b>
		<b>E</b> Telephone number <b>(212) 870-3505</b>
		<b>G</b> Gross receipts \$ <b>5,405,128.</b>
		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)

<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c) ( 03 ) ◀ (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	<b>J</b> Website: ▶ WWW.TEACHINGMATTERS.ORG	<b>H(c)</b> Group exemption number ▶
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	<b>L</b> Year of formation 1994	<b>M</b> State of legal domicile NY

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities. TEACHING MATTERS, INC. PROVIDES TECHNOLOGY PLANNING AND PROFESSIONAL DEVELOPMENT LARGELY BUT NOT EXCLUSIVELY IN NEW YORK CITY METROPOLITAN AREA SCHOOLS.		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	12
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	12
	<b>5</b> Total number of employees (Part V, line 2a)	<b>5</b>	40
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	0.
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	0.	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	<b>9</b> Program service revenue (Part VIII, line 2g)	810,516.	957,859.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,069,470.	2,249,043.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	28,406.	4,967.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,908,392.	3,209,272.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,160,314.	2,126,525.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	<b>b</b> Total fundraising expenses, Part IX, column (D), line 25) ▶ 154,967.		
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	908,585.	1,002,101.	
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	3,068,899.	3,128,626.	
<b>19</b> Revenue less expenses Subtract line 18 from line 12	-160,507.	80,646.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Year	End of Year
	<b>21</b> Total liabilities (Part X, line 26)	5,767,621.	5,831,586.
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20.	189,006.	172,325.
		5,578,615.	5,659,261.

**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** ▶ *Joseph Lewis* Signature of officer Date **5/14/2010**  
 ▶ **Joseph Lewis** Treasurer  
 ▶ Type or print name and title

**Paid** Preparer's signature ▶ *[Signature]* Date **MAY 09 2010** Check if self-employed  Preparer's identifying number (see instructions) **P00183769**

**Preparer's Use Only** Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ **CONDON O'MEARA MCGINTY & DONNELLY L** EIN ▶ **13-3628255**  
 ▶ **ONE BATTERY PARK PLAZA, NEW YORK, NY 10004-1405** Phone no ▶ **212-661-7777**

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.\* Form 990 (2009)

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**Part III Statement of Program Service Accomplishments**

**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 exempt purpose achievements for each of the organization's three largest program services 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 \$ 2,664,260 including grants of \$ 0.) (Revenue \$ 2,249,043.)  
PROVIDE PROFESSIONAL DEVELOPMENT TO TEACHERS AND SCHOOL LEADERS IN THE FORM OF ON-SITE SUPPORT, COMPREHENSIVE PLANNING, CURRICULUM INTEGRATION AND SCHOOL VISITATIONS.

**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 **▶** 2,664,260.

Part IV Checklist of Required Schedules

Table with 3 main columns: Question, Yes, No. Rows 1-20 contain various questions about organizational activities and reporting requirements. Row 12A is a sub-row for question 12. Row 14b is a sub-row for question 14a. The 'Yes' and 'No' columns contain 'X' marks indicating the status of each item.

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

		Yes	No
<b>21</b>	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? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .		X
<b>22</b>	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? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .		X
<b>23</b>	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i> . . . . .		X
<b>24 a</b>	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i> . . . . .		X
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		
<b>25 a</b>	<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? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		X
<b>b</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? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .		X
<b>26</b>	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? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .		X
<b>27</b>	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i> . . . . .		X
<b>28</b>	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)		
<b>a</b>	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>b</b>	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>c</b>	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> . . . . .		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i> . . . . .		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i> . . . . .		X
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .		X
<b>37</b>	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? <i>If "Yes," complete Schedule R, Part VI.</i> . . . . .		X
<b>38</b>	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	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a-12b regarding IRS filings, backup withholding, employee reporting, foreign accounts, and charitable trusts.

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.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body; 1b Enter the number of voting members that 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?; 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?; 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?; 5 Did the organization become aware during the year of a material diversion of the organization's assets?; 6 Does the organization have members or stockholders?; 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?; 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?; 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: a The governing body?; b Each committee with authority to act on behalf of the governing body?; 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates?; 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?; 11A Describe in Schedule O the process, if any, used by the organization to review this Form 990; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13; 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?; 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done; 13 Does the organization have a written whistleblower policy?; 14 Does the organization have a written document retention and destruction policy?; 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?; 15a The organization's CEO, Executive Director, or top management official; 15b Other officers or key employees of the organization; 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?; 16b If "Yes," has the organization adopted 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?

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed NEW YORK
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. [X] Own website [X] Another's website [X] 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
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: LYNETTE GUASTAFARRO, 475 RIVERSIDE DRIVE, SUITE 1270, NEW YORK, NY 10115 212-870-3505

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

**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. Use Schedule J-2 if additional space is needed.

- 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. 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 the organization did not compensate any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
OLGA VOTIS BOARD CHAIRWOMAN	2.00	X		X				0	0	0
VIVIAN DUFFY VICE CHAIRWOMAN	2.00	X						0	0	0
BRYAN LAWRENCE TREASURER	2.00	X		X				0	0	0
JANET DEWART BELL BOARD MEMBER	2.00	X						0	0	0
HELEN BIRENBAUM BOARD MEMBER	2.00	X						0	0	0
CRISTINA DOLAN BOARD MEMBER	2.00	X						0	0	0
DR. EDWARD FRIEDMAN BOARD MEMBER	2.00	X						0	0	0
DR. BONNIE KAISER BOARD MEMEBR	2.00	X						0	0	0
DONALD DUET BOARD MEMBER	2.00	X						0	0	0
MEREDITH STEBBINS BOARD MEMBER	2.00	X						0	0	0
PATRICIA GLAZER BOARD MEMBER	2.00	X						0	0	0
ELIZABETH ROHATYN BOARD CHAIRWOMAN EMERITA	2.00	X						0	0	0
LYNETTE GUASTAFERRO EXECUTIVE DIRECTOR	40.00					X		117,018	0	13,025
JANE CONDLIFFE DEPUTY DIRECTOR	40.00					X		123,643	0	3,709



**Part VIII Statement of Revenue**

13-3770472

				(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>	<b>1a</b>	Federated campaigns . . . . .	<b>1a</b>					
	<b>b</b>	Membership dues . . . . .	<b>1b</b>					
	<b>c</b>	Fundraising events . . . . .	<b>1c</b>					
	<b>d</b>	Related organizations . . . . .	<b>1d</b>					
	<b>e</b>	Government grants (contributions) . .	<b>1e</b>					
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	957,859.				
	<b>g</b>	Noncash contributions included in lines 1a-1f \$						
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . .		957,859				
<b>Program Service Revenue</b>	<b>2a</b>	SERVICE AND	<b>Business Code</b>	2,249,043	2,249,043			
	<b>b</b>	CONSULTING FEES						
	<b>c</b>							
	<b>d</b>							
	<b>e</b>							
	<b>f</b>	All other program service revenue . . . . .						
	<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . .		2,249,043				
	<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . .		4,967			4,967
<b>4</b>		Income from investment of tax-exempt bond proceeds . . . . .		0				
<b>5</b>		Royalties . . . . .		0				
<b>6a</b>		Gross Rents . . . . .	(i) Real					
			(ii) Personal					
<b>b</b>		Less rental expenses . . . . .						
<b>c</b>		Rental income or (loss) . . . . .						
<b>d</b>		Net rental income or (loss) . . . . .		0				
<b>7a</b>		Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
				2,180,995.				
<b>b</b>		Less cost or other basis and sales expenses . . . . .		2,180,995				
<b>c</b>		Gain or (loss) . . . . .		0				
<b>d</b>		Net gain or (loss) . . . . .		0.				
<b>8a</b>		Gross income from fundraising events (not including \$ <u>66,003.</u> of contributions reported on line 1c) See Part IV, line 18 . . . . .	a	5,900				
	b		14,861					
	Net income or (loss) from fundraising events . . . . .		-8,961	-8,961				
<b>9a</b>	Gross income from gaming activities. See Part IV, line 19 . . . . .	a						
		b						
	Net income or (loss) from gaming activities . . . . .		0					
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . .	a						
		b						
	Less cost of goods sold . . . . .	b						
	Net income or (loss) from sales of inventory . . . . .		0					
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b>	MISCELLANEOUS INCOME			6,364	6,364.			
		b						
		c						
		d	All other revenue . . . . .					
			<b>Total.</b> Add lines 11a-11d . . . . .		6,364			
<b>12</b>	<b>Total Revenue.</b> See instructions . . . . .		3,209,272	2,246,446.	0.	4,967		

**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).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(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 US See Part IV, line 21 . . .	0.			
2 Grants and other assistance to individuals in the US. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the US See Part IV, lines 15 and 16 . . . . .	0.			
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	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) . . .	0.			
7 Other salaries and wages . . . . .	1,841,923.	1,602,473.	130,167.	109,283.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	35,252.	30,669.	2,491.	2,092.
9 Other employee benefits . . . . .	116,575.	101,421.	8,238.	6,916.
10 Payroll taxes . . . . .	132,775.	115,514.	9,383.	7,878.
11 Fees for services (non-employees)				
a Management . . . . .	0.			
b Legal . . . . .	0.			
c Accounting . . . . .	23,837.		23,837.	
d Lobbying . . . . .	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees . . . . .	0.			
g Other . . . . .	467,095.	353,447.	91,305.	22,343.
12 Advertising and promotion . . . . .	17,489.	15,241.	2,248.	
13 Office expenses . . . . .	164,868.	151,771.	11,136.	1,961.
14 Information technology . . . . .	19,039.	16,155.	2,884.	
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	106,104.	95,033.	9,010.	2,061.
17 Travel . . . . .	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings . . . .	68,468.	63,680.	4,289.	499.
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . .	46,108.	40,114.	4,150.	1,844.
23 Insurance . . . . .	0.			
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a MEMBERSHIP -----	3,597.	3,453.	54.	90.
b TEMPORARY HELP, -----	10,264.	10,264.		
c RECRUITING & TRAINING -----				
d LABORATORY SCHOOLS -----	4,866.	4,866.		
e OTHER -----	70,366.	60,159.	10,207.	
f All other expenses -----				
25 Total functional expenses. Add lines 1 through 24f	3,128,626.	2,664,260.	309,399.	154,967.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing . . . . .	227,542.	<b>1</b>	272,204.
	<b>2</b> Savings and temporary cash investments . . . . .	2,531,762.	<b>2</b>	4,478,409.
	<b>3</b> Pledges and grants receivable, net . . . . .	71,350.	<b>3</b>	134,307.
	<b>4</b> Accounts receivable, net . . . . .	669,541.	<b>4</b>	862,028.
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .	5,769.	<b>9</b>	50,084.
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D . . . . .	<b>10a</b> 535,157.		
	<b>b</b> Less: accumulated depreciation . . . . .	<b>10b</b> 500,603.	<b>10c</b> 80,662.	34,554.
	<b>11</b> Investments - publicly traded securities . . . . .	2,180,995.	<b>11</b>	0.
	<b>12</b> Investments - other securities See Part IV, line 11 . . . . .		<b>12</b>	
	<b>13</b> Investments - program-related. See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets. See Part IV, line 11 . . . . .		<b>15</b>	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	5,767,621.	<b>16</b>	5,831,586.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	160,616.	<b>17</b>	133,405.
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .	28,390.	<b>19</b>	38,920.
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .		<b>23</b>	
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> Other liabilities Complete Part X of Schedule D . . . . .		<b>25</b>	
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	189,006.	<b>26</b>	172,325.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	5,532,265.	<b>27</b>	5,514,261.
	<b>28</b> Temporarily restricted net assets . . . . .	46,350.	<b>28</b>	145,000.
	<b>29</b> Permanently restricted net assets . . . . .		<b>29</b>	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	5,578,615.	<b>33</b>	5,659,261.	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	5,767,621.	<b>34</b>	5,831,586.	

**Part XI** Financial Statements and Reporting

**1** Accounting method used to prepare the Form 990  Cash  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? . . . . .

**b** Were the organization's financial statements audited by an independent accountant? . . . . .

**c** 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

**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 consolidated basis, separate basis, or both.  
 Separate basis  Consolidated basis  Both consolidated and separate basis

**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? . . . . .

**b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants") . . . . .	1,178,330.	906,363.	1,411,060	810,516	957,859	5,264,128.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>4 Total.</b> Add lines 1 through 3. . . . .	1,178,330	906,363.	1,411,060.	810,516	957,859	5,264,128
<b>5</b> 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). . . . .						2,282,904
<b>6 Public support.</b> Subtract line 5 from line 4						2,981,224.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>7</b> Amounts from line 4 . . . . .	1,178,330.	906,363.	1,411,060.	810,516	957,859	5,264,128.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	80,823	178,933	155,576	35,022.	4,967	455,321
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . <b>ATCH 1.</b> . . . . .					6,364	6,364
<b>11 Total support.</b> Add lines 7 through 10 . . . . .						5,725,813
<b>12</b> Gross receipts from related activities, etc (see instructions) . . . . .					<b>12</b>	10,959,233
<b>13 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 <b>stop here</b> . . . . .						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . . .	<b>14</b>	52.07%
<b>15</b> Public support percentage from 2008 Schedule A, Part II, line 14 . . . . .	<b>15</b>	51.75%
<b>16a 33 1/3% support test - 2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2008.</b> 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 <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>17a 10%-facts-and-circumstances test - 2009.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization. . . . .		<input type="checkbox"/>
<b>b 10%-facts-and-circumstances test - 2008.</b> 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 <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

**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)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 IV) . . . . .						
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 . . . . .						<input type="checkbox"/>

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

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15 . . . . .	16	%

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

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17 . . . . .	18	%

- 19a **33 1/3% support tests - 2009.** 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 ►
- b **33 1/3% support tests - 2008.** 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 ►
- 20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►

**Part IV** **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2005	2006	2007	2008	2009	TOTAL
MISCELLANEOUS INCOME					6,364	6,364.
TOTALS					<u>6,364</u>	<u>6,364.</u>

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Attach to Form 990. See separate instructions.

Name of the organization

TEACHING MATTERS, INC.

Employer identification number

13-3770472

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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?, 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?

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)
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
Table with 2 columns: Held at the End of the Year, rows 2a Total number of conservation easements, 2b Total acreage restricted by conservation easements, 2c Number of conservation easements on a certified historic structure included in (a), 2d Number of conservation easements included in (c) acquired after 8/17/06
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?
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 170(h)(4)(B)(ii)?
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, 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, 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 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 . . . . .	<b>1c</b>
d Additions during the year . . . . .	<b>1d</b>
e Distributions during the year . . . . .	<b>1e</b>
f Ending balance . . . . .	<b>1f</b>

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 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 . . . . .	1,046,350.	1,298,590.			
b Contributions . . . . .	273,650.	287,373.			
c Net investment earnings, gains, and losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .	175,000.	539,613			
f Administrative expenses . . . . .					
g End of year balance . . . . .	1,145,000.	1,046,350			

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ▶ 87.3362 %
- b Permanent endowment ▶ 0.0000 %
- c Term endowment ▶ 12.6638 %

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)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

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

**Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.**

Description of investment	(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 . . . . .		143,192	124,375.	18,817.
d Equipment . . . . .		368,391	354,766.	13,625.
e Other . . . . .		23,574	21,462.	2,112.
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c) . . . . .				34,554.



**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)	1	3,209,272.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	3,128,626.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	80,646.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net) Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	10	80,646.

**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	3,224,133.
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	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	14,861.
e	Add lines 2a through 2d	2e	14,861.
3	Subtract line 2e from line 1	3	3,209,272.
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	3,209,272.

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

1	Total expenses and losses per audited financial statements	1	3,143,487.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	14,861.
e	Add lines 2a through 2d	2e	14,861.
3	Subtract line 2e from line 1	3	3,128,626.
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	3,128,626.

**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

SEE PAGE 5

**Part XIV Supplemental Information (continued)**

## ENDOWMENT FUNDS

## PART V - LINE 4

BOARD DESIGNATED: DURING THE 2005 FISCAL YEAR, THE BOARD OF DIRECTORS AUTHORIZED \$1,000,000 FOR A THREE-YEAR PERIOD FOR CONTENT DEVELOPMENT AND EVALUATION. DURING FISCAL 2010 AND 2009, TEACHING MATTERS, INC. DID NOT UTILIZE THESE FUNDS. TEACHING MATTERS, INC. WAS ABLE TO GENERATE FUNDS FROM OTHER OUTSIDE SOURCES. CONTENT DEVELOPMENT INCLUDES PRODUCTS AND MATERIALS DESIGNED TO SUPPORT CLASSROOM INSTRUCTION. EVALUATION INCLUDES THE EVALUATION OF THE CONTENT DEVELOPMENT AND TEACHING MATTERS, INC.'S ACTIVITIES IN TWO LABORATORY SCHOOLS, EAST BRONX ACADEMY FOR THE FUTURE AND WEST BRONX ACADEMY FOR THE FUTURE.

TERM: TEMPORARILY RESTRICTED NET ASSETS REPRESENT GRANTS RECEIVED, WHICH ARE TEMPORARILY RESTRICTED BY THE DONOR FOR A SPECIFIC PURPOSE. ONCE THAT SPECIFIC PURPOSE HAS BEEN MET, THE FUNDS ARE RELEASED FROM RESTRICTION AND ARE REPORTED IN THE STATEMENT OF ACTIVITIES AS ASSETS RELEASED FROM RESTRICTIONS.

## OTHER LIABILITIES - UNCERTAIN TAX POSITIONS

## PART X - LINE 2

AS OF AUGUST 31, 2010, NO AMOUNTS WERE RECOGNIZED FOR ANY UNCERTAIN INCOME TAX POSITIONS. IN ADDITION, TEACHING MATTERS, INC.'S TAX RETURNS FOR THE 2007 FISCAL YEAR AND FORWARD ARE SUBJECT TO THE USUAL REVIEW BY THE APPROPRIATE TAXING AUTHORITIES.

**Part XIV** Supplemental Information (continued)

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RECONCILIATION OF REVENUE

PART XII - LINE 2D

FUNDRAISING EVENT EXPENSES: 14,861.

RECONCILIATION OF EXPENSES

PART XIII - LINE 2D

FUNDRAISING EVENT EXPENSES: 14,861.



**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total events (add col (a) through col. (c))
		ANNUAL LUNCHEON (event type)	(event type)	0 (total number)	
Revenue	1	Gross receipts	71,903.		71,903.
	2	Less Charitable contributions	66,003.		66,003.
	3	Gross income (line 1 minus line 2)	5,900.		5,900.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs	9,620.		9,620.
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	5,241.		5,241.
	10	Direct expense summary Add lines 4 through 9 in column (d)			( 14,861.)
	11	Net income summary Combine line 3, column (d), and line 10			-8,961.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col. (c))
Revenue	1	Gross revenue			
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	Yes _____ % No	Yes _____ % No	Yes _____ % No
	7	Direct expense summary Add lines 2 through 5 in column (d)			( )
	8	Net gaming income summary Combine line 1, column d, and line 7			

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities. _____ a Is the organization licensed to operate gaming activities in each of these states? _____ b If "No," explain _____	9a	
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? b If "Yes," explain _____	10a	
11 Does the organization operate gaming activities with nonmembers? _____	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entry formed to administer charitable gaming? _____	12	



**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

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

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

TEACHING MATTERS, INC.

Employer identification number

13-3770472

ATTACHMENT 2

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

PART III - LINE 1

FOR THE PAST 15 YEARS, TEACHING MATTERS, INC. HAS LED THE WAY IN THE DEVELOPMENT AND IMPLEMENTATION OF SCHOOL-LEVEL EDUCATIONAL INNOVATIONS MADE POSSIBLE BY TECHNOLOGY IN THE LARGEST URBAN SCHOOL SYSTEM IN AMERICA. PARTNERING WITH FOUNDATIONS, FRONTLINE EDUCATORS, CONTENT EXPERTS, AND TECHNOLOGISTS, WE PURSUE A NEW STANDARD FOR STUDENT SUCCESS; ONE THAT STRIKES A BALANCE BETWEEN CORE ACADEMIC AND 21ST CENTURY SKILLS AND PREPARES STUDENTS FOR THEIR FUTURES. EACH DAY, TEACHING MATTERS, INC. WORKS SIDE BY SIDE WITH CLASSROOM EDUCATORS. AS SUCH, WE ARE UNIQUELY SITUATED TO OBSERVE THE REAL CONSTRAINTS THAT PREVENT SCHOOLS FROM PREPARING STUDENTS FOR SUCCESS IN THE DIGITAL AGE. BY FOCUSING DEVELOPMENT TO ADDRESS THE SPECIFIC CONSTRAINTS AND CHALLENGES OF REAL CLASSROOMS, WE IMPROVE THE LIKELIHOOD THAT SCHOOLS WILL ADOPT INNOVATIONS NECESSARY TO MEET THE NEEDS OF TODAY'S STUDENTS.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI - SECTION A, QUESTION 8B

SUBCOMMITTEES OF THE BOARD OF DIRECTORS CANNOT ACT INDEPENDENTLY OF THE BOARD.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI - SECTION B, QUESTION 11A

THE BOARD OF DIRECTORS WILL HAVE AN OPPORTUNITY TO REVIEW THE FORM 990

Name of the organization

TEACHING MATTERS, INC.

Employer identification number

13-3770472

ATTACHMENT 2 (CONT'D)

BEFORE THE TREASURER SIGNS OFF ON IT.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI - SECTION B, QUESTION 12C

TEACHING MATTERS, INC. COLLECTED SIGNED CONFLICT OF INTEREST POLICY FORMS FROM EACH BOARD MEMBER AND HIGHEST COMPENSATED EMPLOYEE AT THE FIRST MEETING OF THE BOARD OF DIRECTORS EACH YEAR. ANY CHANGES FROM THE PREVIOUS YEAR ARE RESEARCHED BY TEACHING MATTERS, INC.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI - SECTION B, QUESTION 15A

THE BOARD SETS THE SALARY OF THE EXECUTIVE DIRECTOR USING GUIDELINES PROVIDED BY THE NONPROFIT COORDINATING COMMITTEE SALARY SURVEY WHICH IS A BENCHMARK OF COMPARABLE ORGANIZATIONS.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI - SECTION B, QUESTION 15B

THE HIGHEST COMPENSATED EMPLOYEES MEET ANNUALLY WITH THE EXECUTIVE DIRECTOR. AT THIS MEETING THERE IS A PERFORMANCE REVIEW AND THEN A DECISION IS MADE REGARDING COMPENSATION FOR THE COMING YEAR AND BASED ON BENCHMARKS OF SALARY FROM COMPARABLE ORGANIZATIONS. THESE SALARY RECOMMENDATIONS ARE SUBMITTED FOR BOARD APPROVAL.

GOVERNANCE, MANAGEMENT, AND DISCLOSURE

PART VI - SECTION C, QUESTION 19

TEACHING MATTERS, INC. MAKES IT GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC ON ITS WEBSITE.

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

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
  - 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

## 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

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. 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*

Type or print	Name of Exempt Organization TEACHING MATTERS, INC.	Employer identification number 13-3770472
	Number, street, and room or suite no. If a P O box, see instructions. 475 RIVERSIDE DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10115	

### Check type of return to be filed (file a separate application for each return):

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

• The books are in the care of ► THE ORGANIZATION

Telephone No. ► 212 870-3505 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 04/15, 2011, 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 09/01, 2009, and ending 08/31, 2010

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

**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

For Privacy Act and Paperwork Reduction Act Notice, see 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).

<b>Type or print</b> File by the extended due date for filing your return See instructions	Name of exempt organization TEACHING MATTERS, INC.	Employer identification number 13-3770472
	Number, street, and room or suite no If a P O box, see instructions 475 RIVERSIDE DRIVE	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10115	

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	03	Form 4720	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

**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 the care of  LYNETTE GUASTAFARRO  
Telephone No  212 870-3505 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

- I request an additional 3-month extension of time until 07/15, 2011
- For calendar year \_\_\_\_\_, or other tax year beginning 09/01, 2009, and ending 08/31, 2010
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension ALL THE INFORMATION NECESSARY TO COMPLETE THE RETURN IS NOT AND WILL NOT BE AVAILABLE BY THE DUE DATE. THEREFORE WE RESPECTFULLY REQUEST ADDITIONAL TIME TO COMPLETE THE RETURN.

<b>8a</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>8a</b> \$
<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 and any amount paid previously with Form 8868	<b>8b</b> \$
<b>c Balance Due.</b> Subtract line 8b from line 8a Include your payment with this form, if required, by using EFPS (Electronic Federal Tax Payment System) See instructions	<b>8c</b> \$

**Signature and Verification**

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

**ACCOUNTANTS AUTHORIZED TO SIGN RETURNS APR 15 2011**

Signature  CONDON O'MEARA MCGINTY & DONNELLY L  
ONE BATTERY PARK PLAZA  
NEW YORK, NY 10004-1405

Title

Date