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Short Form Return of Organization Exempt From Income Tax

2010

Open to Public Inspection

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

▶ Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.

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

Department of the Treasury
Internal Revenue Service

A For the **2010** calendar year, or tax year beginning **2010**, and ending **20**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization Studio Two Three Number and street (or P.O. box, if mail is not delivered to street address) Room/suite 1617 West Main Street City or town, state or country, and ZIP + 4 Richmond, VA 23220	D Employer identification number 27-0876594 E Telephone number 804-358-5508 F Group Exemption Number ▶
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G Accounting Method: Cash Accrual Other (specify) ▶ _____

I Website: ▶ _____

J Tax-exempt status (check only one) – 501(c)(3) 501(c) () ◀ (insert no.) 4947(a)(1) or 527

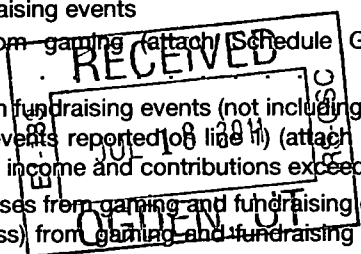
K Check if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return.

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ▶ \$ **22,014**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)
 Check if the organization used Schedule O to respond to any question in this Part I

	Description		Amount
Revenue	1 Contributions, gifts, grants, and similar amounts received	1	5,040
	2 Program service revenue including government fees and contracts	2	10,537
	3 Membership dues and assessments	3	0
	4 Investment income	4	0
	5a Gross amount from sale of assets other than inventory	5a	0
	b Less: cost or other basis and sales expenses	5b	0
	c Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
	6 Gaming and fundraising events		
	a Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	0
	b Gross income from fundraising events (not including \$ _____ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	0
c Less: direct expenses from gaming and fundraising events	6c	0	
d Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	0	
7a Gross sales of inventory, less returns and allowances	7a	0	
b Less: cost of goods sold	7b	0	
c Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0	
8 Other revenue (describe in Schedule O)	8	6,436	
9 Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	22,014	
Expenses	10 Grants and similar amounts paid (list in Schedule O)	10	0
	11 Benefits paid to or for members	11	0
	12 Salaries, other compensation, and employee benefits	12	0
	13 Professional fees and other payments to independent contractors	13	0
	14 Occupancy, rent, utilities, and maintenance	14	7,154
	15 Printing, publications, postage, and shipping	15	0
	16 Other expenses (describe in Schedule O)	16	10,008
17 Total expenses. Add lines 10 through 16	17	17,162	
Net Assets	18 Excess or (deficit) for the year (Subtract line 17 from line 9)	18	4,852
	19 Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	903
	20 Other changes in net assets or fund balances (explain in Schedule O)	20	0
	21 Net assets or fund balances at end of year. Combine lines 18 through 20	21	5,755

SCANNED JUL 28 2010



Part II Balance Sheets. (see the instructions for Part II.)
 Check if the organization used Schedule O to respond to any question in this Part II

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	903	22 908
23 Land and buildings		23 0
24 Other assets (describe in Schedule O)		24 13,287
25 Total assets	903	25 14,195
26 Total liabilities (describe in Schedule O)	0	26 8,440
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	903	27 5,755

Part III Statement of Program Service Accomplishments (see the instructions for Part III.)
 Check if the organization used Schedule O to respond to any question in this Part III

What is the organization's primary exempt purpose? See Attached
 Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
 (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others.)

28 Artistic Usage - See Attached		
(Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	28a	9,131
29 Workshops and Demonstrations - See Attached		
(Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	29a	2,070
30 Openings and Outreach - See Attached		
(Grants \$ 0) If this amount includes foreign grants, check here <input type="checkbox"/>	30a	2,092
31 Other program services (describe in Schedule O)		
(Grants \$) If this amount includes foreign grants, check here <input type="checkbox"/>	31a	0
32 Total program service expenses (add lines 28a through 31a)	32	13,293

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (see the instructions for Part IV.)
 Check if the organization used Schedule O to respond to any question in this Part IV

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-.)	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
Ashley Hawkins 1617 W. Main Street, Richmond, VA 23220	Board Chair, 10 hours	0	0	0
Sarah Watson 1617 W. Main Street, Richmond, VA 23220	Vice Chair, 6 hours	0	0	0
Andrew Kozlowski 1617 W. Main Street, Richmond, VA 23220	Treasurer, 3 hours	0	0	0
John Henry Blatter 1617 W. Main Street, Richmond, VA 23220	Secretary, 3 hours	0	0	0
Emily Gannon 1617 W. Main Street, Richmond, VA 23220	Director, 6 hours	0	0	0
Tyler Dawkins 1617 W. Main Street, Richmond, VA 23220	Director, 10 hours	0	0	0
Sabrina Murdoch-Kitt 1617 W. Main Street, Richmond, VA 23220	Director, 2 Hours	0	0	0
Maxwell Perry 1617 W. Main Street, Richmond, VA 23220	Director, 2 Hours	0	0	0
William Parkhurst 1617 W. Main Street, Richmond, VA 23220	Director, 2 Hours	0	0	0
Kate Redding 1617 W. Main Street, Richmond, VA 23220	Director, 2 Hours	0	0	0
Jake Urbanski 1617 W. Main Street, Richmond, VA 23220	Director, 2 Hours	0	0	0
Bird Cox 1617 W. Main Street, Richmond, VA 23220	Director, 2 Hours	0	0	0

Part V Other Information (Note the statement requirements in the instructions for Part V.)

Check if the organization used Schedule O to respond to any question in this Part V. []

Table with columns for question number, question text, and Yes/No checkboxes. Includes questions 33 through 44d regarding organizational activities, financials, and reporting requirements.

		Yes	No
45	Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?		<input checked="" type="checkbox"/>
a	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," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)		<input checked="" type="checkbox"/>
46	Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI

		Yes	No
47	Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		<input checked="" type="checkbox"/>
48	Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		<input checked="" type="checkbox"/>
49a	Did the organization make any transfers to an exempt non-charitable related organization?		<input checked="" type="checkbox"/>
b	If "Yes," was the related organization a section 527 organization?		<input type="checkbox"/>
50	Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."		

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 NONE

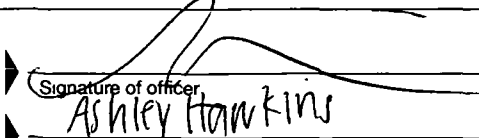
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

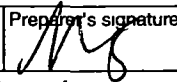
(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 NONE

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A **Yes** **No**

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		<u>7-13-11</u>
	Signature of officer Ashley Hawkins Type or print name and title	Date

Paid Preparer Use Only	Pnnr/Type preparer's name <u>Melody Stone</u>	Preparer's signature 	Date <u>7-13-11</u>	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name The Stone Financial Group, Inc	Firm's EIN 47-0938006			
	Firm's address P. O. Box 74342, Richmond, VA 23236	Phone no. 804-745-5568			

May the IRS discuss this return with the preparer shown above? See instructions **Yes** **No**

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2010

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization
Studio Two Three

Employer identification number
27-0876594

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)(vii)**. (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 that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III—Functionally integrated d Type III—Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(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 IV.)						
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test—2010. 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. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")					5,040	5,040
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					12,892	12,892
3 Gross receipts from activities that are not an unrelated trade or business under section 513					0	0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf					0	0
5 The value of services or facilities furnished by a governmental unit to the organization without charge					0	0
6 Total. Add lines 1 through 5					17,992	17,992
7a Amounts included on lines 1, 2, and 3 received from disqualified persons					0	0
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					0	0
c Add lines 7a and 7b					0	0
8 Public support (Subtract line 7c from line 6.)						17,992

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6					17,992	17,992
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources					0	0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975					0	0
c Add lines 10a and 10b					0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on					0	0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					4,082	4,082
13 Total support. (Add lines 9, 10c, 11, and 12.)					22,014	22,014

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**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	100 %
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	0 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	0 %
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	0 %

19a 33 1/3% support tests—2010. 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—2009. 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 explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Part III, Line 12 Other Income

In-Kind Income = 4,082

Studio Two Three
EIN: 27-0876594
Form 990-EZ – 2010

Part III - Organization's primary exempt purpose

Studio Two Three is an energized and evolving artistic community that facilitates production, education and innovation in printmaking by providing an accessible workspace and engaging the public through workshops, exhibitions and outreach.

Part III – Statement of Program Service Accomplishments

Part III, Line 28 - Artist Usage:

In its first year, Studio Two Three provided 24 hour access to printmaking equipment and studio space for 15 artists. The Studio Two Three facility is the only one of its kind in Richmond, allowing emerging artists to create work in print and sustain an energetic, evolving artistic community. The studio also offers open studio hours, in which the facility and equipment is open to the public. This allows anyone interested to tour the facility, learn about the art of printmaking, and utilize the printmaking equipment. The studio is staffed by a dedicated group of volunteers who maintain the facility and enable artists and the Richmond community to innovate and experiment within the medium of printmaking.

Part III, Line 29 - Workshops and Demonstrations:

Studio Two Three partnered with another non-profit organization, the Visual Arts Center of Richmond, to offer workshops in etching and drypoint printmaking. These classes, staffed by volunteer instructors, served 25 individuals. Additionally, Studio Two Three hosted 10 Monday Funday events, in which the studio was open to the public for a free workshop or demonstration. Monday Funday topics included zine-making, monoprinting, stampmaking, and aquatint. These events were led by talented volunteer instructors, and provided 50 individuals with free instruction in various printmaking techniques.

Part III, Line 30 - Openings and Outreach:

Studio Two Three is dedicated to providing free educational outreach to the Richmond, and enabling artists to use their skills to better the overall community. With this goal in mind, Studio Two Three was consistently active in outreach efforts in 2010. Studio Two Three partnered with Art180, a nonprofit in Richmond ART 180 gives young people the chance to express themselves through art, and to share their stories with others. Studio Two Three provided Art180 with free instruction and printing of promotional t-shirts for their Change Through Art and Jonny Z fest events. Studio Two Three also volunteered t-shirt printing instruction and assistance at Art180's annual Jonny Z fest, a community event which serves over 400 individuals in the Richmond community. Additionally, Studio Two Three held three major opening exhibitions in its facility, including one in partnership with Virginia Commonwealth University's printmaking seniors, which were open to the public in conjunction with Richmond's Fourth Friday's art events. At each of these openings, Studio Two Three volunteers provided free instruction in printmaking techniques, including t-shirt printing, button-making, and screenprinting, to everyone in attendance. These events served 500 individuals in the Richmond community.

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

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

Studio Two Three

Employer identification number

27-0876594

Part I, #8 - Other Revenue

Workshops 522

1st Friday Openings 1,833

In-Kind Donations 4,082

Total Other Revenue 6,436

Part 1, # 16 - Other Expenses

Operations Expenses 3,240

Office Expenses 14

Insurance Expenses 510

Marketing Expenses 94

Depreciation Expenses 1,153

Service Charges & Fees 915

In-Kind Expenses 4,082

Total Other Expenses 10,008

Part II, Line 24 - Other Assets

Leased Equipment/Fixtures 8,440

Security Deposit 1,200

Net Fixed Assets 3,647

Total Other Assets 13,287

Part II, Line 26 - Other Liabilities

Lease Liability 8,440

