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|--------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|
| Form <b>990</b><br><br>Department of the Treasury<br>Internal Revenue Service | <b>Return of Organization Exempt From Income Tax</b><br><br><b>Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)</b> | OMB No 1545-0047<br><div> <div>2012</div> <div>Open to Public Inspection</div> </div> |
|                                                                                                                                                              | The organization may have to use a copy of this return to satisfy state reporting requirements                                                                                                   |                                                                                       |

**A For the 2012 calendar year, or tax year beginning 01-01-2012 , 2012, and ending 12-31-2012**

|                                                                                                                                                                                                                                                                                              |                                                                                                               |            |                                                                                                                                                                                                                                                                                                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------|------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending | <b>C</b> Name of organization<br>MILL STREET LOFT INC                                                         |            | <b>D</b> Employer identification number<br>22-2538177                                                                                                                                                                                                                                                            |
|                                                                                                                                                                                                                                                                                              | Doing Business As                                                                                             |            |                                                                                                                                                                                                                                                                                                                  |
|                                                                                                                                                                                                                                                                                              | Number and street (or P O box if mail is not delivered to street address)<br>45 PERSHING AVENUE               | Room/suite | <b>E</b> Telephone number<br>(845) 471-7477                                                                                                                                                                                                                                                                      |
|                                                                                                                                                                                                                                                                                              | City or town, state or country, and ZIP + 4<br>POUGHKEEPSIE, NY 12601                                         |            | <b>G</b> Gross receipts \$ 896,163                                                                                                                                                                                                                                                                               |
|                                                                                                                                                                                                                                                                                              | <b>F</b> Name and address of principal officer<br>CAROLE WOLF<br>45 PERSHING AVENUE<br>POUGHKEEPSIE, NY 12601 |            | <b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No<br>If "No," attach a list (see instructions)<br><b>H(c)</b> Group exemption number ▶ |
| <b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (Insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                                                              |                                                                                                               |            |                                                                                                                                                                                                                                                                                                                  |
| <b>J</b> Website: ▶ WWW.MILLSTREETLOFT.ORG                                                                                                                                                                                                                                                   |                                                                                                               |            |                                                                                                                                                                                                                                                                                                                  |

Part I Summary

|                             |                                                                                                                                                                                |                                                                                   |                                                                  |         |
|-----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|------------------------------------------------------------------|---------|
| Activities & Governance     | 1 Briefly describe the organization's mission or most significant activities TO PROVIDE EDUCATIONAL, CREATIVE AND CULTURALLY ENRICHING PROGRAMS USING A MULTI-SENSORY APPROACH |                                                                                   |                                                                  |         |
|                             |                                                                                                                                                                                |                                                                                   |                                                                  |         |
|                             |                                                                                                                                                                                |                                                                                   |                                                                  |         |
|                             | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets                                       |                                                                                   |                                                                  |         |
|                             | 3                                                                                                                                                                              | Number of voting members of the governing body (Part VI, line 1a)                 | 18                                                               |         |
|                             | 4                                                                                                                                                                              | Number of independent voting members of the governing body (Part VI, line 1b)     | 18                                                               |         |
|                             | 5                                                                                                                                                                              | Total number of individuals employed in calendar year 2012 (Part V, line 2a)      | 39                                                               |         |
| 6                           | Total number of volunteers (estimate if necessary)                                                                                                                             | 55                                                                                |                                                                  |         |
| 7a                          | Total unrelated business revenue from Part VIII, column (C), line 12                                                                                                           | 0                                                                                 |                                                                  |         |
| 7b                          | Net unrelated business taxable income from Form 990-T, line 34                                                                                                                 | 0                                                                                 |                                                                  |         |
| Revenue                     | 8                                                                                                                                                                              | Contributions and grants (Part VIII, line 1h)                                     | 324,575                                                          | 316,388 |
|                             | 9                                                                                                                                                                              | Program service revenue (Part VIII, line 2g)                                      | 497,353                                                          | 508,617 |
|                             | 10                                                                                                                                                                             | Investment income (Part VIII, column (A), lines 3, 4, and 7d)                     | -7,228                                                           | 14,642  |
|                             | 11                                                                                                                                                                             | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)          | -43,029                                                          | 12,764  |
|                             | 12                                                                                                                                                                             | Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)  | 771,671                                                          | 852,411 |
|                             | Expenses                                                                                                                                                                       | 13                                                                                | Grants and similar amounts paid (Part IX, column (A), lines 1–3) | 5,667   |
| 14                          |                                                                                                                                                                                | Benefits paid to or for members (Part IX, column (A), line 4)                     | 0                                                                | 0       |
| 15                          |                                                                                                                                                                                | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10) | 331,011                                                          | 367,683 |
| 16a                         |                                                                                                                                                                                | Professional fundraising fees (Part IX, column (A), line 11e)                     | 0                                                                | 0       |
| b                           |                                                                                                                                                                                | Total fundraising expenses (Part IX, column (D), line 25)                         | 43,942                                                           |         |
| 17                          |                                                                                                                                                                                | Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)                      | 581,509                                                          | 547,406 |
| 18                          |                                                                                                                                                                                | Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)          | 918,187                                                          | 915,089 |
| 19                          |                                                                                                                                                                                | Revenue less expenses Subtract line 18 from line 12                               | -146,516                                                         | -62,678 |
| Net Assets or Fund Balances |                                                                                                                                                                                |                                                                                   | Beginning of Current Year                                        |         |
|                             | 20                                                                                                                                                                             | Total assets (Part X, line 16)                                                    | 817,499                                                          | 787,547 |
|                             | 21                                                                                                                                                                             | Total liabilities (Part X, line 26)                                               | 279,112                                                          | 311,838 |
|                             | 22                                                                                                                                                                             | Net assets or fund balances Subtract line 21 from line 20                         | 538,387                                                          | 475,709 |

## 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.

|                               |                                                                              |  |                      |                                                 |                    |
|-------------------------------|------------------------------------------------------------------------------|--|----------------------|-------------------------------------------------|--------------------|
| <b>Sign Here</b>              | *****<br>Signature of officer                                                |  |                      | 2013-07-17<br>Date                              |                    |
|                               | CAROLE WOLF EXECUTIVE DIRECTOR<br>Type or print name and title               |  |                      |                                                 |                    |
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name<br>GARRETT M HIGGINS                              |  | Preparer's signature |                                                 | Date<br>2013-07-17 |
|                               | Firm's name ▶ O'CONNOR DAVIES LLP                                            |  |                      | Check <input type="checkbox"/> if self-employed | PTIN<br>P00543209  |
|                               | Firm's address ▶ 555 HUDSON VALLEY AVENUE SUITE 106<br>NEW WINDSOR, NY 12553 |  |                      | Phone no (845) 220-2400                         |                    |

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

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☐

☒

1

Briefly describe the organization's mission

MILL STREET LOFT CHANGES LIVES THROUGH THE ARTS OUR EXTENSIVE RANGE OF PROGRAMS FOSTER SELF-EXPRESSION AND SUPPORT ECONOMIC DEVELOPMENT

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$ 197,691 including grants of \$ ) (Revenue \$ 173,839 )

OUR AWARD-WINNING ART INSTITUTE, A PRE-COLLEGE PORTFOLIO DEVELOPMENT PROGRAM FOR TEENS, HAS BEEN INSTRUMENTAL IN HELPING STUDENTS FROM OVER 40 HIGH SCHOOLS EARN MORE THAN \$28 MILLION IN MERIT-BASED SCHOLARSHIPS TO ATTEND SOME OF THE TOP COLLEGES AND UNIVERSITIES ACROSS THE NATION SINCE 2000, AND DIRECTLY SERVES ABOUT 250 STUDENTS EACH YEAR

4b

(Code ) (Expenses \$ 223,770 including grants of \$ ) (Revenue \$ 234,059 )

DUTCHESS ARTS CAMP IS CELEBRATING 31 YEARS, WITH LOCATIONS IN POUGHKEEPSIE, MILLBROOK, BEACON, AND RED HOOK, AND MAINTAINS A PHILOSOPHY OF "BUILDING SELF ESTEEM WHILE LEARNING THROUGH THE ARTS" YOUTH AGES 3-14 EXPLORE, DISCOVER, CREATE, AND HAVE FUN WITH PROFESSIONAL TEACHING ARTISTS IN THE VISUAL, PERFORMING, AND MEDIA ARTS OVER 700 CHILDREN ATTEND THE CAMPS EACH SUMMER

4c

(Code ) (Expenses \$ 179,207 including grants of \$ ) (Revenue \$ 38,541 )

MILL STREET LOFT'S COMMUNITY OUTREACH PROGRAMS WORK WITH APPROXIMATELY 500 UNDERSERVED URBAN YOUTH EACH YEAR TO BUILD LEADERSHIP AND COMMUNICATION SKILLS, TEACH WORK AND LIFE SKILLS, AND EXPLORE CAREER PATHS OUR ARTS FOR HEALING PROGRAMS SERVE CHRONICALLY ILL CHILDREN IN A HOSPITAL SETTING, AND ARTS FOR ALZHEIMER'S SERVES ADULTS WITH EARLY STAGE ALZHEIMER'S AND THEIR CAREGIVERS IN VARIOUS LOCATIONS THROUGHOUT THE HUDSON VALLEY

(Code ) (Expenses \$ 206,324 including grants of \$ ) (Revenue \$ 77,169 )

BOOK PUBLISHING EXPENSES TO PUBLISH THE BOOK "PORTRAITS OF NEWBURGH" BY DMITRI KASTERINE, A VASSAR COLLEGE PROFESSOR

4d

Other program services (Describe in Schedule O )

(Expenses \$ 206,324 including grants of \$ ) (Revenue \$ 77,169 )

4e

Total program service expenses

806,992

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                                                                                                                                                              | 1 Yes   |    |
| 2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?                                                                                                                                                                                            | 2 Yes   |    |
| 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                                                                                                                                                                                            | 3       | No |
| 4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II                                                                                                                                                                             | 4       | No |
| 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                                                                                                                                                     | 5       | No |
| 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                                         | 6       | No |
| 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                                                                               | 7       | No |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III                                                                                                                                              | 8 Yes   |    |
| 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  | 9       | No |
| 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                                                                                        | 10      | No |
| 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                                                                                                                                                            | 11a Yes |    |
| 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                                                                                         | 11b     | No |
| 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                                                                                       | 11c     | No |
| 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                                                                                                         | 11d     | No |
| e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X                                                                                                                                                                      | 11e     | No |
| 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                                               | 11f Yes |    |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII                                                                                                                                           | 12a Yes |    |
| 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                                                            | 12b     | No |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E                                                                                                                                                                                                                                                                              | 13      | No |
| 14a Did the organization maintain an office, employees, or agents outside of the United States?                                                                                                                                                                                                                                                                                   | 14a     | No |
| 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                                                                       | 14b     | No |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV                                                                                                                                                          | 15      | No |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV                                                                                                                                                              | 16      | No |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)                                                                             | 17      | No |
| 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                                                                                                            | 18 Yes  |    |
| 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                                                                                                                                      | 19      | No |
| 20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H                                                                                                                                                                                                                                                                                   | 20a     | No |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?                                                                                                                                                                                                                                                                    | 20b     |    |

Part IV

Checklist of Required Schedules (continued)

|     |                                                                                                                                                                                                                                                                                                                            |     |     |    |
|-----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|----|
| 21  | Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . .                                                                                         | 21  |     | No |
| 22  | Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> . . . . .                                                                                                           | 22  |     | No |
| 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? <i>If "Yes," complete Schedule J</i> . . . . .                                                      | 23  |     | No |
| 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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> . . . . .                             | 24a |     | No |
| b   | Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .                                                                                                                                                                                                                  | 24b |     |    |
| 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? . . . . .                                                                                                                                                                       | 24c |     |    |
| d   | Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .                                                                                                                                                                                                            | 24d |     |    |
| 25a | <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .                                                                                                      | 25a |     | No |
| 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> . . . . .                                       | 25b |     | No |
| 26  | Was a loan to or by a current or former officer, director, trustee, key employee, highest 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> . . . . .                                                                   | 26  |     | No |
| 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? <i>If "Yes," complete Schedule L, Part III</i> . . . . . | 27  |     | No |
| 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? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                                   | 28a |     | No |
| b   | A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .                                                                                                                                                                                | 28b |     | No |
| 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? <i>If "Yes," complete Schedule L, Part IV</i> . . . .                                                                                      | 28c |     | No |
| 29  | Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .                                                                                                                                                                                                      | 29  |     | No |
| 30  | Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . .                                                                                                                                  | 30  |     | No |
| 31  | Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .                                                                                                                                                                                        | 31  |     | No |
| 32  | 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> . . . . .                                                                                                                                                                      | 32  |     | No |
| 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? <i>If "Yes," complete Schedule R, Part I</i> . . . . .                                                                                                                      | 33  |     | No |
| 34  | Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> . . . . .                                                                                                                                                                  | 34  |     | No |
| 35a | Did the organization have a controlled entity within the meaning of section 512(b)(13)?                                                                                                                                                                                                                                    | 35a |     | No |
| 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)? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . .                                                                                           | 35b |     |    |
| 36  | <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> . . . . .                                                                                                                           | 36  |     | No |
| 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? <i>If "Yes," complete Schedule R, Part VI</i>                                                                                       | 37  |     | No |
| 38  | Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .                                                                                                                              | 38  | Yes |    |

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

|                                                                                 |                                                                                  |     |    |
|---------------------------------------------------------------------------------|----------------------------------------------------------------------------------|-----|----|
|                                                                                 |                                                                                  | Yes | No |
| 1a                                                                              | Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.    | 63  |    |
| 1b                                                                              | Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. | 0   |    |
| 1c                                                                              |                                                                                  |     |    |
| 2a                                                                              |                                                                                  | 39  |    |
| 2b                                                                              |                                                                                  | Yes |    |
| 3a                                                                              |                                                                                  |     | No |
| 3b                                                                              |                                                                                  |     |    |
| 4a                                                                              |                                                                                  |     | No |
| b                                                                               |                                                                                  |     |    |
| 5a                                                                              |                                                                                  |     | No |
| 5b                                                                              |                                                                                  |     | No |
| 5c                                                                              |                                                                                  |     |    |
| 6a                                                                              |                                                                                  |     | No |
| 6b                                                                              |                                                                                  |     |    |
| 7 Organizations that may receive deductible contributions under section 170(c). |                                                                                  |     |    |
| 7a                                                                              |                                                                                  | Yes |    |
| 7b                                                                              |                                                                                  | Yes |    |
| 7c                                                                              |                                                                                  |     | No |
| 7d                                                                              |                                                                                  |     |    |
| 7e                                                                              |                                                                                  |     | No |
| 7f                                                                              |                                                                                  |     | No |
| 7g                                                                              |                                                                                  |     |    |
| 7h                                                                              |                                                                                  |     |    |
| 8                                                                               |                                                                                  |     |    |
| 9                                                                               |                                                                                  |     |    |
| 9a                                                                              |                                                                                  |     |    |
| 9b                                                                              |                                                                                  |     |    |
| 10                                                                              |                                                                                  |     |    |
| 10a                                                                             |                                                                                  |     |    |
| 10b                                                                             |                                                                                  |     |    |
| 11                                                                              |                                                                                  |     |    |
| 11a                                                                             |                                                                                  |     |    |
| 11b                                                                             |                                                                                  |     |    |
| 12a                                                                             |                                                                                  |     |    |
| 12b                                                                             |                                                                                  |     |    |
| 13                                                                              |                                                                                  |     |    |
| 13a                                                                             |                                                                                  |     |    |
| 13b                                                                             |                                                                                  |     |    |
| 13c                                                                             |                                                                                  |     |    |
| 14a                                                                             |                                                                                  |     | No |
| 14b                                                                             |                                                                                  |     |    |

Part VI

Governance, Management, and Disclosure

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

Check if Schedule O contains a response to any question in this Part VI

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                                                                                                                                 | 18  |     |
| 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                                                                                                                                  | 18  |     |
| 2                                                                                                                                                                                                                | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?                                               | 2   | Yes |
| 3                                                                                                                                                                                                                | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? | 3   | No  |
| 4                                                                                                                                                                                                                | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?                                                                                                    | 4   | Yes |
| 5                                                                                                                                                                                                                | Did the organization become aware during the year of a significant diversion of the organization's assets?                                                                                                          | 5   | No  |
| 6                                                                                                                                                                                                                | Did the organization have members or stockholders?                                                                                                                                                                  | 6   | No  |
| 7a                                                                                                                                                                                                               | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?                                                                  | 7a  | No  |
| 7b                                                                                                                                                                                                               | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?                                                           | 7b  | No  |
| 8                                                                                                                                                                                                                | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following                                                                                    |     |     |
| 8a                                                                                                                                                                                                               | The governing body?                                                                                                                                                                                                 | 8a  | Yes |
| 8b                                                                                                                                                                                                               | Each committee with authority to act on behalf of the governing body?                                                                                                                                               | 8b  | Yes |
| 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        | 9   | No  |

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

|                                                                                    |                                                                                                                                                                                                                                                                                              |     |     |
|------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----|
|                                                                                    |                                                                                                                                                                                                                                                                                              | Yes | No  |
| 10a                                                                                | Did the organization have local chapters, branches, or affiliates?                                                                                                                                                                                                                           | 10a | No  |
| 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?                                                                   | 10b |     |
| 11a                                                                                | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?                                                                                                                                                                  | 11a | Yes |
| 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                                                                                                                                                                                                      | 12a | Yes |
| 12b                                                                                | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?                                                                                                                                                          | 12b | Yes |
| 12c                                                                                | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done                                                                                                                                           | 12c | Yes |
| 13                                                                                 | Did the organization have a written whistleblower policy?                                                                                                                                                                                                                                    | 13  | Yes |
| 14                                                                                 | Did the organization have a written document retention and destruction policy?                                                                                                                                                                                                               | 14  | Yes |
| 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                                                                                                                                                                                                                       | 15a | No  |
| 15b                                                                                | Other officers or key employees of the organization                                                                                                                                                                                                                                          | 15b | No  |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions) |                                                                                                                                                                                                                                                                                              |     |     |
| 16a                                                                                | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?                                                                                                                                        | 16a | No  |
| 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? | 16b |     |

Section C. Disclosure

|    |                                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                             |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------|
| 17 | List the States with which a copy of this Form 990 is required to be filed                                                                                                                                                                                                                                                                                                                                                | NY                                                                          |
| 18 | Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.<br><input type="checkbox"/> Own website <input checked="" type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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, physical address, and telephone number of the person who possesses the books and records of the organization                                                                                                                                                                                                                                                                                              | SAFIA JOHNSON BOOKKEEPER 45 PERSHING AVENUE POUGHKEEPSIE, NY (845) 471-7477 |

Part VII

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

Check if Schedule O contains a response to any question in this Part VII

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

- 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, or 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)<br>Name and Title                             | (B)<br>Average hours per week (list any hours for related organizations below dotted line) | (C)<br>Position (do not check more than one box, unless person is both an officer and a director/trustee) |                       |         |              |                              |        | (D)<br>Reportable compensation from the organization (W- 2/1099-MISC) | (E)<br>Reportable compensation from related organizations (W- 2/1099-MISC) | (F)<br>Estimated amount of other compensation from the organization and related organizations |
|---------------------------------------------------|--------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------|---------|--------------|------------------------------|--------|-----------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|
|                                                   |                                                                                            | Individual trustee or director                                                                            | Institutional Trustee | Officer | Key employee | Highest compensated employee | Former |                                                                       |                                                                            |                                                                                               |
| (1) DEBRA DOMBER<br>DIRECTOR                      | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (2) TERESA QUINN<br>SECRETARY                     | 1 00                                                                                       | X                                                                                                         |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (3) DANIELLE MACKEY<br>DIRECTOR                   | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (4) TRICIA O'MALLEY<br>DIRECTOR                   | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (5) NUNZIATA RASCHELLA MD<br>DIRECTOR             | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (6) JANETTE RITTER<br>DIRECTOR                    | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (7) BRENDA MOORE-FRAZIER<br>DIRECTOR              | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (8) JOSEPHINE RUIZ-GOGAN<br>TERM ENDED MARCH 2012 | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (9) DIANA SALSBERG<br>DIRECTOR                    | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (10) ELAYNE SEAMAN<br>DIRECTOR                    | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (11) RICHARD DUVALL ESQ<br>PRESIDENT              | 2 00                                                                                       | X                                                                                                         |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (12) BRIGID NUSSBICKEL<br>1ST VICE PRESIDENT      | 2 00                                                                                       | X                                                                                                         |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (13) MATTHEW KURDZIEL<br>TREASURER                | 2 00                                                                                       | X                                                                                                         |                       | X       |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (14) SARAH J LEVINE<br>DIRECTOR                   | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (15) ROY BUDNIK<br>DIRECTOR                       | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (16) DAVID BLOOM<br>DIRECTOR                      | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |
| (17) JAYASHRI MALKANI<br>DIRECTOR                 | 1 00                                                                                       | X                                                                                                         |                       |         |              |                              |        | 0                                                                     | 0                                                                          | 0                                                                                             |

## Part VII

|           |                                                                        |        |   |       |
|-----------|------------------------------------------------------------------------|--------|---|-------|
| <b>1b</b> | <b>Sub-Total . . . . .</b>                                             |        |   |       |
| <b>c</b>  | <b>Total from continuation sheets to Part VII, Section A . . . . .</b> |        |   |       |
| <b>d</b>  | <b>Total (add lines 1b and 1c) . . . . .</b>                           | 76,000 | 0 | 2,902 |

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

|          |                                                                                                                                                                                                                                               | Yes      | No |
|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----|
| <b>3</b> | Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .                                        | <b>3</b> | No |
| <b>4</b> | For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i> . . . . . | <b>4</b> | No |
| <b>5</b> | Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .                       | <b>5</b> | No |

## Section B. Independent Contractors

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

| (A)<br>Name and business address | (B)<br>Description of services | (C)<br>Compensation |
|----------------------------------|--------------------------------|---------------------|
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |
|                                  |                                |                     |

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

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

|                                                           |                                           |                                                                                                                                       | (A)<br>Total revenue                                                                      | (B)<br>Related or<br>exempt<br>function<br>revenue | (C)<br>Unrelated<br>business<br>revenue | (D)<br>Revenue<br>excluded from<br>tax under<br>sections<br>512, 513, or<br>514 |        |  |
|-----------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------|--------|--|
| Contributions, Gifts, Grants<br>and Other Similar Amounts | 1a                                        | Federated campaigns . . .                                                                                                             | 1a                                                                                        |                                                    |                                         |                                                                                 |        |  |
|                                                           | b                                         | Membership dues . . . . .                                                                                                             | 1b                                                                                        |                                                    |                                         |                                                                                 |        |  |
|                                                           | c                                         | Fundraising events . . . . .                                                                                                          | 1c                                                                                        | 51,160                                             |                                         |                                                                                 |        |  |
|                                                           | d                                         | Related organizations . . . .                                                                                                         | 1d                                                                                        |                                                    |                                         |                                                                                 |        |  |
|                                                           | e                                         | Government grants (contributions)                                                                                                     | 1e                                                                                        | 45,771                                             |                                         |                                                                                 |        |  |
|                                                           | f                                         | All other contributions, gifts, grants, and<br>similar amounts not included above                                                     | 1f                                                                                        | 219,457                                            |                                         |                                                                                 |        |  |
|                                                           | g                                         | Noncash contributions included in lines<br>1a-1f \$                                                                                   |                                                                                           |                                                    |                                         |                                                                                 |        |  |
|                                                           | h                                         | Total. Add lines 1a-1f . . . . .                                                                                                      |                                                                                           | 316,388                                            |                                         |                                                                                 |        |  |
| Program Service Revenue                                   | 2a                                        | PROGRAM FEES & TUITION                                                                                                                | Business Code<br>611600                                                                   | 500,171                                            | 500,171                                 |                                                                                 |        |  |
|                                                           | b                                         | MEMBERSHIP DUES                                                                                                                       | 611600                                                                                    | 8,446                                              | 8,446                                   |                                                                                 |        |  |
|                                                           | c                                         |                                                                                                                                       |                                                                                           |                                                    |                                         |                                                                                 |        |  |
|                                                           | d                                         |                                                                                                                                       |                                                                                           |                                                    |                                         |                                                                                 |        |  |
|                                                           | e                                         |                                                                                                                                       |                                                                                           |                                                    |                                         |                                                                                 |        |  |
|                                                           | f                                         | All other program service revenue                                                                                                     |                                                                                           |                                                    |                                         |                                                                                 |        |  |
|                                                           | g                                         | Total. Add lines 2a-2f . . . . .                                                                                                      |                                                                                           | 508,617                                            |                                         |                                                                                 |        |  |
|                                                           | Other Revenue                             | 3                                                                                                                                     | Investment income (including dividends, interest,<br>and other similar amounts) . . . . . | 67                                                 |                                         |                                                                                 | 67     |  |
| 4                                                         |                                           | Income from investment of tax-exempt bond proceeds . .                                                                                |                                                                                           |                                                    |                                         |                                                                                 |        |  |
| 5                                                         |                                           | Royalties . . . . .                                                                                                                   |                                                                                           |                                                    |                                         |                                                                                 |        |  |
| 6a                                                        |                                           | Gross rents                                                                                                                           | (i) Real                                                                                  | (ii) Personal                                      |                                         |                                                                                 |        |  |
|                                                           |                                           | b                                                                                                                                     | Less rental expenses                                                                      |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | c                                                                                                                                     | Rental income or (loss)                                                                   |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | d                                                                                                                                     | Net rental income or (loss) . . . . .                                                     |                                                    |                                         |                                                                                 |        |  |
| 7a                                                        |                                           | Gross amount from sales of assets other than inventory                                                                                | (i) Securities                                                                            | (ii) Other                                         |                                         |                                                                                 |        |  |
|                                                           |                                           | b                                                                                                                                     | Less cost or other basis and sales expenses                                               |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | c                                                                                                                                     | Gain or (loss)                                                                            |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | d                                                                                                                                     | Net gain or (loss) . . . . .                                                              |                                                    |                                         |                                                                                 |        |  |
| 8a                                                        |                                           | Gross income from fundraising events (not including \$ 51,160 of contributions reported on line 1c)<br>See Part IV, line 18 . . . . . |                                                                                           |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | a                                                                                                                                     | 52,505                                                                                    |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | b                                                                                                                                     | Less direct expenses . . . . .                                                            | b                                                  | 41,601                                  |                                                                                 |        |  |
| c                                                         |                                           | Net income or (loss) from fundraising events . . .                                                                                    |                                                                                           | 10,904                                             |                                         |                                                                                 | 10,904 |  |
| 9a                                                        |                                           | Gross income from gaming activities<br>See Part IV, line 19 . . . . .                                                                 | a                                                                                         |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | b                                                                                                                                     | Less direct expenses . . . . .                                                            | b                                                  |                                         |                                                                                 |        |  |
|                                                           |                                           | c                                                                                                                                     | Net income or (loss) from gaming activities . . .                                         |                                                    |                                         |                                                                                 |        |  |
| 10a                                                       |                                           | Gross sales of inventory, less returns and allowances . . . . .                                                                       | a                                                                                         |                                                    |                                         |                                                                                 |        |  |
|                                                           |                                           | b                                                                                                                                     | Less cost of goods sold . . . . .                                                         | b                                                  |                                         |                                                                                 |        |  |
|                                                           | c                                         | Net income or (loss) from sales of inventory . . .                                                                                    |                                                                                           | 416                                                | 416                                     |                                                                                 |        |  |
| Miscellaneous Revenue                                     |                                           | Business Code                                                                                                                         |                                                                                           |                                                    |                                         |                                                                                 |        |  |
| 11a                                                       | MISCELLANEOUS INCOME                      | 900099                                                                                                                                | 1,444                                                                                     |                                                    |                                         | 1,444                                                                           |        |  |
| b                                                         |                                           |                                                                                                                                       |                                                                                           |                                                    |                                         |                                                                                 |        |  |
| c                                                         |                                           |                                                                                                                                       |                                                                                           |                                                    |                                         |                                                                                 |        |  |
| d                                                         | All other revenue . . . . .               |                                                                                                                                       |                                                                                           |                                                    |                                         |                                                                                 |        |  |
| e                                                         | Total. Add lines 11a-11d . . . . .        |                                                                                                                                       | 1,444                                                                                     |                                                    |                                         |                                                                                 |        |  |
| 12                                                        | Total revenue. See Instructions . . . . . |                                                                                                                                       | 852,411                                                                                   | 509,033                                            | 0                                       | 26,990                                                                          |        |  |

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).

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

☒

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. |                                                                                                                                                                                                                                                | (A)<br>Total expenses | (B)<br>Program service expenses | (C)<br>Management and general expenses | (D)<br>Fundraising expenses |
|--------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|---------------------------------|----------------------------------------|-----------------------------|
| 1                                                                              | Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.                                                                                                                                       |                       |                                 |                                        |                             |
| 2                                                                              | Grants and other assistance to individuals in the United States. See Part IV, line 22.                                                                                                                                                         |                       |                                 |                                        |                             |
| 3                                                                              | Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.                                                                                                            |                       |                                 |                                        |                             |
| 4                                                                              | Benefits paid to or for members.                                                                                                                                                                                                               |                       |                                 |                                        |                             |
| 5                                                                              | Compensation of current officers, directors, trustees, and key employees.                                                                                                                                                                      | 78,902                | 65,489                          | 5,523                                  | 7,890                       |
| 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.                                                                                                                                                                                                                      | 244,547               | 202,974                         | 17,118                                 | 24,455                      |
| 8                                                                              | Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).                                                                                                                                            |                       |                                 |                                        |                             |
| 9                                                                              | Other employee benefits.                                                                                                                                                                                                                       | 10,842                | 8,998                           | 759                                    | 1,085                       |
| 10                                                                             | Payroll taxes.                                                                                                                                                                                                                                 | 33,392                | 27,715                          | 2,338                                  | 3,339                       |
| 11                                                                             | Fees for services (non-employees):                                                                                                                                                                                                             |                       |                                 |                                        |                             |
| a                                                                              | Management.                                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| b                                                                              | Legal.                                                                                                                                                                                                                                         |                       |                                 |                                        |                             |
| c                                                                              | Accounting.                                                                                                                                                                                                                                    | 19,540                | 18,172                          | 1,368                                  |                             |
| d                                                                              | Lobbying.                                                                                                                                                                                                                                      |                       |                                 |                                        |                             |
| e                                                                              | Professional fundraising services. See Part IV, line 17.                                                                                                                                                                                       |                       |                                 |                                        |                             |
| f                                                                              | Investment management fees.                                                                                                                                                                                                                    |                       |                                 |                                        |                             |
| g                                                                              | Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).                                                                                                                                    | 249,890               | 232,398                         | 17,492                                 |                             |
| 12                                                                             | Advertising and promotion.                                                                                                                                                                                                                     | 9,727                 | 9,143                           | 584                                    |                             |
| 13                                                                             | Office expenses.                                                                                                                                                                                                                               | 94,026                | 85,643                          | 7,144                                  | 1,239                       |
| 14                                                                             | Information technology.                                                                                                                                                                                                                        | 8,145                 | 7,167                           | 652                                    | 326                         |
| 15                                                                             | Royalties.                                                                                                                                                                                                                                     |                       |                                 |                                        |                             |
| 16                                                                             | Occupancy.                                                                                                                                                                                                                                     | 60,264                | 54,048                          | 4,313                                  | 1,903                       |
| 17                                                                             | Travel.                                                                                                                                                                                                                                        | 5,143                 | 4,680                           | 463                                    |                             |
| 18                                                                             | Payments of travel or entertainment expenses for any federal, state, or local public officials.                                                                                                                                                |                       |                                 |                                        |                             |
| 19                                                                             | Conferences, conventions, and meetings.                                                                                                                                                                                                        |                       |                                 |                                        |                             |
| 20                                                                             | Interest.                                                                                                                                                                                                                                      | 687                   | 625                             | 62                                     |                             |
| 21                                                                             | Payments to affiliates.                                                                                                                                                                                                                        |                       |                                 |                                        |                             |
| 22                                                                             | Depreciation, depletion, and amortization.                                                                                                                                                                                                     | 39,921                | 35,130                          | 3,194                                  | 1,597                       |
| 23                                                                             | Insurance.                                                                                                                                                                                                                                     | 16,056                | 14,611                          | 1,445                                  |                             |
| 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                                                                              | EQUIPMENT RENTAL/REPAIR                                                                                                                                                                                                                        | 19,451                | 18,204                          | 1,247                                  |                             |
| b                                                                              | GALLERY                                                                                                                                                                                                                                        | 16,602                | 16,602                          |                                        |                             |
| c                                                                              | COMMUNITY OUTREACH                                                                                                                                                                                                                             | 5,031                 | 4,578                           | 453                                    |                             |
| d                                                                              | ANNUAL APPEAL                                                                                                                                                                                                                                  | 2,108                 |                                 |                                        | 2,108                       |
| e                                                                              | All other expenses                                                                                                                                                                                                                             | 815                   | 815                             |                                        |                             |
| 25                                                                             | <b>Total functional expenses.</b> Add lines 1 through 24e.                                                                                                                                                                                     | 915,089               | 806,992                         | 64,155                                 | 43,942                      |
| 26                                                                             | <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). |                       |                                 |                                        |                             |

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

|                             |     |                                                                                                                                                                                                                                                                                                                              |     |           | (A)               |     | (B)         |
|-----------------------------|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-----------|-------------------|-----|-------------|
|                             |     |                                                                                                                                                                                                                                                                                                                              |     |           | Beginning of year |     | End of year |
| Assets                      | 1   | Cash—non-interest-bearing                                                                                                                                                                                                                                                                                                    |     |           | 13,257            | 1   | 100,716     |
|                             | 2   | Savings and temporary cash investments                                                                                                                                                                                                                                                                                       |     |           | 36,753            | 2   | 16,802      |
|                             | 3   | Pledges and grants receivable, net                                                                                                                                                                                                                                                                                           |     |           | 46,375            | 3   | 5,609       |
|                             | 4   | Accounts receivable, net                                                                                                                                                                                                                                                                                                     |     |           | 16,416            | 4   | 1,945       |
|                             | 5   | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L                                                                                                                                                           |     |           |                   | 5   |             |
|                             | 6   | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L |     |           |                   | 6   |             |
|                             | 7   | Notes and loans receivable, net                                                                                                                                                                                                                                                                                              |     |           |                   | 7   |             |
|                             | 8   | Inventories for sale or use                                                                                                                                                                                                                                                                                                  |     |           |                   | 8   |             |
|                             | 9   | Prepaid expenses and deferred charges                                                                                                                                                                                                                                                                                        |     |           | 6,019             | 9   | 943         |
|                             | 10a | Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D                                                                                                                                                                                                                                            | 10a | 1,045,058 |                   |     |             |
|                             | b   | Less accumulated depreciation                                                                                                                                                                                                                                                                                                | 10b | 398,986   | 683,219           | 10c | 646,072     |
|                             | 11  | Investments—publicly traded securities                                                                                                                                                                                                                                                                                       |     |           |                   | 11  |             |
|                             | 12  | Investments—other securities See Part IV, line 11                                                                                                                                                                                                                                                                            |     |           |                   | 12  |             |
|                             | 13  | Investments—program-related See Part IV, line 11                                                                                                                                                                                                                                                                             |     |           |                   | 13  |             |
|                             | 14  | Intangible assets                                                                                                                                                                                                                                                                                                            |     |           |                   | 14  |             |
|                             | 15  | Other assets See Part IV, line 11                                                                                                                                                                                                                                                                                            |     |           | 15,460            | 15  | 15,460      |
|                             | 16  | Total assets. Add lines 1 through 15 (must equal line 34)                                                                                                                                                                                                                                                                    |     |           | 817,499           | 16  | 787,547     |
| Liabilities                 | 17  | Accounts payable and accrued expenses                                                                                                                                                                                                                                                                                        |     |           | 17,078            | 17  | 19,267      |
|                             | 18  | Grants payable                                                                                                                                                                                                                                                                                                               |     |           |                   | 18  |             |
|                             | 19  | Deferred revenue                                                                                                                                                                                                                                                                                                             |     |           | 8,880             | 19  | 53,810      |
|                             | 20  | Tax-exempt bond liabilities                                                                                                                                                                                                                                                                                                  |     |           |                   | 20  |             |
|                             | 21  | Escrow or custodial account liability Complete Part IV of Schedule D                                                                                                                                                                                                                                                         |     |           |                   | 21  |             |
|                             | 22  | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L                                                                                                                                          |     |           |                   | 22  |             |
|                             | 23  | Secured mortgages and notes payable to unrelated third parties                                                                                                                                                                                                                                                               |     |           | 253,154           | 23  | 238,761     |
|                             | 24  | Unsecured notes and loans payable to unrelated third parties                                                                                                                                                                                                                                                                 |     |           |                   | 24  |             |
|                             | 25  | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D                                                                                                                                                         |     |           |                   | 25  |             |
|                             | 26  | Total liabilities. Add lines 17 through 25                                                                                                                                                                                                                                                                                   |     |           | 279,112           | 26  | 311,838     |
| Net Assets or Fund Balances |     | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.                                                                                                                                                                          |     |           |                   |     |             |
|                             | 27  | Unrestricted net assets                                                                                                                                                                                                                                                                                                      |     |           | 488,497           | 27  | 474,883     |
|                             | 28  | Temporarily restricted net assets                                                                                                                                                                                                                                                                                            |     |           | 49,890            | 28  | 826         |
|                             | 29  | Permanently restricted net assets                                                                                                                                                                                                                                                                                            |     |           |                   | 29  |             |
|                             |     | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.                                                                                                                                                                                                   |     |           |                   |     |             |
|                             | 30  | Capital stock or trust principal, or current funds                                                                                                                                                                                                                                                                           |     |           |                   | 30  |             |
|                             | 31  | Paid-in or capital surplus, or land, building or equipment fund                                                                                                                                                                                                                                                              |     |           |                   | 31  |             |
|                             | 32  | Retained earnings, endowment, accumulated income, or other funds                                                                                                                                                                                                                                                             |     |           |                   | 32  |             |
|                             | 33  | Total net assets or fund balances                                                                                                                                                                                                                                                                                            |     |           | 538,387           | 33  | 475,709     |
|                             | 34  | Total liabilities and net assets/fund balances                                                                                                                                                                                                                                                                               |     |           | 817,499           | 34  | 787,547     |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

|    |                                                                                                               |    |         |
|----|---------------------------------------------------------------------------------------------------------------|----|---------|
| 1  | Total revenue (must equal Part VIII, column (A), line 12)                                                     | 1  | 852,411 |
| 2  | Total expenses (must equal Part IX, column (A), line 25)                                                      | 2  | 915,089 |
| 3  | Revenue less expenses Subtract line 2 from line 1                                                             | 3  | -62,678 |
| 4  | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))                     | 4  | 538,387 |
| 5  | Net unrealized gains (losses) on investments                                                                  | 5  |         |
| 6  | Donated services and use of facilities                                                                        | 6  |         |
| 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 | 475,709 |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

|    |                                                                                                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|----|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1  | Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other<br>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?<br>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<br><input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis |     | No |
| 2b | Were the organization's financial statements audited by an independent accountant?<br>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<br><input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis                | Yes |    |
| 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?<br>If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O                                                                    | Yes |    |
| 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?                                                                                                                                                                                                                                                                 |     | No |
| 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                                                                                                                                                                                                     |     |    |

SCHEDULE A  
(Form 990 or 990EZ)

Department of the Treasury  
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2012

Open to Public Inspection

|                                                  |                                              |
|--------------------------------------------------|----------------------------------------------|
| Name of the organization<br>MILL STREET LOFT INC | Employer identification number<br>22-2538177 |
|--------------------------------------------------|----------------------------------------------|

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<sup>1</sup>/<sub>3</sub>% 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<sup>1</sup>/<sub>3</sub>% 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 - Non-functionally integrated
- 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?

h

☐

Provide the following information about the supported organization(s)
- |          | Yes | No |
|----------|-----|----|
| 11g(i)   |     |    |
| 11g(ii)  |     |    |
| 11g(iii) |     |    |
- | (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 monetary support |
|------------------------------------|----------|-----------------------------------------------------------------------------------------------|------------------------------------------------------------------------|----|-----------------------------------------------------------------|----|------------------------------------------------------------|----|----------------------------------|
|                                    |          |                                                                                               | Yes                                                                    | No | Yes                                                             | No | Yes                                                        | No |                                  |
|                                    |          |                                                                                               |                                                                        |    |                                                                 |    |                                                            |    |                                  |
|                                    |          |                                                                                               |                                                                        |    |                                                                 |    |                                                            |    |                                  |
| Total                              |          |                                                                                               |                                                                        |    |                                                                 |    |                                                            |    |                                  |
- For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990EZ.

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2012

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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (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 501(c)(3) organization, check this box and stop here . . . . . ▶ |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                                                                                                                                                                                                                                                                                                                         |  |    |  |  |  |   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----|--|--|--|---|
| 14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))                                                                                                                                                                                                                                                                                                   |  | 14 |  |  |  |   |
| 15 Public support percentage for 2011 Schedule A, Part II, line 14                                                                                                                                                                                                                                                                                                                          |  | 15 |  |  |  |   |
| 16a 33 1/3% support test—2012. 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                                                                                                                                                                          |  |    |  |  |  | ▶ |
| b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization                                                                                                                                                                       |  |    |  |  |  | ▶ |
| 17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization    |  |    |  |  |  | ▶ |
| b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization |  |    |  |  |  | ▶ |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions                                                                                                                                                                                                                                                       |  |    |  |  |  | ▶ |

Part IIISupport 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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
| 1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")                                                                        | 339,739  | 414,628  | 326,600  | 324,575  | 316,388  | 1,721,930 |
| 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 | 465,790  | 482,964  | 470,986  | 514,900  | 563,689  | 2,498,329 |
| 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                                                                                                                                             | 805,529  | 897,592  | 797,586  | 839,475  | 880,077  | 4,220,259 |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons                                                                                                |          |          |          |          | 2,000    | 2,000     |
| 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         |
| c Add lines 7a and 7b                                                                                                                                                      |          |          |          |          | 2,000    | 2,000     |
| 8 Public support (Subtract line 7c from line 6 )                                                                                                                           |          |          |          |          |          | 4,218,259 |

| Section B. Total Support                                                                                                                                                   |          |          |          |          |          |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| Calendar year (or fiscal year beginning in) ▶                                                                                                                              | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
| 9 Amounts from line 6                                                                                                                                                      | 805,529  | 897,592  | 797,586  | 839,475  | 880,077  | 4,220,259 |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources                                         | 2,435    | 125      | 103      | 697      | 67       | 3,427     |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975                                                                  |          |          |          |          |          |           |
| c Add lines 10a and 10b                                                                                                                                                    | 2,435    | 125      | 103      | 697      | 67       | 3,427     |
| 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.)                                                                         |          |          |          | 1,749    | 1,444    | 3,193     |
| 13 Total support. (Add lines 9, 10c, 11, and 12.)                                                                                                                          | 807,964  | 897,717  | 797,689  | 841,921  | 881,588  | 4,226,879 |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶ |          |          |          |          |          |           |

| Section C. Computation of Public Support Percentage                                       |    |          |
|-------------------------------------------------------------------------------------------|----|----------|
| 15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) | 15 | 99.800 % |
| 16 Public support percentage from 2011 Schedule A, Part III, line 15                      | 16 | 99.720 % |

| Section D. Computation of Investment Income Percentage                                                                                                                                                                                                               |    |         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))                                                                                                                                                                       | 17 | 0.080 % |
| 18 Investment income percentage from 2011 Schedule A, Part III, line 17                                                                                                                                                                                              | 18 | 0.240 % |
| 19a 33 1/3% support tests—2012. 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—2011. 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).

|                              |
|------------------------------|
| Facts And Circumstances Test |
|                              |

|             |
|-------------|
| Explanation |
|             |
|             |
|             |
|             |

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Supplemental Financial Statements

OMB No 1545-0047

2012

Open to Public Inspection

|                                                  |                                              |
|--------------------------------------------------|----------------------------------------------|
| Name of the organization<br>MILL STREET LOFT INC | Employer identification number<br>22-2538177 |
|--------------------------------------------------|----------------------------------------------|

Part I

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

|   |                                                                                                                                                                                                                                                                                                                                        |                              |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|
|   | (a) Donor advised funds                                                                                                                                                                                                                                                                                                                | (b) Funds and other accounts |
| 1 | Total number at end of year                                                                                                                                                                                                                                                                                                            |                              |
| 2 | Aggregate contributions to (during year)                                                                                                                                                                                                                                                                                               |                              |
| 3 | Aggregate grants from (during year)                                                                                                                                                                                                                                                                                                    |                              |
| 4 | Aggregate value at end of year                                                                                                                                                                                                                                                                                                         |                              |
| 5 | Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div>                                                            |                              |
| 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? <div><input type="checkbox"/> Yes<input type="checkbox"/> No</div> |                              |

Part II

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

1

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

☐ Preservation of land for public use (e g , recreation or education)☐ Preservation of an historically important land area☐ Protection of natural habitat☐ Preservation of a certified historic structure☐ Preservation of open space

2

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

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

3

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

4

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

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☐ Yes☐ No

6

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

7

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

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

☐ Yes☐ No

9

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

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_15,460

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$ \_\_\_\_\_

b

Assets included in Form 990, Part X

▶ \$ \_\_\_\_\_

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

Cat No 52283D

Schedule D (Form 990) 2012

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

d

☐ Loan or exchange programs

b

☒ Scholarly research

e

☐ Other

c

☒ Preservation for future generations

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

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

|    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part 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 | b (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

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

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

3b

Yes

No

4

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

Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.

| Description of property                                                                          | (a) Cost or other basis (investment) | (b)Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------|------------------------------|----------------|
| 1a Land                                                                                          |                                      | 77,544                         |                              | 77,544         |
| b Buildings                                                                                      |                                      | 890,720                        | 331,623                      | 559,097        |
| c Leasehold improvements                                                                         |                                      |                                |                              |                |
| d Equipment                                                                                      |                                      | 33,794                         | 24,363                       | 9,431          |
| e Other                                                                                          |                                      | 43,000                         | 43,000                       | 0              |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                |                              | 646,072        |

Schedule D (Form 990) 2012



|                                                                                                         |                                                                                                          |           |           |           |         |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|-----------|-----------|-----------|---------|
| <b>Part XI    Reconciliation of Revenue per Audited Financial Statements With Revenue per Return</b>    |                                                                                                          |           |           |           |         |
| <b>1</b>                                                                                                | Total revenue, gains, and other support per audited financial statements . . . . .                       |           |           | <b>1</b>  | 896,163 |
| <b>2</b>                                                                                                | Amounts included on line 1 but not on Form 990, Part VIII, line 12                                       |           |           |           |         |
| <b>a</b>                                                                                                | Net unrealized gains on investments . . . . .                                                            | <b>2a</b> |           |           |         |
| <b>b</b>                                                                                                | Donated services and use of facilities . . . . .                                                         | <b>2b</b> |           |           |         |
| <b>c</b>                                                                                                | Recoveries of prior year grants . . . . .                                                                | <b>2c</b> |           |           |         |
| <b>d</b>                                                                                                | Other (Describe in Part XIII ) . . . . .                                                                 | <b>2d</b> | 43,752    |           |         |
| <b>e</b>                                                                                                | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                          |           |           | <b>2e</b> | 43,752  |
| <b>3</b>                                                                                                | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                     |           |           | <b>3</b>  | 852,411 |
| <b>4</b>                                                                                                | Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>                               |           |           |           |         |
| <b>a</b>                                                                                                | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                               | <b>4a</b> |           |           |         |
| <b>b</b>                                                                                                | Other (Describe in Part XIII ) . . . . .                                                                 | <b>4b</b> |           |           |         |
| <b>c</b>                                                                                                | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                              |           | <b>4c</b> |           |         |
| <b>5</b>                                                                                                | Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .  |           |           | <b>5</b>  | 852,411 |
| <b>Part XII    Reconciliation of Expenses per Audited Financial Statements With Expenses per Return</b> |                                                                                                          |           |           |           |         |
| <b>1</b>                                                                                                | Total expenses and losses per audited financial statements . . . . .                                     |           |           | <b>1</b>  | 958,841 |
| <b>2</b>                                                                                                | Amounts included on line 1 but not on Form 990, Part IX, line 25                                         |           |           |           |         |
| <b>a</b>                                                                                                | Donated services and use of facilities . . . . .                                                         | <b>2a</b> |           |           |         |
| <b>b</b>                                                                                                | Prior year adjustments . . . . .                                                                         | <b>2b</b> |           |           |         |
| <b>c</b>                                                                                                | Other losses . . . . .                                                                                   | <b>2c</b> |           |           |         |
| <b>d</b>                                                                                                | Other (Describe in Part XIII ) . . . . .                                                                 | <b>2d</b> | 43,752    |           |         |
| <b>e</b>                                                                                                | Add lines <b>2a</b> through <b>2d</b> . . . . .                                                          |           |           | <b>2e</b> | 43,752  |
| <b>3</b>                                                                                                | Subtract line <b>2e</b> from line <b>1</b> . . . . .                                                     |           |           | <b>3</b>  | 915,089 |
| <b>4</b>                                                                                                | Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :                               |           |           |           |         |
| <b>a</b>                                                                                                | Investment expenses not included on Form 990, Part VIII, line 7b . . . . .                               | <b>4a</b> |           |           |         |
| <b>b</b>                                                                                                | Other (Describe in Part XIII ) . . . . .                                                                 | <b>4b</b> |           |           |         |
| <b>c</b>                                                                                                | Add lines <b>4a</b> and <b>4b</b> . . . . .                                                              |           | <b>4c</b> |           |         |
| <b>5</b>                                                                                                | Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . . |           |           | <b>5</b>  | 915,089 |

**Part XIII    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, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

| Identifier                                          | Return Reference | Explanation                                                                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                     | PART III, LINE 4 | THE ART COLLECTION AT THE MILL STREET LOFT IS USED TO PROVIDE EDUCATIONAL, CREATIVE AND CULTURALLY ENRICHING PROGRAMS USING A MULTI-SENSORY APPROACH. MULTI-ARTS PROGRAMS ARE PROVIDED TO CHILDREN, ADULTS AND SENIOR CITIZENS.                                                                                                                                                                                    |
| DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48 | PART X, LINE 2   | THE ORGANIZATION RECOGNIZES THE EFFECT OF INCOME TAX POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT TO BE SUSTAINED. MANAGEMENT HAS DETERMINED THAT THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE FINANCIAL STATEMENT RECOGNITION OR DISCLOSURE. THE ORGANIZATION IS NO LONGER SUBJECT TO EXAMINATIONS BY APPLICABLE TAXING JURISDICTIONS FOR PERIODS PRIOR TO DECEMBER 31, 2009. |
| PART XI, LINE 2D - OTHER ADJUSTMENTS                |                  | COST OF GOODS SOLD REPORTED ON PART VIII, LINE 10B 2,151. SPECIAL EVENT EXPENSES REPORTED ON PART VIII, LINE 8B 41,601.                                                                                                                                                                                                                                                                                            |
| PART XII, LINE 2D - OTHER ADJUSTMENTS               |                  | COST OF GOODS SOLD REPORTED ON PART VIII, LINE 10B 2,151. SPECIAL EVENT EXPENSES REPORTED ON PART VIII, LINE 8B 41,601.                                                                                                                                                                                                                                                                                            |



Part II Fundraising Events. 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) Event #1                                                           | (b) Event #2                    | (c) Other events | (d) Total events              |
|-----------------|----|------------------------------------------------------------------------|---------------------------------|------------------|-------------------------------|
|                 |    | FRIEND OF THE ARTS<br>(event type)                                     | FALL FUNDRAISER<br>(event type) | (total number)   | (add col (a) through col (c)) |
| Revenue         | 1  | Gross receipts . . . .                                                 | 89,429                          | 14,236           | 103,665                       |
|                 | 2  | Less Contributions . .                                                 | 40,295                          | 10,865           | 51,160                        |
|                 | 3  | Gross income (line 1 minus line 2) . . . .                             | 49,134                          | 3,371            | 52,505                        |
| Direct Expenses | 4  | Cash prizes . . . .                                                    |                                 |                  |                               |
|                 | 5  | Noncash prizes . .                                                     | 1,448                           | 235              | 1,683                         |
|                 | 6  | Rent/facility costs . .                                                | 11,149                          | 300              | 11,449                        |
|                 | 7  | Food and beverages .                                                   |                                 | 3,010            | 3,010                         |
|                 | 8  | Entertainment . . . .                                                  |                                 |                  |                               |
|                 | 9  | Other direct expenses .                                                | 21,963                          | 3,496            | 25,459                        |
|                 | 10 | Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶ |                                 |                  |                               |
|                 | 11 | Net income summary Combine line 3, column (d), and line 10 . . . . . ▶ |                                 |                  |                               |

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 . . . . .                                                   |                                               |                  |                                                |
|                 | 2 | Cash prizes . . . . .                                                     |                                               |                  |                                                |
| Direct Expenses | 3 | Non-cash prizes . . . .                                                   |                                               |                  |                                                |
|                 | 4 | Rent/facility costs . . . .                                               |                                               |                  |                                                |
|                 | 5 | Other direct expenses . .                                                 |                                               |                  |                                                |
|                 | 6 | Volunteer labor . . . .                                                   | Yes No                                        | Yes No           |                                                |
|                 | 7 | Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶    |                                               |                  |                                                |
|                 | 8 | Net gaming income summary Combine lines 1 and 7 in column (d) . . . . . ▶ |                                               |                  |                                                |

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? Yes No

b If "No," explain

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain

Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

**12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

**13** Indicate the percentage of gaming activity operated in

|                                                |            |  |
|------------------------------------------------|------------|--|
| <b>a</b> The organization's facility . . . . . | <b>13a</b> |  |
| <b>b</b> An outside facility . . . . .         | <b>13b</b> |  |

**14** Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

**15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

**b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ▶ \$ \_\_\_\_\_

**c** If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

**16** Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ \$ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

**17** Mandatory distributions

**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

**b** Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ \_\_\_\_\_

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

| Identifier | Return Reference | Explanation |
|------------|------------------|-------------|
|------------|------------------|-------------|

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 to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization  
MILL STREET LOFT INC

Employer identification number  
22-2538177

| Identifier | Return Reference                       | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|------------|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|            | FORM 990, PART VI, SECTION A, LINE 2   | FRANK AND JANETTE RITTER HAVE A FAMILY RELATIONSHIP                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|            | FORM 990, PART VI, SECTION A, LINE 4   | THE ORGANIZATION AMENDED ITS BYLAWS TO STATE THE FOLLOWING THE TERM OF OFFICE FOR EACH MEMBER OF THE BOARD OF DIRECTORS SHALL COMMENCE IN JANUARY FOLLOWING THE ANNUAL MEETING AND SHALL BE FOR THREE YEARS, HOWEVER AT ANY TIME ANY PERSON CAN BE NOMINATED AND ELECTED TO THE BOARD AFTER THE ANNUAL MEETING AND SHALL SERVE UNTIL THE THIRD DECEMBER FOLLOWING THEIR COMMENCEMENT AT THE COMPLETION OF A TERM, A DIRECTOR MAY BE NOMINATED TO SERVE AN ADDITIONAL TERM                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|            | FORM 990, PART VI, SECTION B, LINE 11  | THE FINANCE COMMITTEE ACTS AS THE FINANCIAL GOVERNING BODY OF MILL STREET LOFT, INC THE FORM 990 IS REVIEWED AND APPROVED BY THE EXECUTIVE DIRECTOR AND THE FINANCE COMMITTEE UPON RECEIPT FROM THE OUTSIDE AUDITORS, AND DISTRIBUTED IT TO THE FULL BOARD MEMBERSHIP ELECTRONICALLY FOR APPROVAL PRIOR TO FILING                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|            | FORM 990, PART VI, SECTION B, LINE 12C | ANY DIRECTOR WHO HAS A FINANCIAL, PERSONAL OR OFFICIAL INTEREST IN, OR ANY CONFLICT OR APPEARANCE OF A CONFLICT WITH, ANY MATTER PENDING BEFORE THE BOARD OF DIRECTORS, SUCH THAT IT PREVENTS OR MAY PREVENT THE DIRECTOR FROM ACTING ON THAT MATTER IN AN IMPARTIAL FASHION, WILL EXCUSE HIM/HERSELF FROM VOTING THEREON ANY DIRECTOR SHALL REFRAIN FROM ATTEMPTING TO INFLUENCE OTHER DIRECTORS EVERY DIRECTOR WILL COMPLETE A CONFLICT OF INTEREST FORM AND A BOARD MEMBER INFORMATION FORM ANNUALLY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|            |                                        | THE EXECUTIVE DIRECTOR'S SALARY IS DISCUSSED EACH YEAR WITH THE FINANCE COMMITTEE, AND THE ORGNAIZATION REVIEWS COMPENSATION OF EXECUTIVE DIRECTOR'S AT SIMILAR-SIZED ORGANIZATIONS TO DETERMINE IN THE AMOUNT RECOMMENDED IS REASONABLE THEN, THE EXECUTIVE DIRECTOR DEVELOPS THE FIRST DRAFT OF THE ANNUAL ORGANIZATIONAL BUDGET WHICH INCLUDES THE RECOMMENDED SALARY FOR THE EXECUTIVE DIRECTOR, WORKING WITH OUR BOOKKEEPER AND PROJECTIONS OF INCOME AND EXPENSES FOR THE YEAR SHE ALSO REVIEWS STAFF AND DETERMINES COMPENSATION BASED ON JOB DESCRIPTIONS AND PERFORMANCE REVIEWS THE ORGANIZATION DOES NOT HAVE AN AUTOMATIC SALARY INCREASE EACH YEAR BASED ON PROJECTIONS AND HER CURRENT SALARY, THE EXECUTIVE DIRECTOR THEN PRESENTS A DRAFT OF THE BUDGET, ALONG WITH SALARY RECOMMENDATIONS, TO THE FINANCE COMMITTEE THE BUDGET IS CAREFULLY REVIEWED AND QUESTIONS ARE ASKED UPON APPROVAL BY THE TREASURER AND FINANCE COMMITTEE, THE BUDGET IS PRESENTED TO THE ENTIRE BOARD OF DIRECTORS, USUALLY AT THE ANNUAL MEETING IN DECEMBER |
|            | FORM 990, PART VI, SECTION C, LINE 19  | THE FORM 990 IS AVAILABLE FOR PUBLIC INSPECTION AS REQUIRED UNDER SECTION 6104 OF THE INTERNAL REVENUE SERVICE CODE AS IT IS POSTED ON GUIDESTAR ORG AND OTHER SIMILAR WEBSITES IN ADDITION, FORMS 990 AND 1023, AS WELL AS THE FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY, ARTICLES OF INCORPORATION AND BY-LAWS ARE AVAILABLE UPON WRITTEN REQUEST OF THE ORGANIZATION AT 45 PERSHING AVENUE, POUGHKEEPSIE, NY 12601, OR BY CALLING THE ORGANIZATION AT (845) 471-7477                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| OTHER FEES | FORM 990, PART IX, LINE 11G            | ARTIST FEES PROGRAM SERVICE EXPENSES 216,499 MANAGEMENT AND GENERAL EXPENSES 16,295 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 232,794 MODEL FEES PROGRAM SERVICE EXPENSES 1,451 MANAGEMENT AND GENERAL EXPENSES 109 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,560 RETIREMENT PLAN PROGRAM SERVICE EXPENSES 1,390 MANAGEMENT AND GENERAL EXPENSES 105 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 1,495 CONSULTING PROGRAM SERVICE EXPENSES 465 MANAGEMENT AND GENERAL EXPENSES 35 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 500 ADMINISTRATIVE SUPPORT PROGRAM SERVICE EXPENSES 12,593 MANAGEMENT AND GENERAL EXPENSES 948 FUNDRAISING EXPENSES 0 TOTAL EXPENSES 13,541                                                                                                                                                                                                                                                                                                                                                                                                 |
|            | FORM 990, PART XII, LINE 2C            | THE ORGANIZATION HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT THIS PROCESS DID NOT CHANGE FROM THE PRIOR YEAR                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |