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**Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation**

2013

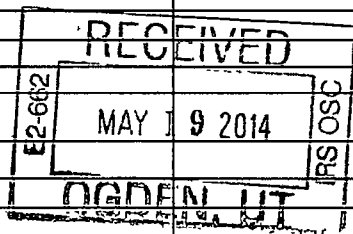
Department of the Treasury
Internal Revenue Service

▶ **Do not enter Social Security numbers on this form as it may be made public.**
▶ **Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.**

For calendar year 2013, or tax year beginning , 2013, and ending

Name of foundation RED OAK FOUNDATION		A Employer identification number 75-2382416
Number and street (or P O box number if mail is not delivered to street address) 304 CARROLL STREET	Room/suite	B Telephone number (see the instructions) (817) 332-5332
City or town, state or province, country, and ZIP or foreign postal code FORT WORTH TX 76107		C If exemption application is pending, check here. ▶ <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization		D 1 Foreign organizations, check here ▶ <input type="checkbox"/>
<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 293,051.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
REVENUE				
1 Contributions, gifts, grants, etc. received (att sch)	181,354.			
2 <input type="checkbox"/> If the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	403.	403.	403.	
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)	ROYALTIES 10,521.	10,521.	10,521.	
12 Total. Add lines 1 through 11.	192,278.	10,924.	10,924.	
ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages	90,833.	90,833.	90,833.	90,833.
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)				
b Accounting fees (attach sch)	650.	650.	650.	650.
c Other prof fees (attach sch)	249.	249.	249.	249.
17 Interest				
18 Taxes (attach schedule)(see Instrs) See Line 18 Stmt	1,586.	1,586.	1,586.	1,586.
19 Depreciation (attach sch) and depletion	5,100.	6,678.	6,678.	
20 Occupancy				
21 Travel, conferences, and meetings	3,661.	3,661.	3,661.	3,661.
22 Printing and publications	2,939.	2,939.	2,939.	2,939.
23 Other expenses (attach schedule) See Line 23 Stmt	17,527.	17,527.	17,527.	17,527.
24 Total operating and administrative expenses. Add lines 13 through 23	122,545.	124,123.	124,123.	117,445.
25 Contributions, gifts, grants paid	77,333.			77,333.
26 Total expenses and disbursements. Add lines 24 and 25	199,878.	124,123.	124,123.	194,778.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-7,600.			
b Net Investment Income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			0.	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1	Cash — non-interest-bearing	22,372.	14,332.	14,332.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch) . ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule)	81,439.	116,583.	189,927.
	c	Investments — corporate bonds (attach schedule)			
	11	Investments — land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶				
12	Investments — mortgage loans				
13	Investments — other (attach schedule)				
14	Land, buildings, and equipment: basis ▶				
	Less accumulated depreciation (attach schedule) ▶	28,640.	23,540.	23,540.	
15	Other assets (describe ▶)	95,946.	65,252.	65,252.	
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	228,397.	219,707.	293,051.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
NEUTRAL ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X				
	27	Capital stock, trust principal, or current funds	228,397.	219,707.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	228,397.	219,707.		
31	Total liabilities and net assets/fund balances (see instructions)	228,397.	219,707.		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 228,397.
2	Enter amount from Part I, line 27a	2 -7,600.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 220,797.
5	Decreases not included in line 2 (itemize) ▶ OTHER	5 1,090.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6 219,707.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss). [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8]	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	225,823.	218,078.	1.035515
2011	224,816.	212,760.	1.056665
2010	179,170.	177,389.	1.010040
2009	174,454.	150,238.	1.161184
2008	146,995.	376,237.	0.390698

2 Total of line 1, column (d)	2	4.654102
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.930820
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	201,195.
5 Multiply line 4 by line 3	5	187,276.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	187,276.
8 Enter qualifying distributions from Part XII, line 4	8	194,778.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -- see instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see Instrs)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3 Add lines 1 and 2	3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6 Credits/Payments		
a 2013 estimated tax pmts and 2012 overpayment credited to 2013	6 a	
b Exempt foreign organizations -- tax withheld at source	6 b	
c Tax paid with application for extension of time to file (Form 8868)	6 c	
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.
11 Enter the amount of line 10 to be credited to 2014 estimated tax	11	
	Refunded	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1 c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) TX - Texas		
8 b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>NAN MATSON</u> Telephone no <u>(817) 332-5332</u> Located at <u>304 CARROLL STREET FORT WORTH TX</u> ZIP + 4 <u>76107</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country <u></u>			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

		Yes	No
1 a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1 c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.) <input type="checkbox"/>	2 b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If 'Yes,' did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <input type="checkbox"/>	3 b	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4 a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4 b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?. Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

5 b		
6 b		X
7 b		X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JON BRUMLEY 2901 TEMPLE HALL HWY GRANBURY TX 76049	DIRECTOR 1.00	0.	0.	0.
REBECCA BRUMLEY 2901 TEMPLE HALL HWY GRANBURY TX 76049	DIRECTOR 30.00	0.	0.	0.
LOUIS BALDWIN 304 CARROLL STREET FORT WORTH TX 76107	DIRECTOR 1.00	0.	0.	0.
NAN MATSON 304 CARROLL STREET FORT WORTH TX 76107	DIRECTOR 40.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 None

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a Average monthly fair market value of securities	1 a	189,927.
b Average of monthly cash balances	1 b	14,332.
c Fair market value of all other assets (see instructions)	1 c	0.
d Total (add lines 1a, b, and c)	1 d	204,259.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	204,259.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,064.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	201,195.
6 Minimum investment return. Enter 5% of line 5	6	10,060.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	10,060.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	0.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	10,060.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	10,060.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	10,060.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	194,778.
b Program-related investments – total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	194,778.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	194,778.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				10,060.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013				
a From 2008	160,879.			
b From 2009	173,788.			
c From 2010	170,401.			
d From 2011	214,290.			
e From 2012	214,919.			
f Total of lines 3a through e	934,277.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 194,778.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2013 distributable amount				10,060.
e Remaining amount distributed out of corpus	184,718.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,118,995.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	160,879.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	958,116.			
10 Analysis of line 9				
a Excess from 2009	173,788.			
b Excess from 2010	170,401.			
c Excess from 2011	214,290.			
d Excess from 2012	214,919.			
e Excess from 2013	184,718.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

<p>1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. ▶</p> <p>b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)</p>					N/A
<p>2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</p> <p>b 85% of line 2a</p> <p>c Qualifying distributions from Part XII, line 4 for each year listed</p> <p>d Amounts included in line 2c not used directly for active conduct of exempt activities</p> <p>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</p>	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
<p>3 Complete 3a, b, or c for the alternative test relied upon</p> <p>a 'Assets' alternative test — enter:</p> <p>(1) Value of all assets</p> <p>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</p> <p>b 'Endowment' alternative test — enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</p> <p>c 'Support' alternative test — enter:</p> <p>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</p> <p>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)</p> <p>(3) Largest amount of support from an exempt organization</p> <p>(4) Gross investment income</p>					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year — see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

JON AND REBECCA BRUMLEY

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc, Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

N/A
N/A
N/A N/A 76107 (817) 332-5332

b The form in which applications should be submitted and information and materials they should include:

N/A

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

N/A

Part XV² Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><i>a Paid during the year</i></p> <p>BOOKS DISTRIBUTED IN FORT WORTH SEE ATTACHMENTS FORT WORTH TX 76107</p>		PUBLIC	36847 BOOKS DIST.	77,333.
<p>Total ▶ 3 a</p>				77,333.
<p><i>b Approved for future payment</i></p>				
<p>Total ▶ 3 b</p>				

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

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

OMB No 1545-0047

2013

Name of the organization

RED OAK FOUNDATION

Employer identification number

75-2382416

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)() (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule** .

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, Schedule B (Form 990, 990-EZ, or 990-PF) (2013) **or 990-PF.**

Name of organization: RED OAK FOUNDATION
 Employer identification number: 75-2382416

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JON AND REBECCA BRUMLEY 2901 TEMPLE HALL HIGHWAY GRANBURY TX 76049	\$ 181,354.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
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---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
---	-----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

**Depreciation and Amortization
(Including Information on Listed Property)**

2013

Department of the Treasury
Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

Attachment
Sequence No **179**

Name(s) shown on return

Identifying number

RED OAK FOUNDATION

75-2382416

Business or activity to which this form relates

Form 990-PF page 1

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions.	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11.	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12.	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013.	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19 a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	

Section C – Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20 a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property. Enter amount from line 28	21	5,100.
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions.	22	5,100.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs.	23	.

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

Section A – Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24 a Do you have evidence to support the business/investment use claimed? **Yes** **No** 24b If 'Yes,' is the evidence written? **Yes** **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)							25	
26 Property used more than 50% in a qualified business use								
AUTO	02/27/12	100.00	31,800.	31,800.	5.00	200 DB-HY	5,100.	
27 Property used 50% or less in a qualified business use:								
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	5,100.
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1								29

Section B – Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other 'more than 5% owner,' or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
30 Total business/investment miles driven during the year (do not include commuting miles).												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C – Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions) Note: If your answer to 37, 38, 39, 40, or 41 is 'Yes,' do not complete Section B for the covered vehicles		

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year (see instructions)					
43 Amortization of costs that began before your 2013 tax year.					
44 Total. Add amounts in column (f). See the instructions for where to report					44

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN	32.	32.	32.	32.
PRODUCTION TAXES	1,554.	1,554.	1,554.	1,554.
Total	1,586.	1,586.	1,586.	1,586.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE	10,188.	10,188.	10,188.	10,188.
CONTRACT LABOR	1,405.	1,405.	1,405.	1,405.
UTILITIES	4,244.	4,244.	4,244.	4,244.
LAWN MAIN AND JANITORIAL	1,690.	1,690.	1,690.	1,690.
Total	17,527.	17,527.	17,527.	17,527.

Form 990-PF, Line 19

Allocated Depreciation

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Life	Current Depr	Net Invest Income	Adjusted Net Income
AUTO	02/27/12	31800	3160	200DB	5.00	5100		

Total

RED OAK

BOOKS

Mission

Spread the pleasures and benefits of books to all young children.

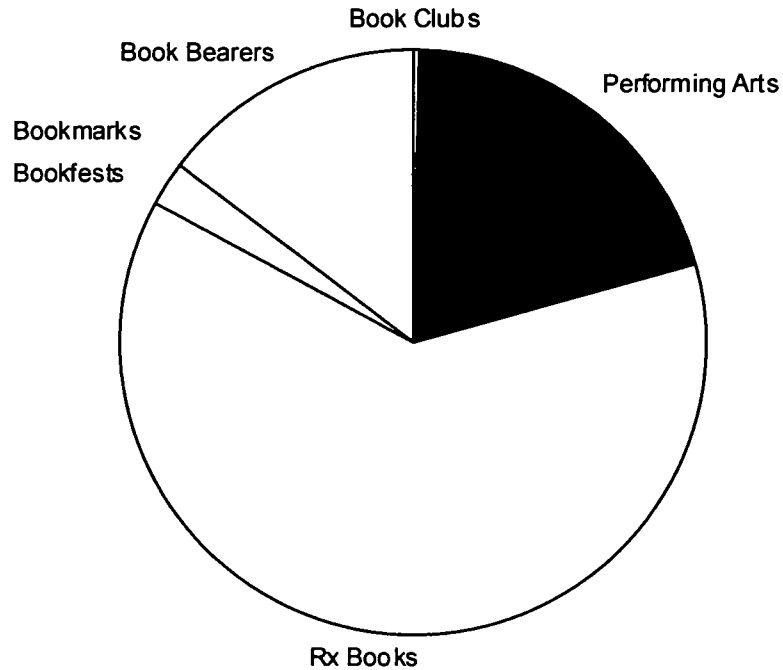
- Prepare for educational achievement.
- Provide the foundation for a lifetime of learning, growth, and enrichment through reading.

Strategies

- Give books to children ages 0-5.
- Support parents as their child's first and most important teachers.
- Promote opportunities for language acquisition and reading readiness during optimal stages in children's development.

2013 Book Distributions

Red Oak Books Book Costs



	Books Distributed	Book Cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books Costs
Book Bearer	5,468	\$10,006.44	\$18,290.81	\$28,297.25
Performing Arts	7,539	\$23,699.21	\$25,218.44	\$48,917.65
Book Clubs	102	\$186.66	\$341.20	\$527.86
Bookfests	900	\$1,647.00	\$3,371.33	\$5,018.33
Bookmarks	1	\$1.83	\$3.35	\$5.18
Rx Books	22,837	\$41,791.71	\$76,391.23	\$118,182.94
Totals	36,847	\$77,332.85	\$123,616.36	\$200,949.21

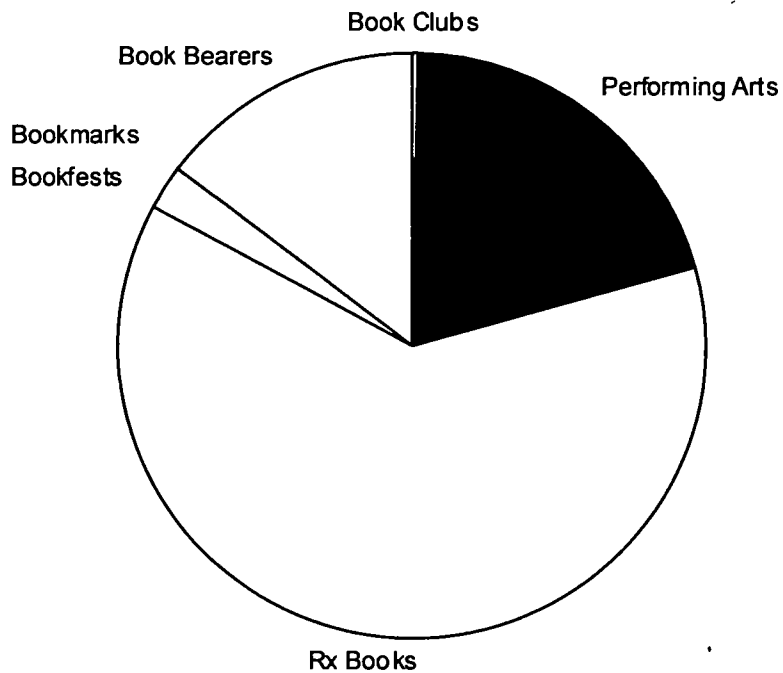
Red Oak Book cost for programs other than Performing Arts based on an average cost of \$1.83 per title.

Average total programming cost, less book cost, for programs other than Bookfests was \$3.3450641.

Average total programming cost, less book cost, for Bookfests was \$3.7459196.

2013 Book Distributions

List Price Book Costs



	Books Distributed	Books List Price	Administrative Costs	Total Programming List Price
Book Bearers	5,468	\$39,369.60	\$18,290.81	\$57,660.41
Performing Arts	7,539	\$106,688.81	\$25,218.44	\$131,907.25
Book Clubs	102	\$734.40	\$341.20	\$1,075.60
Bookfests	900	\$6,480.00	\$3,371.33	\$9,851.33
Bookmarks	1	\$7.20	\$3.35	\$10.55
Rx Books	22,837	\$164,426.40	\$76,391.23	\$240,817.63
Totals	36,847	\$317,706.41	\$123,616.36	\$441,322.77

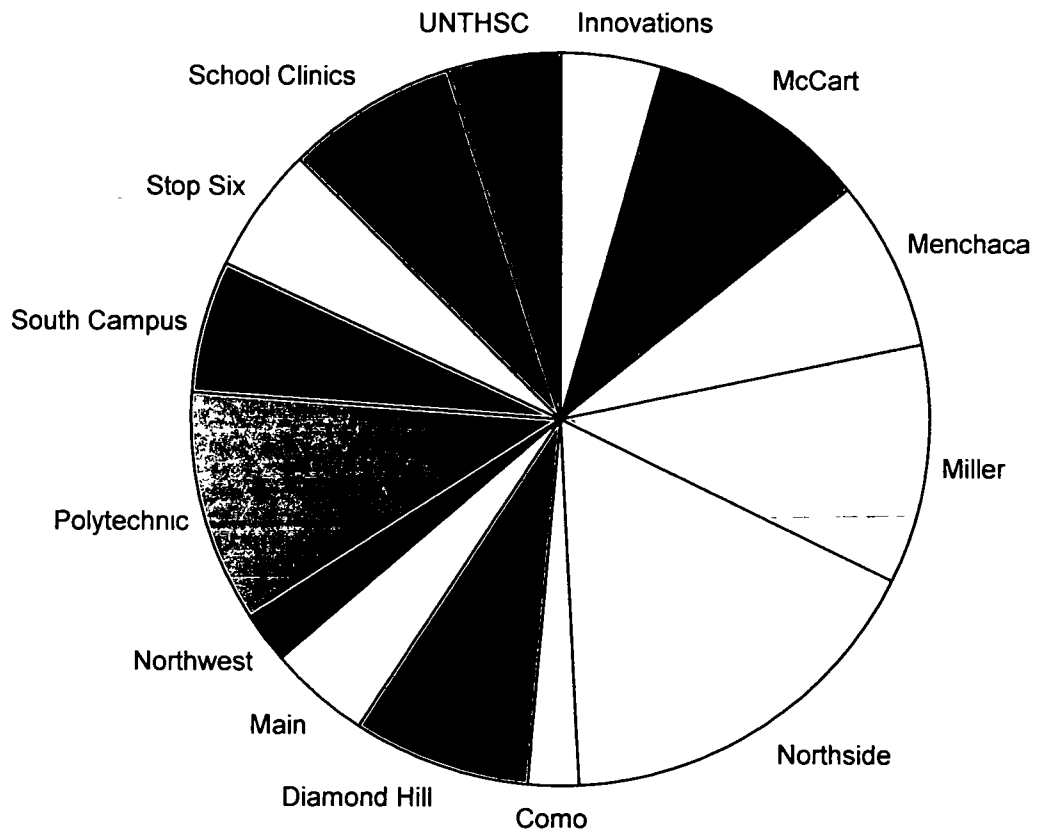
List price for all programs other than Performing Arts based on an average cost of \$7.20 per title.

Average total programming cost, less book cost, for programs other than Bookfests was \$3.3450641.
Average total programming cost, less book cost, for Bookfests was \$3.7459196.

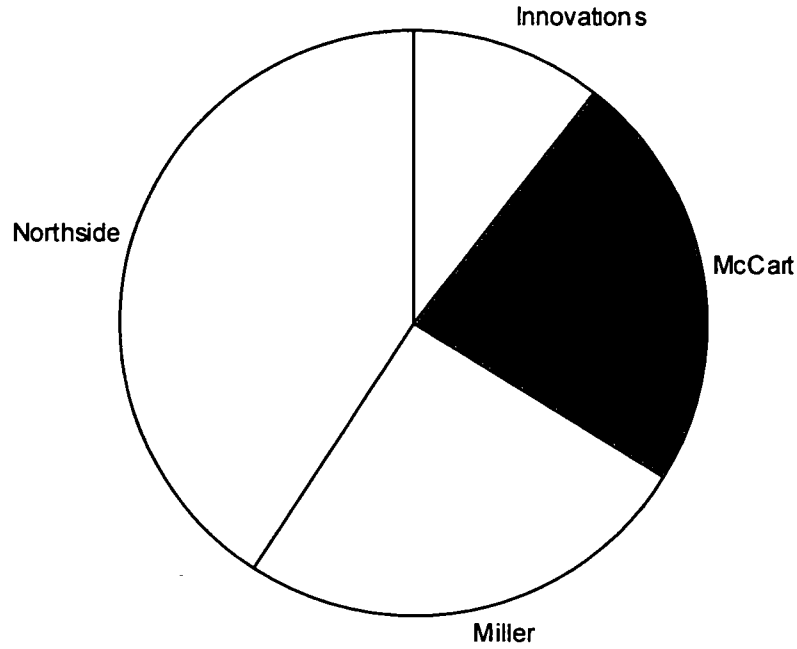
RX: BOOKS - For families at medical clinics for pediatric well-child visits.

- Doctor's prescription to read to child regularly.
- Free book at each regular visit from two months through five years of age (11 books/child by age 6).

2013 Clinic Distributions



**COOK CHILDREN'S MEDICAL CENTER - 2013 BOOK DISTRIBUTION
Red Oak Books Book Costs**

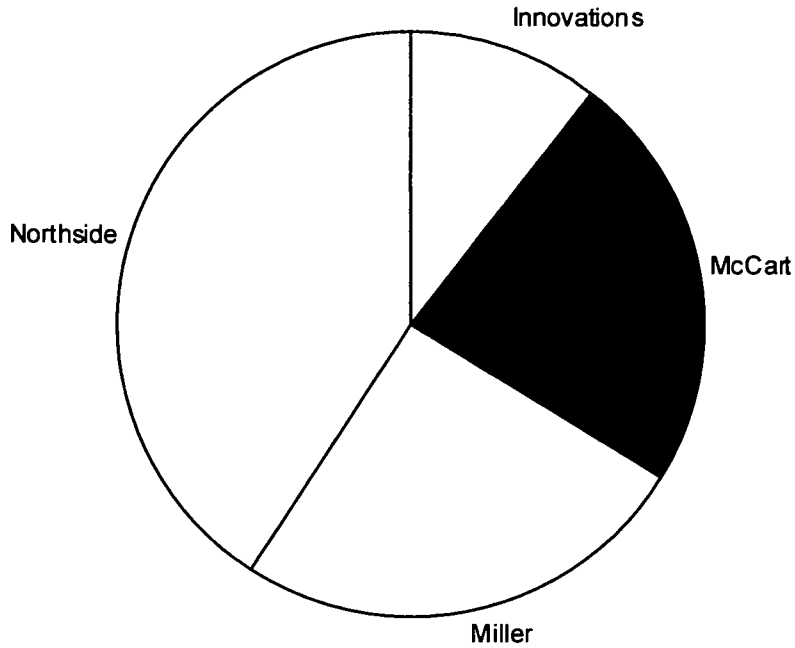


Clinic	Books Distributed	Book Cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books Cost
Innovations	1,005	\$1,839.15	\$3,361.79	\$5,200.94
McCart	2,223	\$4,068.09	\$7,436.08	\$11,504.17
Miller	2,388	\$4,370.04	\$7,988.01	\$12,358.05
Northside	3,884	\$7,107.72	\$12,992.23	\$20,099.95
Totals	9,500	\$17,385.00	\$31,778.11	\$49,163.11

Cost to Red Oak Books based on an average cost of \$1.83 per title.

Average total programming cost, less book cost, was \$3.3450641.

**COOK CHILDREN'S MEDICAL CENTER - 2013 BOOK DISTRIBUTION
List Price Book Costs**

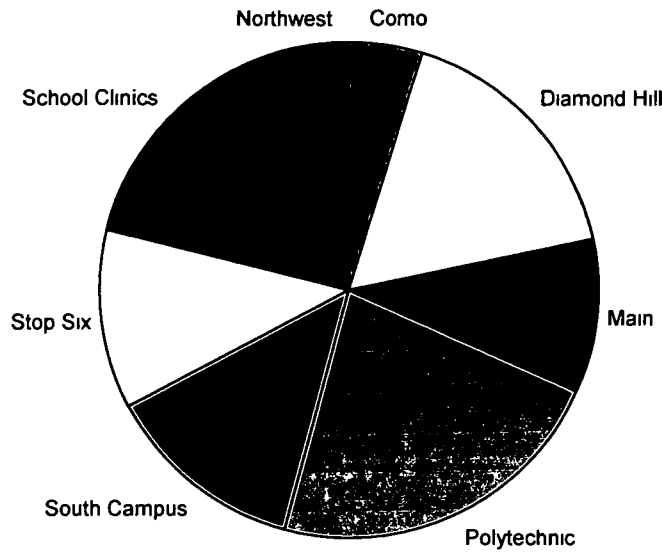


Clinic	Books Distributed	Book List Price	Administrative Costs	Total Programming List Price
Innovations	1,005	\$7,236.00	\$3,361.79	\$10,597.79
McCart	2,223	\$16,005.60	\$7,436.08	\$23,441.68
Miller	2,388	\$17,193.60	\$7,988.01	\$25,181.61
Northside	3,884	\$27,964.80	\$12,992.23	\$40,957.03
Totals	9,500	\$68,400.00	\$31,778.11	\$100,178.11

List price based on an average cost of \$7.20 per title.

Average total programming cost, less book cost, was \$3.3450641.

**JPS HEALTH NETWORK - 2013 BOOK DISTRIBUTION
Red Oak Books Book Costs**



Clinic	Books Distributed	Book Cost to Red Oak Books	Administrative Cost	Total Programming Red Oak Book Cost
Como	488	\$893.04	\$1,632.39	\$2,525.43
Diamond Hill	1,762	\$3,224.46	\$5,894.00	\$9,118.46
Main	1,047	\$1,916.01	\$3,502.28	\$5,418.29
Northwest	490	\$896.70	\$1,639.08	\$2,535.78
Polytechnic	2,342	\$4,285.86	\$7,834.14	\$12,120.00
School Clinics	1,710	\$3,129.30	\$5,720.06	\$8,849.36
South Campus	1,358	\$2,485.14	\$4,542.60	\$7,027.74
Stop Six	1,225	\$2,241.75	\$4,097.70	\$6,339.45
Total	10,422	\$19,072.26	\$34,862.25	\$53,934.51

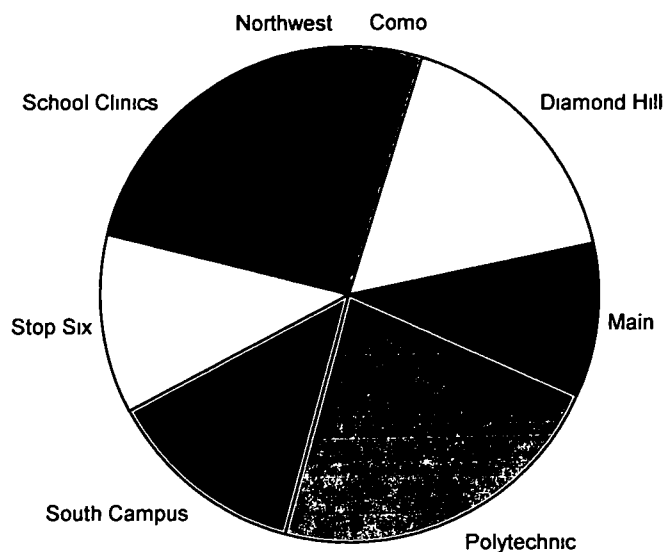
Cost to Red Oak Books based on an average cost of \$1.83 per title.

Average total programming cost, less book cost, was \$3.3450641.

The director of the Red Oak Foundation and the director of Red Oak Books were invited to address a meeting of the JPS Board of Managers where they were thanked for the contributions made by Red Oak.

In October, Red Oak Books hosted a luncheon for JPS Clinic managers to discuss the Rx Books program, offer staff training, and seek input on future program development.

**JPS HEALTH NETWORK - 2013 BOOK DISTRIBUTION
List Price Book Costs**



Clinic	Books Distributed	Book List Price	Administrative Costs	Total Programming List Price
Como	488	\$3,513.60	\$1,632.39	\$5,145.99
Diamond Hill	1,762	\$12,686.40	\$5,894.00	\$18,580.40
Main	1,047	\$7,538.40	\$3,502.28	\$11,040.68
Northwest	490	\$3,528.00	\$1,639.08	\$5,167.08
Polytechnic	2,342	\$16,862.40	\$7,834.14	\$24,696.54
School Clinics	1,710	\$12,312.00	\$5,720.06	\$18,032.06
South Campus	1,358	\$9,777.60	\$4,542.60	\$14,320.20
Stop Six	1,225	\$8,820.00	\$4,097.70	\$12,917.70
Total	10,422	\$75,038.40	\$34,862.25	\$109,900.65

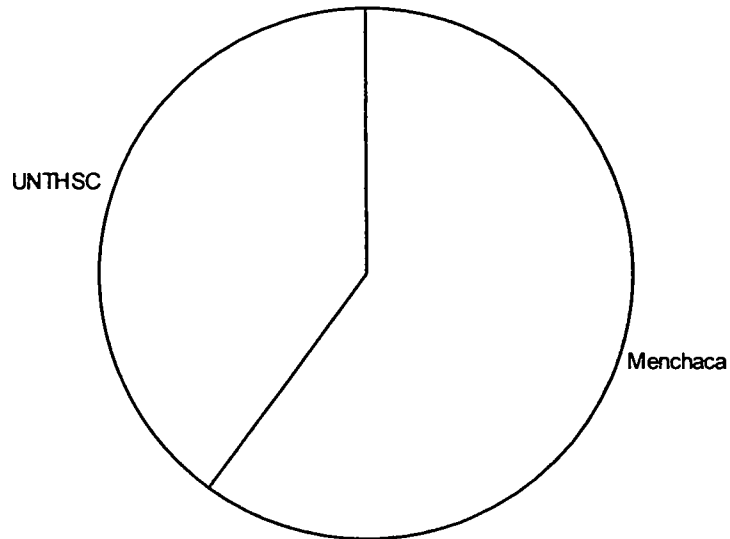
List price based on an average cost of \$7.20 per title.

Average total programming cost, less book cost, was \$3.3450641.

The director of the Red Oak Foundation and the director of Red Oak Books were invited to address a meeting of the JPS Board of Managers where they were thanked for the contributions made by Red Oak.

In August, Red Oak Books hosted a luncheon for JPS Clinic managers to discuss the Rx Books program, offer staff training, and seek input on future program development.

**OTHER CLINICS - 2013 BOOK DISTRIBUTION
Red Oak Books Book Costs**

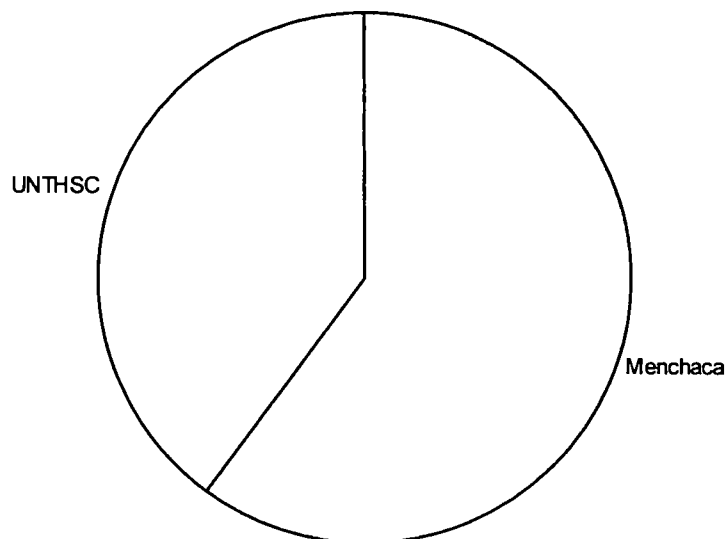


	Books Distributed	Book cost to Red Oak Books	Administrative Costs	Total Programming Red Oak Books
Menchaca	1,745	\$3,193.35	\$5,837.14	\$9,030.49
UNTHSC	1,170	\$2,141.10	\$3,913.72	\$6,054.82
TOTAL	2,915	\$5,334.45	\$9,750.86	\$15,085.31

Cost to Red Oak Books based on an average cost of \$1.83 per title.

Average total programming cost, less book cost, was \$3.3450641.

**OTHER CLINICS - 2013 BOOK DISTRIBUTION
Red Oak Books Book Costs**



	Books Distributed	Book List Price	Administrative Costs	Total Programming Red Oak Books
Menchaca	1,745	\$12,564.00	\$5,837.14	\$18,401.14
UNTHSC	1,170	\$8,424.00	\$3,913.72	\$12,337.72
TOTAL	2,915	\$20,988.00	\$9,750.86	\$30,738.86

List price based on an average cost of \$7.20 per title.

Average total programming cost, less book cost, was \$3.3450641.

TARGETED ELEMENTARY SCHOOLS - 2013

Based upon on pre-reading indicator test scores of kindergarten students.

Clarke, George Elementary

Kirkpatrick, Milton L. Elementary

Mitchell Blvd. Elementary

Terrell, I. M. Elementary

BOOKFESTS - 2013

Events for children ages five and under and their parents or caregivers at non-profit centers in targeted neighborhoods (lowest Stanford 10 score elementary schools' areas).

- Storytime – Books read aloud by a site representative.
- Book selection – Two free, quality, hardcover books for every child.

<u>Site</u>	<u># BookFests</u>	<u>Attendance: Low/High/Avg.</u>	<u>Books Distributed</u>
George Clarke Elementary	3	29/36/33	198
Milton Kirkpatrick Elementary	3	29/39/39	214
Mitchell Blvd. Elementary	3	20/26/24	145
I. M. Terrell Elementary	3	2/20/14	56
Early Childhood Matters Southside Community Center	1	07/07/07	14
Early Childhood Matters Worth Heights Community Center	1	22/22/22	44
Early Childhood Matters Riverside Community Center	1	26/26/26	52
Head Start – Rosedale V	1	26/26/26	53
Immanuel Baptist Church	1	12/12/12	24
Caville Place Apartments	1	01/01/01	2
Good Shepherd Temple of Praise	1	12/12/12	24
Woodmont Apartments	1	05/05/05	10
Mayfield Baptist Church	1	09/09/09	18
Willow Springs Mobile Home Park	1	12/12/12	24
Willow Terrace Mobile Home Park	1	05/05/05	10
Ms. Brooks Day Care Center	1	06/06/06	12
TOTAL	24	Avg: 19	900

Number of books provided in 2013:	900
Red Oak Books cost of books provided in 2013:	\$ 1,647.00
List price of books provided in 2013:	\$ 6,480.00
Administrative Cost in 2013:	\$ 3,371.33
Administrative Costs + Red Oak Book Cost:	\$ 5,018.33
Administrative Costs + List Price:	\$ 9,851.33

Red Oak Book cost based on an average cost of \$1.83 per title.

List price based on an average cost of \$7.20 per title.

Average total programming cost, less book cost, was \$3.74559196.

BOOK CLUBS - 2013

Book Clubs are intended to expand family reading experiences through parent empowering gatherings while increasing the amount and quality of literature in homes. Components of the program include the opportunity for interaction and sharing among the participants. Clubs are limited to 12 families. Members receive magnets, membership cards and "I Read to My Child" bumper stickers. In 2013, two book clubs were initiated. Books remaining from two book clubs conducted in 2012 were returned to Red Oak Books.

Location	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
Maude Logan (PAT)	70	\$128.10	\$504.00	\$362.26	\$ 738.16
Christene Moss (PAT)	66	\$120.78	\$475.20	\$341.55	\$ 695.97
Returns	- 34	- \$ 62.22	- \$244.80	- \$175.95	- \$ 358.53
TOTAL	102	\$186.66	\$734.40	\$527.86	\$1,075.60

Red Oak Book cost based on an average cost of \$1.83 per title.

List price based on an average cost of \$7.20 per title.

Average total programming cost, less book cost, was \$3.3450641.

RED OAK BOOKMARKS - 2013

The Red Oak Bookmark program is designed to encourage families to utilize their local branch libraries by extending the book reading experience to the library. Children attending a final Bookfest are given a bookmark that can be redeemed for a quality, hardback book when they visit their branch library with their parent or caregiver. Parents and children can then become familiar with the library and be encouraged to obtain a library card. Two bookmark programs took place in 2013.

Northside Branch Library (Dolores Huerta Elementary)

One book was distributed

Diamond Hill Branch Library (Milton Kirkpatrick Elementary)

No books were distributed

Number of books provided in 2013:	1
Red Oak Books cost of books provided in 2013:	\$ 1.83
List price of books provided in 2013:	\$ 7.20
Administrative Costs in 2013:	\$ 3.35
Administrative Costs + Red Oak Book Cost:	\$ 5.18
Administrative Costs + List Price:	\$ 10.55

BASS HALL – PERFORMING ARTS FORT WORTH - 2013

In 2013 Red Oak Books partnered with Performing Arts Fort Worth/Bass Hall for programs for first and second grade students. Two thousand four hundred twenty copies of Peter and the Wolf were provided to Bass Hall for programming conducted in the spring of 2013. Volunteers visited second grade classrooms, read Peter and the Wolf, and presented each child with his/her own copy. Curriculum specifically developed for Peter and the Wolf was provided to teachers for their use in preparing classes for the program. Students then attended a presentation of Peter and the Wolf at Bass Hall.

Also in 2013, first grade students at selected schools attended a program at Bass Hall which included a variety of songs, stories and poetry including Hare and Tortoise. Volunteers visited class rooms, read and distributed copies of the book Hare and Tortoise to each student. Two thousand four hundred seventy three copies were distributed.

In addition, Performing Arts Fort Worth (Bass Hall) returned 27 copies of Musicians of Bremen that remained from programming the previous year.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Peter and the Wolf</u>	2,421	\$8,473.50	\$41,035.95	\$16,571.90	\$49,134.35
<u>Musicians of Bremen</u>	-27	-\$88.83	-\$403.65	-\$179.15	-\$493.97
<u>Hare and Tortoise</u>	2473	\$7,023.32	\$36,971.35	\$15,295.66	\$45,243.69
Totals	4867	\$15,407.99	\$77,603.65	\$31,688.41	\$93,884.07

BROADWAY BAPTIST CHURCH - 2013

In August, in partnership with Broadway Baptist Church two hundred and ninety books were distributed to families with children from birth to five years of age whose older children were receiving materials through the Student Uniform Outreach program. Volunteers expressed the importance of reading aloud to children as a crucial part of preparing younger siblings for school in the future.

Number of books provided in 2013:	290
Red Oak Books cost of books provided in 2013:	\$ 530.70
List price of books provided in 2013:	\$ 2,088.00
Administrative Costs in 2013:	\$ 970.07
Administrative Costs + Red Oak Book Cost:	\$ 1,500.77
Administrative Costs + List Price:	\$ 3,058.07

CAMP FIRE/HEAD START - 2013

Red Oak Books supported the instruction provided by Camp Fire and Head Start to families participating in the Morningside Head Start parent literacy training program. Camp Fire and Head Start instructors incorporated each of the three titles provided by Red Oak books into the sessions demonstrating various uses of each book. At the conclusion of the training session, a book was provided for each child.

Number of books provided in 2013:	61
Red Oak Books cost of books provided in 2013:	\$ 111.63
List price of books provided in 2013:	\$ 439.20
Administrative Costs in 2013:	\$ 204.05
Administrative Costs + Red Oak Book Cost:	\$ 315.68
Administrative Costs + List Price:	\$ 643.25

CHILD STUDY CENTER SCHOOL - 2013

Red Oak Books supported the work of the Child Study Center School by providing books for families attending the school on scholarships. Teachers selected books specifically for each child and then presented them to the families during scheduled treatment conferences. Each book presentation was accompanied by a discussion of the importance of reading aloud to young children.

Number of books provided in 2013:	109
Red Oak Books cost of books provided in 2013:	\$ 199.47
List price of books provided in 2013:	\$ 784.80
Administrative Costs in 2013:	\$ 364.61
Administrative Costs + Red Oak Book Cost:	\$ 564.08
Administrative Costs + List Price:	\$ 1,149.41

CLARKE, GEORGE ELEMENTARY SCHOOL - 2013

Pre-kindergarten and kindergarten teachers at George C. Clarke Elementary School, one of the schools targeted by Red Oak Books in 2013, were provided books for distribution to their students. Prior to the distribution teachers read the books aloud to their students, discussed the importance of reading each day, and encouraged students to share the books with their families..

Number of books provided in 2013:	108
Red Oak Books cost of books provided in 2013:	\$ 197.64
List price of books provided in 2013:	\$ 777.60
Administrative Costs in 2013:	\$ 361.27
Administrative Costs + Red Oak Book Cost:	\$ 558.91
Administrative Costs + List Price:	\$ 1,138.87

COMO ELEMENTARY SCHOOL – 2012

B Sharp, a development program that uses music to help students achieve the goals of realizing self-worth and understanding their value within the community, was continued at Como Elementary School in 2012. To support this initiative, Red Oak Books donated books for students to encourage both reading and participation in the music program.

Number of books provided in 2013:	72
Red Oak Books cost of books provided in 2013:	\$ 131.76
List price of books provided in 2013:	\$ 518.40
Administrative Costs in 2013:	\$ 240.84
Administrative Costs + Red Oak Book Cost:	\$ 372.60
Administrative Costs + List Price:	\$ 759.24

EARLY CHILDHOOD MATTERS – 2013

In 2013 Red Oak Books continued its partnership with Early Childhood Matters, a program operated by the Fort Worth Library that helps families learn how to develop their children's social, emotional and pre-literacy skills so that they are successful when entering kindergarten. Programs are designed for parents with children up to five years of age. To reinforce programming, Red Oak Books provided 320 copies of Play Shapes and 241 copies of Counting Colors for participating families.

Number of books provided in 2013:	561
Red Oak Books cost of books provided in 2013:	\$ 1,026.63
List price of books provided in 2013:	\$ 4,039.20
Administrative Costs in 2013:	\$ 1,876.58
Administrative Costs + Red Oak Book Cost:	\$ 2,903.21
Administrative Costs + List Price:	\$ 5,915.78

EAST SIDE MONTESSORI SCHOOL – 2013

In 2013 Red Oak Books supported the efforts of East Side Montessori School to encourage parents to read aloud to their children by providing books for a school library. East Side Montessori provided reading instruction to parents including book specific information regarding titles supplied by Red Oak.

Number of books provided in 2013:	100
Red Oak Books cost of books provided in 2013:	\$ 183.00
List price of books provided in 2013:	\$ 720.00
Administrative Costs in 2013	\$ 334.51
Administrative Costs + Red Oak Book Cost:	\$ 517.51
Administrative Costs + List Price:	\$ 1,054.51

FORT WORTH INDEPENDENT SCHOOL DISTRICT - ADOLESCENT PREGNANCY SERVICES – 2013

Red Oak Books and the Adolescent Pregnancy Services department of the Fort Worth Independent School District continued their partnership to promote reading aloud to young children by providing books for mothers of newborn babies. Staff members presented the book to the mother shortly after the birth of the child and discussed the importance of reading aloud each day.

Number of books provided in 2013:	70
Red Oak Books cost of books provided in 2013:	\$ 128.10
List price of books provided in 2013:	\$ 504.00
Administrative Costs in 2013:	\$ 234.15
Administrative Costs + Red Oak Book Cost:	\$ 362.25
Administrative Costs + List Price:	\$ 738.15

FORT WORTH INDEPENDENT SCHOOL DISTRICT – HIGH FIVE FOR KINDERGARTEN - 2013

Red Oak Books joined the efforts of the Fort Worth Independent School district to reach out to families whose children did not attend FWISD pre-k classes in order to prepare the children for kindergarten. Red Oak provided one hundred and fifty copies of three different titles for distribution to families participating in the High Five for Kindergarten program. Instructors incorporated the books into training sessions for children and their parents.

Number of books provided in 2013:	375
Red Oak Books cost of books provided in 2013:	\$ 686.25
List price of books provided in 2013:	\$ 2,700.00
Administrative Costs in 2013:	\$ 1,254.40
Administrative Costs + Red Oak Book Cost:	\$ 1,940.65
Administrative Costs + List Price:	\$ 3,954.40

FORT WORTH INDEPENDENT SCHOOL DISTRICT – PARENT LIAISONS - 2013

Red Oak Books provided one hundred and sixty copies of the bilingual version of the book Five Little Monkeys Jumping on the Bed for distribution to families of pre-K students participating in the district wide Parent University.

In addition, forty four copies of My Big Farm Book were provided for parents of pre-k students at DeZavala Elementary School participating in the school's monthly family reading event.

Number of books provided in 2013:	204
Red Oak Books cost of books provided in 2013:	\$ 373.32
List price of books provided in 2013:	\$ 1,468.80
Administrative Costs in 2013:	\$ 682.39
Administrative Costs + Red Oak Book Cost:	\$ 1,055.71
Administrative Costs + List Price:	\$ 2,151.19

FORT WORTH OPERA - 2013

In 2013 Red Oak Books continued a partnership with the Fort Worth Opera by providing hardback copies of Ugly Duckling/El Patito Feo for kindergarten students from select schools. Volunteers visited kindergarten classrooms, read Ugly Duckling/El Patito Feo, and presented each student with his/her own copy. The Fort Worth Opera then presented an operatic version of Ugly Duckling to those students at their school.

In addition, the Opera returned copies of Musicians of Bremen/Los Musicos de Bremen that remained from programming the previous year.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Musicians of Bremen</u>	-147	-\$483.63	-\$2,197.65	-\$975.35	-\$2,689.37
<u>Ugly Duckling</u>	1500	\$4,935.00	\$22,425.00	\$9,952.60	\$27,442.60
Totals	1,353	\$4,451.37	\$20,227.35	\$8,977.25	\$24,753.23

FORT WORTH SYMPHONY - 2013

In 2013 Red Oak Books partnered with the Fort Worth Symphony by providing hardback copies of The Tale of Peter Rabbit to pre-k and kindergarten students from select schools attending the Symphonic Story Time Kinderconcerts. Volunteers visited pre-k and kindergarten classrooms, read The Tale of Peter Rabbit, and presented each child with his/her own copy. Students then attended the symphony's Kinderconcert.

In addition, the Fort Worth Symphony returned 181 copies of Green Eggs and Ham remaining from programming the previous year.

Title	Books	Cost to Red Oak Books	List Price	Total Costs Red Oak Books	Total Costs List Price
<u>Green Eggs and Ham</u>	-181	-\$570.15	-\$1,627.19	-\$1,175.61	-\$2,232.65
<u>The Tale of Peter Rabbit</u>	1500	\$4,410.00	\$10,485.00	\$9,427.60	\$15,502.60
Totals	1319	\$3,839.85	\$8,857.81	\$8,251.99	\$13,269.95

HABITAT FOR HUMANITY - 2013

Red Oak Books collaborated with Habitat for Humanity in Granbury to provide books for children ages zero through five who were displaced by a tornado and living in temporary housing. Books were distributed by Habitat's family service volunteers.

Number of books provided in 2013:	41
Red Oak Books cost of books provided in 2013:	\$ 75.03
List price of books provided in 2013:	\$ 295.20
Administrative Costs in 2013:	\$ 137.15
Administrative Costs + Red Oak Book Cost:	\$ 212.18
Administrative Costs + List Price:	\$ 432.35

HUERTA, DOLORES ELEMENTARY SCHOOL - 2013

Pre-kindergarten and kindergarten teachers at Dolores Huerta Elementary School were provided books for distribution to their students. Prior to the distribution teachers read the books aloud to their students, discussed the importance of reading each day, and encouraged students to share the books with their families..

Number of books provided in 2013:	166
Red Oak Books cost of books provided in 2013:	\$ 303.78
List price of books provided in 2013:	\$ 1,195.20
Administrative Costs in 2013:	\$ 555.28
Administrative Costs + Red Oak Book Cost:	\$ 859.06
Administrative Costs + List Price:	\$ 1,750.48

INDIVIDUAL BEARERS - 2013

Red Oak Books partnered with individuals who share the goal of spreading the joys and pleasures of books by providing books for them to distribute to children five years of age and younger.

Number of books provided in 2013:	10
Red Oak Books cost of books provided in 2013:	\$ 18.30
List price of books provided in 2013:	\$ 72.00
Administrative Costs in 2013:	\$ 33.45
Administrative Costs + Red Oak Book Cost:	\$ 51.75
Administrative Costs + List Price:	\$ 105.45

INFANT FORMULA PROGRAM – 2013

Red Oak Books continued programming with the Infant Formula Program at the Methodist Mission. Infant Formula distributes formula to families of newborn children who are not yet eligible for government assistance. Volunteers distribute books for all infants utilizing Infant Formula services and also provide age-appropriate books to siblings accompanying the family. Volunteers discuss with parents the importance of reading to young children and inquire about reading at subsequent visits.

Number of books provided in 2013:	1,101
Red Oak Books cost of books provided in 2013:	\$ 2,014.83
List price of books provided in 2013:	\$ 7,927.20
Administrative Costs in 2013:	\$ 3,682.92
Administrative Costs + Red Oak Book Cost:	\$ 5,697.75
Administrative Costs + List Price:	\$ 11,610.12

JOINT VENTURE – 2013

Red Oak Books continued a collaboration with partners from Parents As Teachers, Early Childhood Matters, and Camp Fire USA First Texas Council. Events were held at neighborhood facilities to encourage family activity, family reading, and neighborhood involvement. Two events were held in 2013, each with the theme of animals. A variety of animals were on display, crafts related to animals were available, stories were read aloud, and books were provided to all children five years of age and younger.

Number of books provided in 2013:	120
Red Oak Books cost of books provided in 2013:	\$ 219.60
List price of books provided in 2013:	\$ 864.00
Administrative Costs in 2013:	\$ 401.41
Administrative Costs + Red Oak Book Cost:	\$ 621.01
Administrative Costs + List Price:	\$ 1,265.41

KIRKPATRICK, MILTON ELEMENTARY SCHOOL - 2013

Pre-kindergarten and kindergarten teachers at Milton Kirkpatrick Elementary School, one of the schools targeted by Red Oak Books in 2013, were provided books for distribution to their students. Prior to the distribution teachers read the books aloud to their students, discussed the importance of reading each day, and encouraged students to share the books with their families..

Number of books provided in 2013:	104
Red Oak Books cost of books provided in 2013:	\$ 190.32
List price of books provided in 2013:	\$ 748.80
Administrative Costs in 2013:	\$ 347.89
Administrative Costs + Red Oak Book Cost:	\$ 538.21
Administrative Costs + List Price:	\$ 1,096.69

LAKE SHORE BAPTIST CHURCH – 2013

Red Oak Books continued its relationship with Lake Shore Baptist Church by providing books for a variety of church outreach efforts including the Children's Center, Community Resource Center, Ghana School, the church library, and Community Support Group. Each program works with families with young children. Church staff and volunteers stress the importance of reading aloud to young children.

Number of books provided in 2013:	435
Red Oak Books cost of books provided in 2013:	\$ 796.05
List price of books provided in 2013:	\$ 3,132.00
Administrative Costs in 2013:	\$ 1,455.10
Administrative Costs + Red Oak Book Cost:	\$ 2,251.15
Administrative Costs + List Price:	\$ 4,587.10

METHODIST MISSION – 2013

Red Oak Books continued a partnership with First Street Methodist Mission to assist their efforts to positively affect the lives of the homeless in Fort Worth. Children who come to the mission with their families seeking assistance with food and clothing are given books, and parents are encouraged to read to their children each day.

Number of books provided in 2013:	930
Red Oak Books cost of books provided in 2013:	\$ 1,701.90
List price of books provided in 2013:	\$ 6,696.00
Administrative Costs in 2013:	\$ 3,110.91
Administrative Costs + Red Oak Book Cost:	\$ 4,812.81
Administrative Costs + List Price:	\$ 9,806.91

MITCHELL BLVD. ELEMENTARY SCHOOL - 2013

Pre-kindergarten and kindergarten teachers at Mitchell Blvd. Elementary School, one of the schools targeted by Red Oak Books in 2013, were provided books for distribution to their students. Prior to the distribution teachers read the books aloud to their students, discussed the importance of reading each day, and encouraged students to share the books with their families..

Number of books provided in 2013:	128
Red Oak Books cost of books provided in 2013:	\$ 234.24
List price of books provided in 2013:	\$ 921.60
Administrative Costs in 2013:	\$ 428.17
Administrative Costs + Red Oak Book Cost:	\$ 662.41
Administrative Costs + List Price:	\$ 1,349.77

NURSE FAMILY PARTNERSHIP- TARRANT COUNTY PUBLIC HEALTH – 2013

Red Oak Books continued a partnership with the Tarrant County Health Department’s Nurse Family Partnership. Through this program designed for women who are having their first baby, a nurse visits the expectant mother at least once every two weeks during her pregnancy and continues the home visits until the baby is two years old. The nurse covers many topics with the mothers including the importance of reading to the child each day. To support this effort, Red Oak Books provided five books for each child from the age of three months through two years.

Number of books provided in 2013:	145
Red Oak Books cost of books provided in 2013:	\$ 265.35
List price of books provided in 2013:	\$ 1,044.00
Administrative Costs in 2013:	\$ 485.03
Administrative Costs + Red Oak Book Cost:	\$ 750.38
Administrative Costs + List Price:	\$ 1,529.03

PARENTS AS TEACHERS – 2013

In 2013, Red Oak Books provided copies of the book My First Words – Baby Basics to the Parents As Teachers educator at I. M. Terrell Elementary School. The books were incorporated into special instruction for the families participating in the program designed to help parents in at-risk families to prepare their children for school.

In addition, Red Oak Books provided six books to Parents As Teachers for future program development.

Number of books provided in 2013:	40
Red Oak Books cost of books provided in 2013:	\$ 73.20
List price of books provided in 2013:	\$ 288.00
Administrative Costs in 2013:	\$ 133.80
Administrative Costs + Red Oak Book Cost:	\$ 207.00
Administrative Costs + List Price:	\$ 421.80

TRINITY BASIN PREPARATORY CHARTER SCHOOL – 2013

Red Oak Books and Trinity Basin Preparatory worked together to promote reading aloud by providing books to pre-k and kindergarten students at the charter school. Teachers read the books aloud to the students and encouraged them to share and enjoy the books at home with their families. In addition, Red Oak provided fifty various titles to assist in the development of a school library.

Number of books provided in 2013:	298
Red Oak Books cost of books provided in 2013:	\$ 545.34
List price of books provided in 2013:	\$ 2,145.60
Administrative Costs in 2013:	\$ 996.83
Administrative Costs + Red Oak Book Cost:	\$ 1,542.17
Administrative Costs + List Price:	\$ 3,142.43

ANNUAL RECEPTION - 2013

A reception celebrating the first fifteen years of operation of Red Oak Books and the distribution of 407,847 books was held on April 16, 2013. Two hundred eighty five invitations were mailed. Approximately 80 people attended the event.

PROGRAM DEVELOPMENT – 2013

Meetings to further development partnerships in the community:

Tim McKinney and Ann Rice (United Way)
Michael Sorum (Fort Worth Independent School District)
Jeremy Smith and Linda Watts (Rainwater Foundation)
Regen Fearon (Reading Partners)
Veronica Tulley (Cook Children's Medical Center)
Patricia Rangel (Fort Worth Independent School District)
Stephanie Jackson (Fort Worth Independent School District)
Candy Channel and Tracy Gunn (Fort Worth Independent School District)
Wendy Burkholder and Karen Dowling (JPS Hospital)
Amanda Marlow (Reach Out and Read Texas)
Laurie Beven (Imagination Celebration)
Cynthia Williams (TCU Department of Education)
Bob Duke and Gloria Serrano (Childcare Associates)

INTERNATIONAL PERFORMING ARTS FOR YOUTH CONFERENCE

In January, 2013, Red Oak representatives attended the annual IPAY Conference in Philadelphia. Accompanied by staff members from Performing Arts Fort Worth, they viewed performances by a variety of art companies and obtained information regarding additional possibilities for future presentations involving literary works for young children at Bass Hall.

INVENTORY DEVELOPMENT - 2013

- 65% discount from the following publishers:

Candlewick
Charlesbridge
DK Publishing
Hachette Book Group
Harper Collins
Macmillan
Milet Publishing
Penguin Putnam
Sterling Publishing

- 60% discount from the following publishers:

Barron's
Houghton Mifflin
Starbright

- Premium discounts dependent upon number of books purchased from the following publishers:

Chronicle Books
Fairmount Books
Golden Books
Groundwood Books
North South Books
Pinata Press
Random House
Scholastic
Simon and Schuster
Usborne

Inventory as of 12/31/13: 35,657 books

Estimated cost: \$ 65,252.31

Estimated list price: \$ 256,730.40

SCHOLARSHIPS - 2013

\$15,600.00 was distributed to recipients of Red Oak Foundation scholarships through the Texas Interscholastic League Foundation scholarship program in 2013.

PROGRAM SUPPORT – 2013

Printing

General/administrative	\$ 2,578.60
Fliers/Posters/Bookmarks	<u>360.77</u>
SUBTOTAL	\$ 2,939.37

Transportation – Vehicle

Fuel	534.50
Maintenance	435.67
Insurance	<u>2,693.00</u>
SUBTOTAL	\$ 3,663.17

Contract Labor

Nan Matson	\$90,833.39
Others	<u>1,405.00</u>
SUBTOTAL	\$ 92,238.39
TOTAL	\$ 98,840.93

VEHICLE MILEAGE - 2013

Mercedes GLK 350W2

Mileage 01/01/13 3,054

Milegae 12/31/13 5,575

GENERAL BUDGET – 1997 - 2013

	1997 - 2008	2009	2010	2011	2012	2013	TOTAL
Compensation	50,261.27						50,261.27
Employee Benefits	2,833.20						2,833.20
Director, Red Oak Books	421,176.24	68,900.00	72,395.68	77,916.66	82,708.26	90,833.39	723,096.84
Part-time employees	9,630.78	0.00	0.00	0.00	1,035.00	1,405.00	10,665.78
Professional Fees	11,002.15	640.00	650.00	650.00	650.00	650.00	13,592.15
Taxes	24,667.44	0.00	0.00	50.00	2,020.48	63.75	26,737.92
Occupancy	186,708.00	0.00	0.00	0.00	0.00	0.00	186,708.00
Travel, Conferences, Meetings	31,793.56	355.31	1,842.02	1,413.66	1,786.43	3,661.06	37,190.98
Printing/Publications	37,587.82	1,917.56	2,110.34	2,462.08	2,915.53	2,939.37	46,993.33
Scholarships	179,340.00	0.00	0.00	31,800.00	25,800.00	15,600.00	236,940.00
Books	654,483.99	87,790.54	61,759.47	62,616.01	75,599.80	51,022.67	942,249.81
Utilities/Telephone	36,070.49	8,395.04	7,787.67	8,103.05	8,348.47	7,695.46	68,704.72
Insurance	12,529.00	2,087.00	1,420.56	1,714.00	2,366.00	2,693.00	20,116.56
Landscape Maintenance	4,031.50	4,680.00	6,173.20	5,702.79	6,872.72	5,508.00	27,460.21
Janitorial Service	6,757.00	2,232.50	2,630.00	2,554.00	2,933.00	2,435.00	17,106.50
Other Supplies	21,356.47	411.68	313.59	1,594.42	478.58	1,786.75	24,154.74
Other Expenses	<u>134,975.02</u>	<u>2,405.71</u>	<u>2,511.07</u>	<u>5,338.08</u>	<u>35,691.60</u>	<u>3,945.57</u>	<u>180,921.48</u>
TOTAL	\$1,825,203.93	\$179,815.34	\$159,593.60	\$201,914.75	\$249,205.87	\$190,239.02	\$2,805,972.51

COMPARISON TOTAL ANNUAL EXPENSES TO BOOKS DISTRIBUTED

Year	# Books Distributed	Annual Expenses	Cost Per Book
1997	63	\$ 21,931.08	348.11
1998	2607	125,610.19	48.18
1999	8317	142,334.84	17.11
2000	12,245	95,823.62	7.83
2001	19,813	111,441.18	5.62
2002	22,450	131,585.07	5.86
2003	23,543	114,941.92	4.88
2004	30,933	121,624.10	3.93
2005	32,109	129,822.25	4.04
2006	32,597	278,860.43	8.55
2007	32,601	186,429.53	5.72
2008	35,698	177,293.99	4.97
2009	36,227	179,815.34	4.96
2010	36,342	159,593.60	4.39
2011	36,587	170,114.75	4.65
2012	36,827	223,405.87	6.07
2013	36,847	174,639.02	4.74

BANK BALANCES

FROST BANK

Checking Account

1-01-2013	\$ 22,372.43
12-31-2013	\$14,331.53

Investment Account

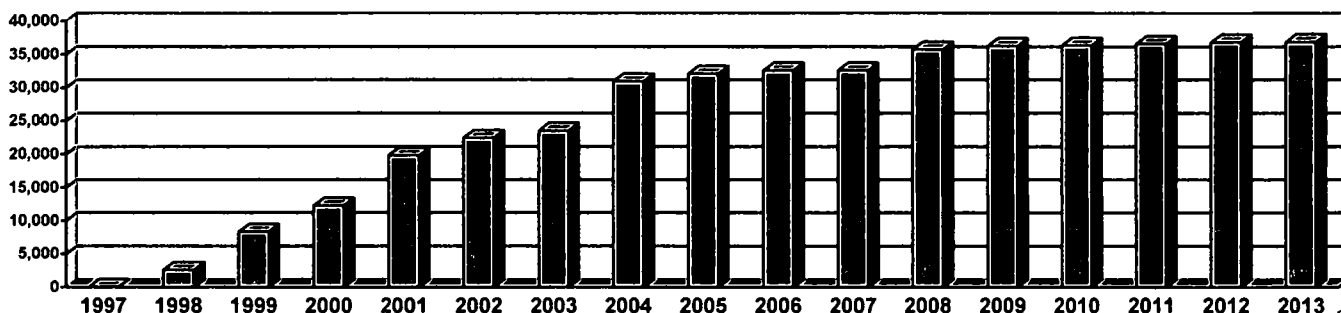
1-01-2013	\$166,009.65
12-31-2013	\$189,926.97



Mission: To spread the pleasures and benefits of books to all young children

435,804 Books Distributed to Young Children and Their Families

(As of 12/31/13)



Books distributed 63 2,607 8,315 12,245 19,813 22,450 23,543 30,933 32,109 32,597 32,601 35,698 36,227 36,342 36,587 36,827 36,847

RX: BOOKS

24 Clinics

284,668 Books

Providing families with books during pediatric well-child visits at medical clinics

- Doctor's prescription to read to child regularly
- Free book at each regular visit from birth through five years of age

BOOKFESTS

389 Events

20,558 Books

Producing events for children five years of age and under and their parents or caregivers at non-profit centers in targeted neighborhoods

- Storytime – Books read aloud by a site representative
- Book selection – Two quality, hardback books for every child at each event

BOOK CLUBS

37 Clubs

2,196 Books

Expanding family reading experiences through parent-conducted meetings

- Quality, hardback book selected by club members at each meeting to read to their children
- Practice reading aloud and description of book-sharing activities with children

BOOKMARKS

14 Libraries

355 Books

Encouraging families to utilize their local branch libraries by extending the Bookfest and Book Club experiences to the library. Bookmark redeemed for a quality, hardback book at local branch library

BOOK BEARERS

144 Organizations

128,027 Books

Extending reach through partnerships with other non-profit organizations that work directly with families to promote reading to young children through home visits and special events

Red Oak Books – Distribution Overview 2013

	1997- 2003	2004	2005	2006	2007	2008	2009	2010	2011	2012	2013	TOTAL
BOOKFESTS												
Children	4,283	851	471	321	349	623	785	643	682	533	450	10,374
# Sites	72	12	8	7	8	12	15	15	12	10	17	97
# Bookfests	172	29	14	15	14	18	28	31	25	19	24	389
Books distributed	9,178	1,706	946	644	681	1,217	1,569	1,286	1,365	1,066	900	20,558
Rx BOOKS												
# Sites	58	13	13	13	13	17	18	16	18	16	16	24
Books Distributed	69,037	24,946	23,561	21,040	21,636	22,992	18,755	18,456	19,453	21,955	22,837	284,668
BOOK BEARERS												
# Sites	55	15	20	23	18	18	26	29	21	23	22	140
Home Based Programs	6	1	1	3	2	7	4	4	2	1	2	9
Agency Based Programs	44	13	13	15	9	1	16	21	15	11	16	83
Special Events	7	1	7	1	7	10	6	4	4	11	4	48
Books Distributed	9,959	3,994	7,424	10,779	9,957	11,453	8,606	10,096	7,706	6,592	5,468	92,034
PERFORMING ARTS PROGRAMS												
Performing Arts Fort Worth							5,015	4,447	4,912	5,034	4,867	24,275
Fort Worth Symphony							953	1,005	1,572	1,485	1,319	6,334
Fort Worth Opera							1,005	996	1,411	522	1,353	5,287
Imagination Celebration									97			97
Books Distributed							6,973	6,448	7,992	7,041	7,539	35,993
BOOK CLUBS												
# Clubs	9	4	3	4	5	1	4	2	1	2	2	37
Books Distributed	756	263	158	101	301	23	207	112	33	140	102	2,196
BOOKMARKS												
# Programs	23	3	3	4	4	2	6	6	5	4	2	62
Books Distributed	106	24	20	33	26	13	25	36	38	33	1	355
TOTAL												
Books Distributed	89,036	30,933	32,109	32,597	32,601	35,698	36,135	36,434	36,587	36,827	36,847	435,804

NOTES ON PREPARATION OF 2013 ANNUAL REPORT

Cost Per Book

Average cost per book was determined by totaling the number of books distributed by title, the retail cost by title, and the cost to Red Oak per title. Costs were then divided by the total number of books distributed. Average costs were used for all programs except Bass Hall/Performing Arts, the Fort Worth Symphony, and the Fort Worth Opera.

Average cost per Book paid by Red Oak Books	\$1.83
Average cost per Book, list price	\$7.20

Overhead Cost Per Book

Total Expenses	\$ 190,239.02
<i>Minus</i>	
Scholarships	15,600.00
Books	51,022.67
Bookfest Printing	<u>360.77</u>

Overhead Costs	\$ 123,255.58
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Overhead Costs including bookfests \$123,616.35

Costs \$123,255.58 divided by total number of books distributed (36,847) equal average overhead cost per book distributed through all programs other than bookfests \$3.3450641. Printing expenses exclusively for bookfests totaled \$360.77. This amount divided by the number of books distributed through bookfests, 900, totaled an additional cost of \$0.4008555 per book. Therefore, the amounts used for 2013 were:

Overhead cost per book for programs other than bookfests -	\$3.3450641
Overhead cost per book for bookfests -	\$3.7459196

In the "Comparison Total Annual Expenses to Books Distributed" all costs except scholarship funds were included.