

Return of Organization Exempt From Income Tax

2001

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2001 calendar year, or tax year beginning 7/1/01, 2001, and ending 12-31-, 2001

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return
 Amended return
 Application pending

C Name of organization: BOOKLYN, INC
 Number and street (or P.O. box if mail is not delivered to street address): 70 COMMERCIAL ST Room/suite: 301
 City or town, state or country, and ZIP + 4: BROOKLYN, NY 11222

D Employer identification number: 03-0383217

E Telephone number: (718) 383 9621

F Accounting method: Cash Accrual
 Other (specify) ▶

G Web site ▶ http://www.booklyn.org

J Organization type (check only one) ▶ 501(c)(3) (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

H and **I** are not applicable to section 527 organizations.
H(a) Is this a group return for affiliates? Yes No
H(b) If "Yes" enter number of affiliates ▶
H(c) Are all affiliates included? Yes No (If "No" attach a list. See instructions.)
H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Enter 4 digit GEN ▶

M Check if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF)

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ▶

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 16)

Revenue	1	Contributions, gifts, grants, and similar amounts received				
	a	Direct public support	1a	1000		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c			
	d	Total (add lines 1a through 1c) (cash \$ _____ noncash \$ _____)	1d	1000		
	2	Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	3	Membership dues and assessments	3			
	4	Interest on savings and temporary cash investments	4			
	5	Dividends and interest from securities	5			
	6a	Gross rents	6a			
	b	Less rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7	Other investment income (describe ▶)	7				
Revenue	8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
	b	Less cost or other basis and sales expenses	8a			
	c	Gain or (loss) (attach schedule)	8b			
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8c			
Revenue	9	Special events and activities (attach schedule)				
	a	Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a			
	b	Less direct expenses other than fundraising expenses	9b			
c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c				
Revenue	10a	Gross sales of inventory less returns and allowances	10a	40,459		
	b	Less cost of goods sold	10b	28,544		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c			11,915
	11	Other revenue (from Part VII, line 103)	11			
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			12,915
Expenses	13	Program services (from line 44, column (B))	13			2,820
	14	Management and general (from line 44, column (C))	14			2,329
	15	Fundraising (from line 44, column (D))	15			
	16	Payments to affiliates (attach schedule)	16			
	17	Total expenses (add lines 16 and 44, column (A))	17			5,149
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)	18			7,766
	19	Net assets or fund balances at beginning of year (from line 73, column (A))	19			0
	20	Other changes in net assets or fund balances (attach explanation)	20			0
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			7,766

RECEIVED
MAY 24 2002
OGDEN, UT
IRS-OSC

FILED JUN 26 '02

51

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See Specific Instructions on page 21.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.				
26	Other salaries and wages				
27	Pension plan contributions				
28	Other employee benefits				
29	Payroll taxes				
30	Professional fundraising fees				
31	Accounting fees				
32	Legal fees				
33	Supplies	191		191	
34	Telephone	652		652	
35	Postage and shipping	324		324	
36	Occupancy				
37	Equipment rental and maintenance				
38	Printing and publications				
39	Travel	1162		1162	
40	Conferences, conventions, and meetings				
41	Interest				
42	Depreciation, depletion, etc. (attach schedule)				
43	Other expenses not covered above (itemize): a				
b	NYFA consulting fee	2820	2820		
c					
d					
e					
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	5149	2820	2329	

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If Yes, enter (i) the aggregate amount of these joint costs \$ _____ (ii) the amount allocated to Program services \$ _____
 (iii) the amount allocated to Management and general \$ _____ and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 24.)

What is the organization's primary exempt purpose?	Program Service Expenses (Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts but optional for others.)
a See attachment (Grants and allocations \$ _____)	0
b (Grants and allocations \$ _____)	0
c (Grants and allocations \$ _____)	0
d (Grants and allocations \$ _____)	0
e Other program services (attach schedule) (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	

Part IV Balance Sheets (See Specific Instructions on page 24)

Note		(A) Beginning of year	(B) End of year
<i>Where required attached schedules and amounts within the description column should be for end-of-year amounts only</i>			
Assets	45 Cash—non-interest-bearing	0	45 7766
	46 Savings and temporary cash investments		46
	47a Accounts receivable	47a	47c
	b Less allowance for doubtful accounts	47b	47c
	48a Pledges receivable	48a	48c
	b Less allowance for doubtful accounts	48b	48c
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50
	51a Other notes and loans receivable (attach schedule)	51a	51c
	b Less allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges		53
	54 Investments—securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54
	55a Investments—land, buildings, and equipment basis	55a	55c
	b Less accumulated depreciation (attach schedule)	55b	55c
	56 Investments—other (attach schedule)		56
	57a Land, buildings, and equipment basis	57a	57c
	b Less accumulated depreciation (attach schedule)	57b	57c
	58 Other assets (describe _____)		58
59 Total assets (add lines 45 through 58) (must equal line 74)	0	59 7766	
Liabilities	60 Accounts payable and accrued expenses		60
	61 Grants payable		61
	62 Deferred revenue		62
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63
	64a Tax-exempt bond liabilities (attach schedule)		64a
	b Mortgages and other notes payable (attach schedule)		64b
	65 Other liabilities (describe _____)		65
66 Total liabilities (add lines 60 through 65)	0	66 0	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74		67
	67 Unrestricted		68
	68 Temporarily restricted		69
	69 Permanently restricted		
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 70 through 74		
	70 Capital stock, trust principal, or current funds	0	70 0
	71 Paid-in or capital surplus or land, building and equipment fund	0	71 0
	72 Retained earnings, endowment, accumulated income, or other funds	0	72 0
	73 Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72) column (A) must equal line 19, column (B) must equal line 21	0	73 0
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)	0	74 0

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes in Part III the organization's programs and accomplishments.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See Specific Instructions, page 26)

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a Total revenue, gains and other support per audited financial statements ▶ a

b Amounts included on line a but not on line 12, Form 990

(1) Net unrealized gains on investments \$ _____

(2) Donated services and use of facilities \$ _____

(3) Recoveries of prior year grants \$ _____

(4) Other (specify) _____

..... \$ _____

Add amounts on lines (1) through (4) ▶ b

c Line a minus line b ▶ c

d Amounts included on line 12, Form 990 but not on line a

(1) Investment expenses not included on line 6b, Form 990 \$ _____

(2) Other (specify) _____

..... \$ _____

Add amounts on lines (1) and (2) ▶ d

e Total revenue per line 12, Form 990 (line c plus line d) ▶ e

a Total expenses and losses per audited financial statements ▶ a

b Amounts included on line a but not on line 17 Form 990

(1) Donated services and use of facilities \$ _____

(2) Prior year adjustments reported on line 20 Form 990 \$ _____

(3) Losses reported on line 20 Form 990 \$ _____

(4) Other (specify) _____

..... \$ _____

Add amounts on lines (1) through (4) ▶ b

c Line a minus line b ▶ c

d Amounts included on line 17, Form 990 but not on line a

(1) Investment expenses not included on line 6b Form 990 \$ _____

(2) Other (specify) _____

..... \$ _____

Add amounts on lines (1) and (2) ▶ d

e Total expenses per line 17, Form 990 (line c plus line d) ▶ e

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see Specific Instructions on page 26)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
Christopher Wilde 70 Commercial St #304 Brooklyn NY 11222	President, Director	-0-	-0-	-0-
Marshall Weber 2 Wash. Sq. Village NY NY	VP, Director	-0-	-0-	-0-
FRIT A. Reynolds 468 W 153 St #413 NYC 10031	Treas, Director	-0-	-0-	-0-
Peter Spagnuolo 70 Commercial St #404 Brooklyn	Secretary, Director	-0-	-0-	-0-
Mark Wagner 70 Commercial St #304	Director	-0-	-0-	-0-
Emily Kanned 765 Metropolitan Ave B'klyn 11222	Director	-0-	-0-	-0-
Pylan Graham 203 220-417 B'klyn 11222	Director	-0-	-0-	-0-
Sara Parkel 183 Norman Ave B'klyn 11222	Director	-0-	-0-	-0-
Cassandra Law 183 Norman Ave B'klyn 11222	Director	-0-	-0-	-0-
		-0-	-0-	-0-

75 Did any officer, director, trustee or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations of which more than \$10,000 was provided by the related organizations? Yes No
If "Yes" attach schedule—see Specific Instructions on page 27

Part VI Other Information (See Specific Instructions on page 27)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		✓
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes		✓
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		✓
78b	If "Yes," has it filed a tax return on Form 990-T for this year?		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement		✓
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization?		
81a	Enter direct or indirect political expenditures. See line 81 instructions. <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt	81a	- 0 -
81b	Did the organization file Form 1120-POL for this year?	81b	N/A
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value? <i>printing press use, space usage</i>	82a	✓
82b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	✓
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	N/A
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	✓
84b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85a	501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members?	85a	N/A
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b	N/A
85c	Dues, assessments, and similar amounts from members	85c	
85d	Section 162(e) lobbying and political expenditures	85d	
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86a	501(c)(7) orgs. Enter a Initiation fees and capital contributions included on line 12	86a	
86b	Gross receipts included on line 12 for public use of club facilities	86b	
87a	501(c)(12) orgs. Enter a Gross income from members or shareholders	87a	
87b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	N/A
89a	501(c)(3) organizations. Enter Amount of tax imposed on the organization during the year under section 4911 ▶ <i>-0-</i> , section 4912 ▶ <i>-0-</i> , section 4955 ▶ <i>-0-</i>		
89b	501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	✓
89c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		- 0 -
89d	Enter Amount of tax on line 89c above, reimbursed by the organization		- 0 -
90a	List the states with which a copy of this return is filed ▶		
90b	Number of employees employed in the pay period that includes March 12, 2001 (See instructions)	90b	0
91	The books are in care of ▶ <i>Corporation</i> Telephone no ▶ <i>11222</i> Located at ▶ <i>70 Commercial St #304 Brooklyn</i> ZIP + 4 ▶ <i>11222</i>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See Specific Instructions on page 32)

Note Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))					
105 Total (add line 104, columns (B), (D), and (E))					

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 32)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
▼	

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 33)

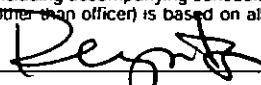
(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 33)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

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.


 Date 15/15/02
REYNERTSON, TREASURER

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545 0047

2001

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

BROOKLYN, INC

Employer identification number

03 0383217

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions List each one If there are 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 & deferred compensation	(e) Expense account and other allowances
<i>None</i>				
Total number of other employees paid over \$50 000 ▶				

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions List each one (whether individuals or firms) If there are none enter "None")

(a) Name and address of each independent contractor paid more than \$50 000	(b) Type of service	(c) Compensation
<i>None</i>		
Total number of others receiving over \$50 000 for professional services ▶		

Part III Statements About Activities (See page 2 of the instructions)

1 During the year, has the organization attempted to influence national, state or local legislation including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A or line 1 of Part VI-B)

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities

2 During the year, has the organization, either directly or indirectly engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees or members of their families or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes" attach a detailed statement explaining the transactions.)

a Sale, exchange, or leasing of property?

b Lending of money or other extension of credit?

c Furnishing of goods, services or facilities?

d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?

e Transfer of any part of its income or assets?

3 Does the organization make grants for scholarships, fellowships, student loans, etc.? (See Note below)

4 Do you have a section 403(b) annuity plan for your employees?

Note: Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments

	Yes	No
1		<input checked="" type="checkbox"/>
2a		<input checked="" type="checkbox"/>
2b		<input checked="" type="checkbox"/>
2c		<input checked="" type="checkbox"/>
2d		<input checked="" type="checkbox"/>
2e		<input checked="" type="checkbox"/>
3		<input checked="" type="checkbox"/>
4		<input checked="" type="checkbox"/>

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only **ONE** applicable box.)

- 5** A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i)
- 6** A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7** A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8** A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9** A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10** An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a** An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b** A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12** An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc. functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13** An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above or (2) section 501(c)(4), (5), or (6) if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting*

Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in) ▶	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)					
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22					
24 Line 23 minus line 17					
25 Enter 1% of line 23					
26 Organizations described on lines 10 or 11	<p>a Enter 2% of amount in column (e), line 24 ▶</p> <p>b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1997 through 2000 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶</p> <p>c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶</p> <p>d Add: Amounts from column (e) for lines 18 _____ 19 _____ 22 _____ 26b _____ ▶</p> <p>e Public support (line 26c minus line 26d total) ▶</p> <p>f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶</p>				<p>26a</p> <p>26b</p> <p>26c</p> <p>26d</p> <p>26e</p> <p>26f %</p>
27 Organizations described on line 12	<p>a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:</p> <p>(2000) _____ (1999) _____ (1998) _____ (1997) _____</p> <p>b For any amount included in line 17 that was received from each person (other than "disqualified persons") that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:</p> <p>(2000) _____ (1999) _____ (1998) _____ (1997) _____</p> <p>c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____ ▶</p> <p>d Add: Line 27a total _____ and line 27b total _____ ▶</p> <p>e Public support (line 27c total minus line 27d total) ▶</p> <p>f Total support for section 509(a)(2) test. Enter amount from line 23, column (e) ▶ 27f _____</p> <p>g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ 27g %</p> <p>h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ 27h %</p>				<p>27c</p> <p>27d</p> <p>27e</p> <p>27f</p> <p>27g %</p> <p>27h %</p>
28 Unusual Grants	<p>For an organization described in line 10, 11, or 12 that received any unusual grants during 1997 through 2000, prepare a list for your records to show for each year the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.</p>				

Part V Private School Questionnaire (See page 7 of the instructions)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues and other written communications with the public dealing with student admissions, programs and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program in a way that makes the policy known to all parts of the general community it serves? If "Yes" please describe. If "No" please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements and other written communications to the public dealing with student admissions, programs and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions?		
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities?		
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34a Does the organization receive any financial aid or assistance from a governmental agency?		
b Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No" attach an explanation.		

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term "expenditures" means amounts paid or incurred)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table—		
	If the amount on line 40 is—		
	Not over \$500,000		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is—		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$1,000,000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter 0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
45	Lobbying nontaxable amount				
46	Lobbying ceiling amount (150% of line 45(e))				
47	Total lobbying expenditures				
48	Grassroots nontaxable amount				
49	Grassroots ceiling amount (150% of line 48(e))				
50	Grassroots lobbying expenditures				

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part III: Statement of Program Service Accomplishments

The primary exempt purpose of Booklyn, Inc ("Booklyn") is the creation and distribution of artists' books, installations of various book art exhibits and the presentation of educational programs at academic institutions and museums geared towards the general public

Booklyn, Inc was incorporated as a not-for-profit corporation on April 24, 2001, under the laws of the State of New York (Bylaws of the corporation are attached) On July 1, 2002, Booklyn became a sponsored program of the New York Foundation for the Arts, a 501(c) 3 exempt organization

Booklyn's mission has been the expansion of the field of artists' books, prints and creative independent publishing Booklyn continues to pursue this mission by increasing the awareness and appreciation of the diverse print and book forms, providing artists with assistance in producing, distributing, and exhibiting their books Simultaneously, Booklyn has educated the general public about books as an art medium

As a distributor of artists' books, Booklyn acts as a representative for more than one hundred artists worldwide working in the medium Booklyn assists the artists in presenting their work to collecting institutions, in person, and by means of Booklyn's web catalog Since incorporating, Booklyn has placed approximately one hundred books, with a gross value of more than \$50,000, in more than fifty different institutions Some of the collecting institutions include the New York Public Library, the Metropolitan Museum of Art, the Getty Museum, the Brooklyn Museum of Art, the University of California at San Diego, the Fales Library of New York University, the Sterling Library of Yale University, and the California College of Arts and Craft In the coming year, Booklyn expects to expand its distribution efforts to include the American South

As an exhibit curator, Booklyn has installed shows of artists' books and related media books at public institutions, exhibition spaces and galleries From Italy to Amherst, California to New York, in Booklyn's first year of incorporation it has presented seven shows at such institutions as the University of Massachusetts at Amherst, University of Georgia's program in Cortona, Italy, and Columbia College in Chicago For the coming year, *Parallel Botany*, which was featured at Bryn Mawr University earlier this year, will continue to tour, with possible installations at other colleges and galleries in the northeast

As a book publisher with its own book production facility, Booklyn assists artists, using Booklyn's resources, to produce artists' books of a collaborative nature This assistance covers all aspects of book making, from design, to manufacture of paper, to binding and printing Booklyn also maintains its own imprint under which several projects have been issued this past year In addition, Booklyn manufactures its own in-house support materials, such as stationery, business cards, envelopes, informational pamphlets and invitations to shows Booklyn's facilities include a Vandercook SP-13 press, computer design equipment, a library and archive for visiting artists, and various other production equipment associated with the medium of hand-made books In the past year, Booklyn has overseen the publishing or production of at least fifty

titles. Some include, *Cobweb Walking* by Jordan Zinovich, *Syntax Machine* by Emily Larned and *Ker-Bloom* by Artnoose. Some books published under the Booklyn label in the past year include *House of Ghosts*, by Marshall Weber and *The Ides of March #3 Catalog*, ABC No Rio by Marshall Weber & C K. In the coming year, current projects slated for publication or production by Booklyn include *10 x 14* by Peter Spagnuolo, *The Tragic Book #8*, edited by C K Wilde, *Library in a Book*, by Mark Wagner, and *Lt Shrapnel*, by Joel Brouwer.

In its efforts to increase awareness of book arts, Booklyn consults with public institutions on developing curriculums and collections of artists' books. A particular focus is placed on recent works done by contemporary artists. This past year, Booklyn researched and wrote a full report on the medium of contemporary artists' books for collection development by Mount Holyoke College Collections Department. In this coming year, Booklyn expects to consult with the Brooklyn Museum of Art, as well as the Ford Foundation regarding current collection development initiatives.

One of the primary goals of Booklyn is the education of the public on the art of books and book making. In this vein, Booklyn presents lectures at universities and other public institutions. In addition, Booklyn conducts an internship program at its production facilities, where students gain experience in the production crafts of making books. In Booklyn's first year, Booklyn artists presented the following lectures:

May, 2001 — U. Mass Amherst, *Phytoalchemy & Ethnobotany of Parallel Plants*
June, 2001 — Cortona, Italy, *Written on the Body*
Sept., 2001 — Cooper Union, NYC., *The Untamed Press*
Jan. 2002 — Center for the Book Arts, NYC, *In this Together*
Jan. 2002 — Bryn Mawr College, Bryn Mawr, PA, *Parallel Botany*
Jan. 2002 — Univ. of the Arts, MFA Program, Philadelphia, *Rare Books of the Future* (Also in Jan., at Center for Book and Paper, Columbia College, Chicago, and in March, at Minneapolis Art Inst.)

For the coming year, Booklyn artists, along with professors at the Pratt Institute of Brooklyn, N Y, have developed a curriculum to increase Pratt's current book arts program offerings. Furthermore, Booklyn intends to expand its internship program to encompass a three-month program with extensive training in binding, printing and arts administration.

Form 990, Page 1 Cost of Goods Sold line 10b

Printing and Reproduction	1,400
Artist fees – Direct	22,322
– Indirect	4,822
Total	\$28,544

ByLaws of Booklyn, Inc

Article I Offices

Section 1. Principal Office The principal office of the corporation is located in Kings County, State of New York

Section 2. Other Offices The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate

Article II Non-Profit Purposes

Section 1. IRS Section 501(c)(3) Purposes This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code

Section 2. Specific Objectives and Purposes The specific objectives and purposes of this corporation shall be

- to increase awareness in the general public of the book arts as both a fine arts medium and an artisan/craft medium, by means of publishing and distributing innovative artist books, curating public exhibitions of artist books, and supporting book artists in their efforts within the medium,
- to foster innovation among book artists working in the field, by bringing to a wider renown those works which display the highest aesthetic achievement in their interaction between the crafts of papermaking, binding, and printing, and those materials and content which the crafts thereby serve,
- to develop among cultural institutions and libraries a deeper knowledge and appreciation for artist books, by assisting such institutions in identifying the very best work in the field, and bringing them together with those artists producing the finest work,
- to incubate new projects and innovations within the medium by providing a center where artists of all disciplines can meet with book artists, and thereby collaborate and exchange ideas freely, and execute their own unique ideas within the exciting affform of the book

Article III **Directors**

Section 1. Number The corporation shall have 9 directors and collectively they shall be known as the Board of Directors

Section 2. Powers Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors

Section 3. Duties It shall be the duty of the directors to (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws, (b) Appoint and remove, employ, supervise, and discharge, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation, (c) Meet at such times and places as required by these Bylaws

Section 4. Term of Office Each director shall hold office for a period of 2 years and until his or her successor is elected and qualifies

Section 5. Compensation Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the Board That fee is herein set at Fifty Dollars (\$50 00) per year

Section 6. Regular Meetings Regular meetings of Directors shall be held quarterly on the first Tuesday of each fiscal quarter at 8 pm The fiscal year is concurrent with the calendar year If this corporation makes no provision for members, then, at the regular meeting of directors held directors shall be elected by the Board of Directors Nominations for candidates for the board can be made at any time, by written letter of intent Voting for the election of directors shall be by written ballot, at quarterly board meetings Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the Board The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the Board

Section 7. Quorum for Meetings A quorum shall consist of a majority (one half of the total number plus one) of the members of the Board of Directors

Section 8. Consensus Action as Board Action Every act or decision done or made by a consensus of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board

Section 9. Non-Liability of Directors The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation

Section 10. Indemnification by Corporation of Directors and Officers The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state

Section 11. Intellectual and trade property The board explicitly controls the corporate name, logo, and Internet technology domain name, and all fair use thereof

Article IV Officers

Section 1. Designation of Officers The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors

Section 2. Qualifications Any person may serve as officer of this corporation

Section 3. Election and Term of Office Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed

Section 4. Removal and Resignation Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation

Section 5. Duties of Officers

President The President of the corporation shall be the corporate spokesperson and shall coordinate and oversee all aspects of the different operational departments and committees

Vice President The Vice President of the corporation will chair the meetings of the Board and will assist the President by administering the day-to-day operations of the corporation. In addition, the Vice President will organize and oversee the corporation's fundraising activities

Secretary The Secretary of the corporation will undertake to keep the minutes of all meetings of the Board and to exercise oversight of the corporation's official statements and publicity materials

Treasurer The Treasurer of the corporation shall take due diligence to maintain the corporate bank account, financial records, and IRS correspondence and filings, in the event that these oversight activities are carried out by a third-party accountancy or sponsoring agency, the Treasurer will supervise all of the Corporation's interaction with that party and report to the Board

Section 6. Compensation The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any salaries received by the officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation.

Article V Committees

Section 1. Committees The corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

Section 2. Meetings and Action of Committees Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

Article VI Corporate Records

Section 1. Maintenance of Corporate Records The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors and committees of the Board,
- (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws,
- (c) Adequate and correct books and records of its corporate bank account(s),
- (d) Copies of all correspondence and filings with the IRS.

Article VII IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Article VIII
Amendment of Bylaws

Section 1. Amendment These bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

Article IX
Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Adoption of Bylaws

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of 4 preceding pages, as the Bylaws of this corporation

Dated 23 April 2002

Brooklyn, Kings County, N Y

Christopher Wilde



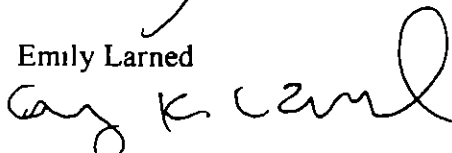

Mark Wagner



Marshall Weber



Emily Larned

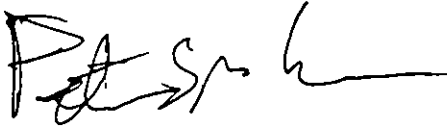



Kurt Allerslev

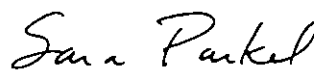


Dylan Graham

Peter Spagnuolo



Sara Parkel



Cassandra Lawlis

