

Form <b>CHAR500</b>	<b>Annual Filing for Charitable Organizations</b> New York State Department of Law (Office of the Attorney General) Charities Bureau - Registration Section 120 Broadway New York, NY 10271 <a href="http://www.charitiesnys.com">http://www.charitiesnys.com</a>	<b>2012</b>
This form used for Article 7-A, EPTL and dual filers (replaces forms CHAR 497, CHAR 010 and CHAR 006)		<b>Open to Public Inspection</b>

<b>1. General Information</b>			
a. For the fiscal year beginning (mm/dd/yyyy) <b>01/01/2012</b> and ending (mm/dd/yyyy) <b>12/31/2012</b>			
b. Check if applicable for NYS: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial filing <input type="checkbox"/> Final filing <input type="checkbox"/> Amended filing <input type="checkbox"/> NY registration pending	c. Name of organization  <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>		d. Fed. employer ID no. (EIN) <b>13-3300271</b>
	e. NY State registration no. <b>03-91-38</b>		f. Telephone number <b>212 279-5493</b>
	Number and street (or P.O. box if mail not delivered to street address) <b>112 WEST 34TH STREET</b>	Room/suite <b>1133</b>	g. Email <b>DCOLEMAN@KIDSDONATI</b>
	City or town, state or country and ZIP + 4 <b>NEW YORK, NY 10120</b>		

<b>2. Certification - Two Signatures Required</b>			
We certify under penalties of perjury that we reviewed this report, including all attachments, and to the best of our knowledge and belief, they are true, correct and complete in accordance with the laws of the State of New York applicable to this report.			
a. President or Authorized Officer	Signature	Printed Name <b>DENISE WILLIAMS</b>	Title <b>PRESIDENT</b> Date
b. Chief Financial Officer or Treas.	Signature	Printed Name <b>KEVIN BURKE</b>	Title <b>CHAIRMAN</b> Date

<b>3. Annual Report Exemption Information</b>	
a. <b>Article 7-A</b> annual report exemption (Article 7-A registrants and dual registrants) Check <input type="checkbox"/> if total contributions from NY State (including residents, foundations, corporations, government agencies, etc.) did not exceed \$25,000 <b>and</b> the organization did not engage a professional fund raiser (PFR) or fund raising counsel (FRC) to solicit contributions during this fiscal year.  <b>NOTE:</b> An organization may claim this exemption if no PFR or FRC was used <b>and</b> either: 1) it received an allocation from a federated fund, United Way or incorporated community appeal <b>and</b> contributions from other sources did not exceed \$25,000 <b>or</b> 2) it received all or substantially all of its contributions from one government agency to which it submitted an annual report similar to that required by Article 7-A.	
b. <b>EPTL</b> annual report exemption (EPTL registrants and dual registrants) Check <input type="checkbox"/> if gross receipts did not exceed \$25,000 <b>and</b> assets (market value) did not exceed \$25,000 at any time during this fiscal year.	
For EPTL or Article 7-A registrants claiming the annual report exemption under the one law under which they are registered and for dual registrants claiming the annual report exemptions under both laws, simply complete part 1 (General Information), part 2 (Certification) and part 3 (Annual Report Exemption Information) above. <i>Do not submit a fee, do not complete the following schedules and do not submit any attachments to this form.</i>	

<b>4. Article 7-A Schedules</b>	
If you did <b>not</b> check the Article 7-A annual report exemption above, complete the following for this fiscal year:	
a. Did the organization use a professional fund raiser, fund raising counsel or commercial co-venturer for fund raising activity in NY State? ... <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", complete Schedule 4a.	
b. Did the organization receive government contributions (grants)? ..... <input type="checkbox"/> Yes* <input checked="" type="checkbox"/> No * If "Yes", complete Schedule 4b.	

<b>5. Fee Submitted:</b> See last page for <b>summary of fee requirements.</b>	
Indicate the filing fee(s) you are submitting along with this form:	
a. Article 7-A filing fee ..... \$ <u>25.</u>	<b>Submit only one check or money order for the total fee, payable to "NYS Department of Law"</b>
b. EPTL filing fee ..... \$ <u>250.</u>	
c. <b>Total fee</b> ..... \$ <u>275.</u>	

<b>6. Attachments</b> - For organizations that are not claiming annual report exemptions under both laws, see last page for required attachments <b>▶▶▶</b>
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# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

*Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.*

**Electronic filing (e-file)** - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number (EIN) or <b>13-3300271</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>112 WEST 34TH STREET, NO. 1133</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10120</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**DAVID COLEMAN, TREASURER**

- The books are in the care of ▶ **112 WEST 34TH STREET - NEW YORK, NY 10120**  
 Telephone No. ▶ **212-279-5493** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2012** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number (EIN) or <b>13-3300271</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>112 WEST 34TH STREET, NO. 1133</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10120</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**DAVID COLEMAN, TREASURER**

• The books are in the care of **112 WEST 34TH STREET - NEW YORK, NY 10120**

Telephone No. **212-279-5493**

FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension  
**ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete, and that I am authorized to prepare this form.

Signature **David Coleman** Title **CPA**

Date **8.7.13**



**Return of Organization Exempt From Income Tax**

**2012**

Department of the Treasury  
Internal Revenue Service

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**

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

**A For the 2012 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b>		<b>D Employer identification number</b>	
	KIDS IN DISTRESSED SITUATIONS, INC.		13-3300271	
	Doing Business As			
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	
112 WEST 34TH STREET		1133		
City, town, or post office, state, and ZIP code		<b>E Telephone number</b>		
NEW YORK, NY 10120		(212) 279-5493		
<b>F Name and address of principal officer:</b> KEVIN M. BURKE		<b>G Gross receipts \$</b> 106,400,279.		
SAME AS C ABOVE		<b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
		<b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No		
		If "No," attach a list. (see instructions)		
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>H(c) Group exemption number</b> ▶		
<b>J Website:</b> WWW.KIDSDONATIONS.ORG				
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> 1985 <b>M State of legal domicile:</b> NY		

**Part I Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities: <u>SEE SCHEDULE O</u>	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3	Number of voting members of the governing body (Part VI, line 1a) ..... 38
	4	Number of independent voting members of the governing body (Part VI, line 1b) ..... 36
	5	Total number of individuals employed in calendar year 2012 (Part V, line 2a) ..... 9
	6	Total number of volunteers (estimate if necessary) ..... 36
	7a	Total unrelated business revenue from Part VIII, column (C), line 12 ..... 0.
	7b	Net unrelated business taxable income from Form 990-T, line 34 ..... 0.
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h) ..... 82,260,088. 106,180,477.	
	<b>9</b> Program service revenue (Part VIII, line 2g) ..... 0. 0.	
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) ..... 4,368. 2,820.	
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) ..... -57,370. -213,450.	
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) ..... 82,207,086. 105,969,847.	
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) ..... 79,818,117. 104,139,402.	
<b>Expenses</b>	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) ..... 0. 0.	
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) ..... 1,048,927. 948,042.	
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) ..... 0. 0.	
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 458,799.	
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) ..... 1,145,302. 1,350,527.	
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) ..... 82,012,346. 106,437,971.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12 ..... 194,740. -468,124.		
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16) ..... Beginning of Current Year 2,328,561. End of Year 1,855,554.	
	<b>21</b> Total liabilities (Part X, line 26) ..... 230,786. 225,903.	
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 ..... 2,097,775. 1,629,651.	

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	▶ Signature of officer		Date	
	KEVIN M. BURKE, CHAIRMAN			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name		Preparer's signature	
	GARRETT M. HIGGINS		GARRETT M. HIGGINS	
	Date		Check <input type="checkbox"/> if self-employed PTIN	
Firm's name ▶ O'CONNOR DAVIES, LLP		11/15/13 P00543209		
Firm's address ▶ 665 FIFTH AVENUE		Firm's EIN ▶ 27-1728945		
NEW YORK, NY 10022		Phone no. (212) 286-2600		

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

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

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**Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).**

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

<b>Type or print</b>	Name of exempt organization or other filer, see instructions. <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number (EIN) or <b>13-3300271</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>112 WEST 34TH STREET, NO. 1133</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>NEW YORK, NY 10120</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
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Form 990-T (trust other than above)	06	Form 8870	12

**DAVID COLEMAN, TREASURER**

- The books are in the care of ▶ **112 WEST 34TH STREET - NEW YORK, NY 10120**  
 Telephone No. ▶ **212-279-5493** FAX No. ▶ \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

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 ▶  calendar year **2012** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

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• If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions <b>FRIENDS OF THE CONGRESSIONAL GLAUCOMA CAUCUS FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>13-4098767</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>69-44 76TH STREET</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>MIDDLE VILLAGE, NY 11379</b>	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
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Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**LORAINÉ KARIMULLAH**

• The books are in the care of  **69-44 76TH STREET - MIDDLE VILLAGE, NY 11379**

Telephone No.  **(516) 327-2236** FAX No.

• If the organization does not have an office or place of business in the United States, check this box

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

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5 For calendar year **2012**, or other tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

6 If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c <b>Balance due.</b> Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *[Signature]* Title **CPA, AS AUTHORIZED AGENT** Date **8.7.13**

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 105,543,282. including grants of \$ 104,139,402.) (Revenue \$ ) K.I.D.S. PROVIDES PRODUCTS TO OTHER LARGE AND SMALL 501(C)(3) ORGANIZATIONS BASED ON THE NEEDS OF THE INDIVIDUALS THEY SERVE. K.I.D.S. BATTLES THE EFFECTS OF POVERTY BY SUPPORTING SOCIAL SERVICE AGENCIES AND HOMELESS SHELTERS ACROSS THE COUNTRY. IN PARTNERSHIP WITH INDUSTRY, INDIVIDUALS, AND AGENCIES, K.I.D.S. DONATES NEW CHILDRENS CLOTHES, BOOKS, AND OTHER ESSENTIALS TO HELP CHILDREN DISPLACED BY HOMELESSNESS. K.I.D.S. ALSO PROVIDES BOOKS TO CHILDREN OF INCARCERATED PARENTS TO INITIATE READING DURING VISITATIONS, ENCOURAGING LITERACY AND BONDING. K.I.D.S. SUPPORTS THE CENTER AGAINST DOMESTIC VIOLENCE WHICH PROVIDES A SAFE PLACE FOR SURVIVORS AND THEIR CHILDREN WHILE OFFERING SERVICES TO ASSIST THEM AS THEY WORK THROUGH THE TRAUMA OF DOMESTIC VIOLENCE.

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ ) K.I.D.S. CONDUCTS NUMEROUS PROGRAMS TO EDUCATE THE PUBLIC THROUGH THE USE OF ADVERTISING, PUBLIC RELATIONS, AND NEWSLETTERS. K.I.D.S. EDUCATES THE PUBLIC ON THE EFFECT ON CHILDREN OF HOMELESS OR INCARCERATED PARENTS, THE AFFECTS OF DOMESTIC ABUSE AND POVERTY, AND THE IMPORTANCE OF FOSTERING LITERACY AMONG CHILDREN OF LOW-INCOME FAMILIES.

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 105,543,282.



**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>	X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....		X
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Input box for Schedule O response

Main table with columns for question number, description, and Yes/No responses. Includes rows for Form 1096, Form W-2G, Form W-3, and various tax compliance questions.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (38), 1b (36), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed SEE SCHEDULE O
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: DAVID COLEMAN, TREASURER - 212-279-5493

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

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

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

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JANICE WEINMAN PRESIDENT	40.00	X		X				133,956.	0.	7,321.
(2) KEVIN BURKE CHAIRMAN	0.10	X		X				0.	0.	0.
(3) DEBBIE RIES VICE CHAIR	0.10	X		X				0.	0.	0.
(4) DAVID COLEMAN INTERIM PRESIDENT	40.00	X		X				108,000.	0.	0.
(5) KAREN BROMLEY MEMBER	0.10	X						0.	0.	0.
(6) HOWARD KAHN MEMBER	0.10	X						0.	0.	0.
(7) RENEE PEPYS LOWE MEMBER	0.10	X						0.	0.	0.
(8) MEG OSTROM MEMBER	0.10	X						0.	0.	0.
(9) CAROLE POSTAL MEMBER	0.10	X						0.	0.	0.
(10) RICHARD F. SCHAUB MEMBER	0.10	X						0.	0.	0.
(11) GARY SIMMONS MEMBER	0.10	X						0.	0.	0.
(12) RICHARD A. SUTTON MEMBER	0.10	X						0.	0.	0.
(13) MARK ADJMI MEMBER	0.10	X						0.	0.	0.
(14) NANCY ARONSON MEMBER	0.10	X						0.	0.	0.
(15) VICTOR AZRAK MEMBER	0.10	X						0.	0.	0.
(16) KENNETH BARONOFF MEMBER	0.10	X						0.	0.	0.
(17) LAURA BREVETTI, ESQ. MEMBER	0.10	X						0.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CHRIS DEMOULIN MEMBER	0.10	X					0.	0.	0.	
(19) DEB DERBY MEMBER	0.10	X					0.	0.	0.	
(20) ABBEY DONEGER MEMBER	0.10	X					0.	0.	0.	
(21) MILOU GWYN MEMBER	0.10	X					0.	0.	0.	
(22) JACK HADDAD MEMBER	0.10	X					0.	0.	0.	
(23) LAUREL HURD MEMBER	0.10	X					0.	0.	0.	
(24) DEBRA JOESTER MEMBER	0.10	X					0.	0.	0.	
(25) SHARON JOHN MEMBER	0.10	X					0.	0.	0.	
(26) ANDY KEIMACH MEMBER	0.10	X					0.	0.	0.	
<b>1b Sub-total</b>							241,956.	0.	7,321.	
<b>c Total from continuation sheets to Part VII, Section A</b>							268,936.	0.	24,236.	
<b>d Total (add lines 1b and 1c)</b>							510,892.	0.	31,557.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **4**

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

**Section B. Independent Contractors**

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

(A) Name and business address	(B) Description of services	(C) Compensation
LAURA BELVEDERE 24 FETLOCK DRIVE, EAST HAMPTON, NY 11937 42ND STREET LESSEE, LLC	CONSULTING, RETAIL CAUSE MARKETING	164,758.
110 EAST 42ND STREET, NEW YORK, NY 10017	CATERING	121,420.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **2**

SEE PART VII, SECTION A CONTINUATION SHEETS

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) THOMAS KOLTUN MEMBER	0.10	X						0.	0.	0.
(28) JOHN W. LEE II MEMBER	0.10	X						0.	0.	0.
(29) BRIAN LYNCH MEMBER	0.10	X						0.	0.	0.
(30) MARK LEVENFUS, CPA MEMBER	0.10	X						0.	0.	0.
(31) CHARLES D. MAMIYE MEMBER	0.10	X						0.	0.	0.
(32) RICHARD L. MARKEE MEMBER	0.10	X						0.	0.	0.
(33) SUSAN S. MCLAIN MEMBER	0.10	X						0.	0.	0.
(34) CHRISTINA MILLER MEMBER	0.10	X						0.	0.	0.
(35) CONNIE RISHWAIN MEMBER	0.10	X						0.	0.	0.
(36) PETER ROSENTHAL MEMBER	0.10	X						0.	0.	0.
(37) JOE SHAMIE MEMBER	0.10	X						0.	0.	0.
(38) ROBERT WALLER MEMBER	0.10	X						0.	0.	0.
(39) DEVEREUX CHATILLON MEMBER THRU APRIL 2011	0.10	X						0.	0.	0.
(40) KEN GOORE MEMBER THRU AUGUST 2011	0.10	X						0.	0.	0.
(41) JONATHAN KORNGOLD MEMBER THRU APRIL 2011	0.10	X						0.	0.	0.
(42) LISA GOLDMAN VICE PRESIDENT	40.00			X				48,463.	0.	2,178.
(43) CHRISTOPHER BLAKE VICE PRESIDENT	40.00				X			116,385.	0.	11,279.
(44) DONNA CHARLES CHIEF OPERATING OFFICER	40.00				X			104,088.	0.	10,779.
Total to Part VII, Section A, line 1c								268,936.		24,236.

**Part VIII Statement of Revenue**

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

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	<b>1 a</b>	Federated campaigns	<b>1a</b> 29,179.				
	<b>b</b>	Membership dues	<b>1b</b>				
	<b>c</b>	Fundraising events	<b>1c</b> 820,786.				
	<b>d</b>	Related organizations	<b>1d</b>				
	<b>e</b>	Government grants (contributions)	<b>1e</b>				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 105,330,512.				
	<b>g</b>	Noncash contributions included in lines 1a-1f: \$	104,139,402.				
	<b>h</b>	<b>Total.</b> Add lines 1a-1f	▶ 106,180,477.				
	Program Service Revenue	<b>2 a</b>	Business Code				
<b>b</b>							
<b>c</b>							
<b>d</b>							
<b>e</b>							
<b>f</b>		All other program service revenue					
<b>g</b>		<b>Total.</b> Add lines 2a-2f	▶				
Other Revenue	<b>3</b>	Investment income (including dividends, interest, and other similar amounts)	▶ 2,820.			2,820.	
	<b>4</b>	Income from investment of tax-exempt bond proceeds	▶				
	<b>5</b>	Royalties	▶				
	<b>6 a</b>	Gross rents	(i) Real (ii) Personal				
		Less: rental expenses					
		Rental income or (loss)					
		Net rental income or (loss)	▶				
	<b>7 a</b>	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
		Less: cost or other basis and sales expenses					
		Gain or (loss)					
		Net gain or (loss)	▶				
	<b>8 a</b>	Gross income from fundraising events (not including \$ 820,786. of contributions reported on line 1c). See Part IV, line 18	<b>a</b> 216,832.				
		Less: direct expenses	<b>b</b> 430,432.				
		Net income or (loss) from fundraising events	▶ -213,600.				-213,600.
	<b>9 a</b>	Gross income from gaming activities. See Part IV, line 19	<b>a</b>				
Less: direct expenses		<b>b</b>					
Net income or (loss) from gaming activities		▶					
<b>10 a</b>	Gross sales of inventory, less returns and allowances	<b>a</b>					
	Less: cost of goods sold	<b>b</b>					
	Net income or (loss) from sales of inventory	▶					
Miscellaneous Revenue		Business Code					
<b>11 a</b>	MISCELLANEOUS REV	900099	150.			150.	
<b>b</b>							
<b>c</b>							
<b>d</b>	All other revenue						
<b>e</b>	<b>Total.</b> Add lines 11a-11d	▶ 150.					
<b>12</b>	<b>Total revenue.</b> See instructions.	▶ 105,969,847.		0.	0.	-210,630.	



**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	104,139,402.	104,139,402.		
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22				
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	299,918.	183,470.	46,778.	69,670.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	536,619.	177,967.	128,382.	230,270.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
<b>9</b> Other employee benefits	49,934.	30,547.	7,788.	11,599.
<b>10</b> Payroll taxes	61,571.	37,665.	9,603.	14,303.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management	59,265.	13,631.	45,634.	
<b>b</b> Legal				
<b>c</b> Accounting	23,500.		23,500.	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees				
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	807,554.	700,379.	107,175.	
<b>12</b> Advertising and promotion	110,771.	73,081.		37,690.
<b>13</b> Office expenses	67,082.	30,310.	19,077.	17,695.
<b>14</b> Information technology	13,179.	7,281.	1,905.	3,993.
<b>15</b> Royalties				
<b>16</b> Occupancy	185,856.	79,918.	39,030.	66,908.
<b>17</b> Travel	20,223.	16,178.		4,045.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	5,312.	3,718.	1,594.	
<b>20</b> Interest				
<b>21</b> Payments to affiliates				
<b>22</b> Depreciation, depletion, and amortization	5,967.	4,177.	597.	1,193.
<b>23</b> Insurance	4,521.		4,521.	
<b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> DISASTER RELIEF	44,822.	44,822.		
<b>b</b> MISCELLANEOUS	1,475.	636.	306.	533.
<b>c</b> BAD DEBT EXPENSE	1,000.	100.		900.
<b>d</b>				
<b>e</b> All other expenses				
<b>25</b> Total functional expenses. Add lines 1 through 24e	106,437,971.	105,543,282.	435,890.	458,799.
<b>26</b> Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	656,496.	1	751,639.	
	<b>2</b> Savings and temporary cash investments .....	1,384,243.	2	928,641.	
	<b>3</b> Pledges and grants receivable, net .....	25,053.	3	2,000.	
	<b>4</b> Accounts receivable, net .....	239,469.	4	158,196.	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5		
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6		
	<b>7</b> Notes and loans receivable, net .....		7		
	<b>8</b> Inventories for sale or use .....		8		
	<b>9</b> Prepaid expenses and deferred charges .....	9,055.	9	6,800.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 50,679.			
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 42,401.	14,245.	<b>10c</b> 8,278.	
	<b>11</b> Investments - publicly traded securities .....		11		
	<b>12</b> Investments - other securities. See Part IV, line 11 .....		12		
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		13		
	<b>14</b> Intangible assets .....		14		
	<b>15</b> Other assets. See Part IV, line 11 .....		15		
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....		2,328,561.	16	1,855,554.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	230,786.	17	225,903.	
	<b>18</b> Grants payable .....		18		
	<b>19</b> Deferred revenue .....		19		
	<b>20</b> Tax-exempt bond liabilities .....		20		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		21		
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		23		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		24		
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		25		
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....		230,786.	26	225,903.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	2,097,775.	27	1,629,651.	
	<b>28</b> Temporarily restricted net assets .....		28		
	<b>29</b> Permanently restricted net assets .....		29		
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		30		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		31		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		32		
<b>33</b> Total net assets or fund balances .....		2,097,775.	33	1,629,651.	
<b>34</b> Total liabilities and net assets/fund balances .....		2,328,561.	34	1,855,554.	

**Part XI Reconciliation of Net Assets**

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	105,969,847.
2	Total expenses (must equal Part IX, column (A), line 25)	2	106,437,971.
3	Revenue less expenses. Subtract line 2 from line 1	3	-468,124.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	2,097,775.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,629,651.

**Part XII Financial Statements and Reporting**

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2012)

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

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

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization **KIDS IN DISTRESSED SITUATIONS, INC.** Employer identification number **13-3300271**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

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

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	61,981,552.	90,168,931.	104,560,396.	82,260,088.	106,180,477.	445,151,444.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	61,981,552.	90,168,931.	104,560,396.	82,260,088.	106,180,477.	445,151,444.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						232,961,278.
<b>6 Public support.</b> Subtract line 5 from line 4.						212,190,166.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....	61,981,552.	90,168,931.	104,560,396.	82,260,088.	106,180,477.	445,151,444.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	46,043.	12,704.	5,857.	4,368.	2,820.	71,792.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....				2,940.	150.	3,090.
<b>11 Total support.</b> Add lines 7 through 10						445,226,326.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	3,422,659.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	47.66 %
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	58.05 %
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

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

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

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

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

**SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:**

**MISCELLANEOUS REVENUE**

2011 AMOUNT: \$ 2,940.

2012 AMOUNT: \$ 150.

**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.

OMB No. 1545-0047

**2012**

Name of the organization

Employer identification number

KIDS IN DISTRESSED SITUATIONS, INC.

13-3300271

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)



Name of organization <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number <b>13-3300271</b>
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**Part I Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	WALT DISNEY HOME ENTERTAINMENT 5215 LAMAR AVE. MEMPHIS, TN 38118	\$ 30,892,175.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	TOY INDUSTRY ASSOCIATION - TOY BANK 1115 BROADWAY, SUITE 400 NEW YORK, NY 10010	\$ 14,718,820.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	TODAY SHOW CHARITABLE FDN 30 ROCKEFELLAR PLAZA NEW YORK, NY 10112	\$ 11,764,279.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	SOLES 4 SOULS 319 MARTINGALE OLD HICKORY, TN 37138	\$ 5,732,600.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	HALF DOT BROOKLYN 47 DEAN ST #4A BROOKLYN, NY 11201	\$ 5,096,564.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	FIONA'S CHILDRESWEAR 1050 N. HANCOCK STREET, STORE 60 PHILADELPHIA, PA 19123	\$ 4,822,560.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number <b>13-3300271</b>
--	---

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	<u>FISHER-PRICE</u>  <u>636 GIRARD AVE</u>  <u>EAST AURORA, NY 14052</u>	\$ <u>4,151,201.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	<u>CARTERS, INC.</u>  <u>1170 PACTREE STREET - SUITE 900</u>  <u>ATLANTA, GA 30309</u>	\$ <u>3,738,548.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	<u>HADDAD BRANDS</u>  <u>100 WEST 33RD STREET - SUITE 1115</u>  <u>NEW YORK, NY 10001</u>	\$ <u>3,111,204.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	<u>NATIONAL DIAPER BANK NETWORK</u>  <u>PO BOX 9213</u>  <u>NEW HAVEN, CT 06533</u>	\$ <u>2,954,429.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
KIDS IN DISTRESSED SITUATIONS, INC.	13-3300271

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DVDS	\$ 30,892,175.	12/31/12
2	TOYS, INFANT AND TODDLER DVD'S	\$ 14,718,820.	01/03/12
3	BOOKS, ACCESSORIES. TOYS, SHOES	\$ 11,764,279.	12/30/12
4	SHOES	\$ 5,732,600.	12/31/12
5	APPAREL	\$ 5,096,564.	07/06/12
6	APPAREL	\$ 4,822,560.	11/13/12

Name of organization <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number <b>13-3300271</b>
--	---

**Part II Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
7	BABY ITEMS _____ _____ _____	\$ 4,151,201.	12/01/12
8	APPAREL _____ _____ _____	\$ 3,738,548.	12/31/12
9	APPAREL AND ACCESSORIES _____ _____ _____	\$ 3,111,204.	12/21/12
10	DIAPERS _____ _____ _____	\$ 2,954,429.	12/31/12
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization <b>KIDS IN DISTRESSED SITUATIONS, INC.</b>	Employer identification number <b>13-3300271</b>
--	---

**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ \_\_\_\_\_  
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**KIDS IN DISTRESSED SITUATIONS, INC.**

Employer identification number

**13-3300271**

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....		
2 Aggregate contributions to (during year) .....		
3 Aggregate grants from (during year) .....		
4 Aggregate value at end of year .....		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

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

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

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

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

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

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

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

Yes       No

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

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

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

Yes       No

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

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

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

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

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

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

a Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  \_\_\_\_\_ %
  - b Permanent endowment  \_\_\_\_\_ %
  - c Temporarily restricted endowment  \_\_\_\_\_ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes    | No |
|---|--------|----|
| (i) unrelated organizations   | 3a(i)  |    |
| (ii) related organizations  | 3a(ii) |    |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | 3b     |    |

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		50,679.	42,401.	8,278.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				8,278.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other .....		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	105,969,847.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	105,969,847.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	105,969,847.

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

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	106,437,971.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	0.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	106,437,971.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	106,437,971.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X, LINE 2: THE ORGANIZATION RECOGNIZES THE EFFECT OF INCOME TAX**

**POSITIONS ONLY IF THOSE POSITIONS ARE MORE LIKELY THAN NOT OF BEING SUSTAINED. MANAGEMENT HAS DETERMINED THAT THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS THAT WOULD REQUIRE FINANCIAL STATEMENT RECOGNITION OR DISCLOSURE. THE ORGANIZATION IS NO LONGER SUBJECT TO EXAMINATIONS BY THE APPLICABLE TAXING JURISDICTIONS FOR TAX YEARS PRIOR TO DECEMBER 31, 2009.**

**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization: **KIDS IN DISTRESSED SITUATIONS, INC.**  
Employer identification number: **13-3300271**

**Part I General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  **Yes**  **No**

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
NORTH AMERICA - CANADA AND MEXICO, BUT	0	0	GRANTS TO RECIPIENTS LOCATED IN REGION	THE ORGANIZATION DONATES NEW CHILDREN'S CLOTHES, BOOKS AND OTHER ESSENTIALS TO RECIPIENT	187,802.
<b>3 a</b> Sub-total .....	0	0			187,802.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	0			187,802.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule F (Form 990) 2012  
SEE PART V FOR COLUMN (E) DESCRIPTIONS

**Part II** Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
		NORTH AMERICA - CANADA AND MEXICO, BUT	POVERTY ASSISTANCE	0.	N/A	79,718.	CHILDREN'S CLOTHING	DONOR FMV
		NORTH AMERICA - CANADA AND MEXICO, BUT	POVERTY ASSISTANCE	0.	N/A	90,690.	CHILDREN'S CLOTHING	DONOR FMV
		NORTH AMERICA - CANADA AND MEXICO, BUT	POVERTY ASSISTANCE	0.	N/A	17,394.	CHILDREN'S CLOTHING	DONOR FMV

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ..... ▶ \_\_\_\_\_

3 Enter total number of other organizations or entities ..... ▶ \_\_\_\_\_



**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* .....  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* .....  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* .....  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* .....  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* .....  Yes  No

Schedule F (Form 990) 2012

**Part V Supplemental Information**

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART I, LINE 2: RECIPIENT ORGANIZATION MUST PROVIDE DOCUMENTATION OF ITS EXEMPT STATUS BEFORE THEY ARE CONSIDERED FOR ASSISTANCE. FURTHER, THESE ORGANIZATIONS MUST NOTIFY KIDS IN DISTRESSED SITUATIONS, INC. OF ANY CHANGES TO ITS EXEMPT STATUS PRIOR TO RECEIVING ADDITIONAL FUNDING.

PART I, LINE 3, COLUMN (E):  
REGION: NORTH AMERICA - CANADA AND MEXICO, BUT  
(E) SPECIFIC TYPES OF SERVICES IN REGION: THE ORGANIZATION DONATES NEW CHILDREN'S CLOTHES, BOOKS AND OTHER ESSENTIALS TO RECIPIENT ORGANIZATION FOR POVERTY ASSISTANCE.



**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		ANNIVERSARY GALA	WOMEN'S LUNC	1	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts	1,037,618.		1,037,618.
	2	Less: Contributions	820,786.		820,786.
	3	Gross income (line 1 minus line 2)	216,832.		216,832.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	141,450.		141,450.
	8	Entertainment	2,047.		2,047.
	9	Other direct expenses	286,935.		286,935.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			( 430,432 )
	11	Net income summary. Combine line 3, column (d), and line 10			-213,600.

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

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

9 Enter the state(s) in which the organization operates gaming activities: NY  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_





**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization

**KIDS IN DISTRESSED SITUATIONS, INC.**

**Employer identification number**

**13-3300271**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
VARIOUS		501(C)(3)	0.	104,139,402.	DONOR FMV	APPAREL	POVERTY ASSISTANCE

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **542.**

**3** Enter total number of other organizations listed in the line 1 table **0.**

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

Schedule I (Form 990) (2012)

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

**SCHEDULE I, PART I, LINE 2: PROCEDURES FOR MONITORING THE USE OF GRANT**

**FUNDS:**

**RECIPIENT ORGANIZATION MUST PROVIDE DOCUMENTATION OF ITS EXEMPT STATUS BEFORE THEY ARE CONSIDERED FOR ASSISTANCE. FURTHER, THESE ORGANIZATIONS MUST NOTIFY KIDS IN DISTRESSED SITUATIONS, INC. OF ANY CHANGES TO ITS EXEMPT STATUS PRIOR TO RECEIVING ADDITIONAL FUNDING.**

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization

**KIDS IN DISTRESSED SITUATIONS, INC.**

Employer identification number

**13-3300271**

**Part I Questions Regarding Compensation**

	Yes	No
<b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....	<b>1b</b>	
<b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? .....	<b>2</b>	
<b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
<b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: <b>a</b> Receive a severance payment or change-of-control payment? .....	<b>4a</b>	<b>X</b>
<b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....	<b>4b</b>	<b>X</b>
<b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....	<b>4c</b>	<b>X</b>
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
<b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b>		
<b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: <b>a</b> The organization? .....	<b>5a</b>	<b>X</b>
<b>b</b> Any related organization? .....	<b>5b</b>	<b>X</b>
If "Yes" to line 5a or 5b, describe in Part III.		
<b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: <b>a</b> The organization? .....	<b>6a</b>	<b>X</b>
<b>b</b> Any related organization? .....	<b>6b</b>	<b>X</b>
If "Yes" to line 6a or 6b, describe in Part III.		
<b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III .....	<b>7</b>	<b>X</b>
<b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....	<b>8</b>	<b>X</b>
<b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....	<b>9</b>	

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

Schedule J (Form 990) 2012



**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 5: COMPENSATION CONTINGENT UPON REVENUES OF ORGANIZATION:

BONUS COMPENSATION IS BASED ON THE REVENUES OF THE ORGANIZATION FOR THE

EMPLOYEE LISTED ON FORM 990, SCHEDULE J, PART II. BONUS IS PAID BASED ON

THE REVIEW OF PRIOR YEAR RESULTS IN COMPARISON TO BUDGETED AND TARGETED

AMOUNTS.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

Name of the organization **KIDS IN DISTRESSED SITUATIONS, INC.** Employer identification number **13-3300271**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....	X		104,139,402.	DONOR VALUATION
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....				
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29** 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

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

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

KIDS IN DISTRESSED SITUATIONS, INC.

Employer identification number

13-3300271

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

KIDS IN DISTRESSED SITUATIONS (K.I.D.S.) MISSION IS TO PROVIDE NEW CLOTHING, TOYS, SHOES, BABY PRODUCTS, BOOKS AND MORE TO CHILDREN AND FAMILIES CHALLENGED BY POVERTY, HOMELESSNESS, DOMESTIC ABUSE, LOW LITERACY, MILITARY FAMILY SERVICE, MAJOR ILLNESS, INCARCERATED FAMILY MEMBERS, AND DISASTER SURVIVAL. OVER THE PAST 26 YEARS, K.I.D.S. HAS PROVIDED MORE THAN 70 MILLION UNDERPRIVILEGED AND DISASTER-STRUCK CHILDREN WITH OVER ONE BILLION DOLLARS OF MERCHANDISE, GIVING THESE CHILDREN, AND OFTEN THEIR ENTIRE FAMILIES, HOPE AND SELF-ESTEEM THROUGH A GIFT OF SOMETHING BRAND NEW.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

KIDS IN DISTRESSED SITUATIONS, INC. (K.I.D.S.) IS A PUBLIC CHARITY ORGANIZED TO RECEIVE, ADMINISTER AND EXPEND FUNDS FOR CHARITABLE AND EDUCATIONAL PURPOSES TO PROVIDE RELIEF TO POOR, DISTRESSED AND UNDERPRIVILEGED CHILDREN AND THEIR FAMILIES. K.I.D.S. IS A GLOBAL CHARITY OF LEADING RETAILERS, MANUFACTURERS AND LICENSORS OF CHILDREN'S AND YOUTH PRODUCTS, IN PARTNERSHIP WITH MAJOR FOUNDATIONS, COMMITTED TO HELPING IMPROVE THE LIVES OF CHILDREN AND THEIR FAMILIES WHO ARE ILL, LIVING IN POVERTY, OR VICTIMS OF NATURAL DISASTERS.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT OF THE FORM 990 WITH ALL ATTACHMENTS IS PROVIDED ELECTRONICALLY TO ALL BOARD OF DIRECTORS FOR REVIEW AT LEAST ONE WEEK PRIOR TO ITS FILING.



Name of the organization KIDS IN DISTRESSED SITUATIONS, INC.	Employer identification number 13-3300271
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FORM 990, PART VI, SECTION B, LINE 12C: EACH YEAR K.I.D.S. REQUIRES THAT ALL BOARD MEMBERS COMPLETE A CONFLICT OF INTEREST FORM WHICH THEY MUST SIGN. BOARD MEMBERS MUST READ THE CONFLICT OF INTEREST POLICY ANNUALLY AND DISCLOSE ANY CONFLICTS IN WRITING TO THE ORGANIZATION.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION FOR THE PRESIDENT AND CHIEF OPERATING OFFICER IS EVALUATED BY THE COMPENSATION COMMITTEE AND CHAIRMAN OF THE BOARD. COMPENSATION IS REVIEWED AND APPROVED BY THE EXECUTIVE COMMITTEE.

THE PRESIDENT ASSISTS THE EXECUTIVE COMMITTEE WITH ESTABLISHING PERFORMANCE TARGETS AND OBJECTIVES, RECOMMENDING SALARY LEVELS FOR STAFF, AND PERIODICALLY PROVIDING BENCHMARK COMPENSATION DATA FROM OTHER NON-PROFIT ORGANIZATIONS.

THE EXECUTIVE COMMITTEE MAKES ALL FINAL DECISIONS REGARDING COMPENSATION. RECORDS OF EXECUTIVE COMMITTEE'S COMPENSATION DECISIONS ARE MAINTAINED.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:  
NY, DC, AR, CA, CT, FL, IL, MI, MO, MT, NJ, TX, UT, VA, MA, PA

FORM 990, PART VI, SECTION C, LINE 19: K.I.D.S. MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AUDITED FINANCIAL STATEMENTS AND FORM 990 AVAILABLE TO THE PUBLIC UPON REQUEST. THE ORGANIZATION'S FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.ORG.

FORM 990, PART XII, LINE 2C:

COMMITTEE OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS:

K.I.D.S. HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF

Name of the organization

KIDS IN DISTRESSED SITUATIONS, INC.

Employer identification number

13-3300271

THE AUDIT OF ITS FINANCIAL STATEMENTS AND SELECTION OF AN INDEPENDENT ACCOUNTANT. THIS PROCESS DID NOT CHANGE FROM THE PRIOR YEAR.

Multiple horizontal lines for additional text entry.

**Kids in Distressed Situations, Inc.**

Financial Statements

December 31, 2012 and 2011

**Independent Auditors' Report****The Board of Directors  
Kids in Distressed Situations, Inc.**

We have audited the accompanying financial statements of Kids in Distressed Situations, Inc. (the "Organization"), which comprise the statements of financial position as of December 31, 2012 and 2011, and the related statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

***Management's Responsibility for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

***Auditors' Responsibility***

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Kids in Distressed Situations, Inc. as of December 31, 2012 and 2011, and the changes in its net assets, functional expenses and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.



September 19, 2013

O'CONNOR DAVIES, LLP

665 Fifth Avenue, New York, NY 10022 | Tel: 212.286.2600 | Fax: 212.286.4080 | [www.odpkf.com](http://www.odpkf.com)

**Kids in Distressed Situations, Inc.**

Statements of Financial Position

	December 31,	
	<u>2012</u>	<u>2011</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 1,680,280	\$ 2,040,739
Accounts receivable, net	160,196	264,522
Prepaid expenses and other assets	6,800	9,055
Property and equipment, net	<u>8,278</u>	<u>14,245</u>
	<u>\$ 1,855,554</u>	<u>\$ 2,328,561</u>
<b>LIABILITIES AND NET ASSETS</b>		
Liabilities		
Accounts payable and accrued expenses	\$ 225,903	\$ 230,786
Net Assets		
Unrestricted	<u>1,629,651</u>	<u>2,097,775</u>
	<u>\$ 1,855,554</u>	<u>\$ 2,328,561</u>

See notes to financial statements

**Kids in Distressed Situations, Inc.**

Statements of Activities

	Year ended December 31, 2012	Year ended December 31, 2011		
	Total	Unrestricted	Temporarily Restricted	Total
<b>SUPPORT AND REVENUE</b>				
Contributions, in-kind	\$104,139,402	\$ 79,818,117	\$ -	\$ 79,818,117
Contributions, foundations	529,231	702,878	-	702,878
Contributions, corporations	64,612	37,671	-	37,671
Contributions, individuals	449,977	220,125	-	220,125
Contributions, federated campaigns	29,179	48,280	-	48,280
Special events, net of direct costs of \$430,432 and \$391,768	607,186	1,049,352	-	1,049,352
Program services	-	155,137	-	155,137
Interest income	2,820	4,368	-	4,368
Other	147,440	171,158	-	171,158
Net assets released from restrictions	-	10,000	(10,000)	-
Total Support and Revenue	<u>105,969,847</u>	<u>82,217,086</u>	<u>(10,000)</u>	<u>82,207,086</u>
<b>EXPENSES</b>				
Programs	105,543,282	81,605,703	-	81,605,703
Management and general	435,890	194,184	-	194,184
Fundraising	458,799	212,459	-	212,459
Total Expenses	<u>106,437,971</u>	<u>82,012,346</u>	<u>-</u>	<u>82,012,346</u>
Change in Net Assets	(468,124)	204,740	(10,000)	194,740
<b>NET ASSETS</b>				
Beginning of year	<u>2,097,775</u>	<u>1,893,035</u>	<u>10,000</u>	<u>1,903,035</u>
End of year	<u>\$ 1,629,651</u>	<u>\$ 2,097,775</u>	<u>\$ -</u>	<u>\$ 2,097,775</u>

See notes to financial statements

**Kids in Distressed Situations, Inc.**

**Statements of Functional Expenses**

	Year Ended December 31, 2012				Year Ended December 31, 2011			
	Programs	Management and General	Fundraising	Total	Programs	Management and General	Fundraising	Total
Merchandise donated	\$ 104,139,402	\$ -	\$ -	\$ 104,139,402	\$ 79,818,117	\$ -	\$ -	\$ 79,818,117
Freight charges	683,048	-	-	683,048	564,755	-	-	564,755
Salaries and wages	355,626	173,678	297,733	827,037	740,177	92,522	92,522	925,221
Payroll taxes and employee benefits	74,023	18,873	28,109	121,005	98,964	12,371	12,371	123,706
Advertising and promotion	73,081	-	37,690	110,771	94,835	-	7,898	102,733
Management fees	13,631	45,634	-	59,265	38,350	16,436	-	54,786
Accounting	-	23,500	-	23,500	-	31,221	-	31,221
Consulting fees	17,331	107,175	-	124,506	28,000	3,500	3,500	35,000
Office expenses	30,310	9,745	17,695	57,750	39,821	6,044	11,259	57,124
Information technology	7,281	1,905	3,993	13,179	10,067	492	5,399	15,958
Occupancy	79,918	39,030	66,908	185,856	122,124	17,446	34,893	174,463
Travel	16,178	-	4,045	20,223	12,652	-	3,163	15,815
Meetings	3,718	1,594	-	5,312	2,799	1,200	-	3,999
Disaster relief	44,822	-	-	44,822	14,374	-	-	14,374
Bad debt	100	-	900	1,000	4,372	-	39,348	43,720
Depreciation	4,177	597	1,193	5,967	3,336	477	953	4,766
Insurance	-	4,521	-	4,521	-	6,087	-	6,087
Bank fees	-	9,332	-	9,332	-	5,856	-	5,856
Miscellaneous	636	306	533	1,475	12,960	532	1,153	14,645
<b>Total Expenses</b>	<b>\$ 105,543,282</b>	<b>\$ 435,890</b>	<b>\$ 458,799</b>	<b>\$ 106,437,971</b>	<b>\$ 81,605,703</b>	<b>\$ 194,184</b>	<b>\$ 212,459</b>	<b>\$ 82,012,346</b>

See notes to financial statements

**Kids in Distressed Situations, Inc.**

Statements of Cash Flows

	Year Ended December 31,	
	<u>2012</u>	<u>2011</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Change in net assets	\$ (468,124)	\$ 194,740
Adjustments to reconcile change in net assets to net cash from operating activities		
Depreciation	5,967	4,765
Bad debts	1,000	43,720
Change in operating assets and liabilities		
Contributions receivable	103,326	(182,575)
Prepaid expenses and other assets	2,255	758
Accounts payable and accrued expenses	<u>(4,883)</u>	<u>43,844</u>
Net Cash from Operating Activities	<u>(360,459)</u>	<u>105,252</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchases of property and equipment	<u>-</u>	<u>(11,950)</u>
Net Change in Cash and Cash Equivalents	(360,459)	93,302
<b>CASH AND CASH EQUIVALENTS</b>		
Beginning of the year	<u>2,040,739</u>	<u>1,947,437</u>
End of the year	<u>\$ 1,680,280</u>	<u>\$ 2,040,739</u>

See notes to financial statements



## **Kids in Distressed Situations, Inc.**

Notes to Financial Statements  
December 31, 2012 and 2011

### **1. Organization and Tax Status**

Kids in Distressed Situations, Inc. ("the Organization") was incorporated on December 10, 1985 under the laws of the State of New York and has been granted tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

The Organization is a public charity organized to receive, administer and expend funds for charitable and educational purposes to provide relief to poor, distressed and underprivileged children and their families. The organization maintains its office at 112 West 34th Street, New York, New York.

In April 2013, the Board of Directors approved the merger of Fashion Delivers Charitable Foundation, Inc. ("Fashion Delivers"), a New York not-for-profit corporation, into the Organization, pending all appropriate regulatory approvals. The Organization will be the surviving entity and change its name to K.I.D.S./Fashion Delivers, Inc.

### **2. Summary of Significant Accounting Policies**

#### ***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Organization's management to make certain estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### ***Cash and Cash Equivalents***

Cash and cash equivalents include all highly liquid investments with maturities of three months or less when purchased and consist principally of funds maintained in checking and time deposit accounts.

#### ***Allowance for Doubtful Accounts***

The amount of allowance for doubtful accounts is based upon management's assessment of historical and expected net collections and other business and economic conditions.

#### ***Property and Equipment***

Property and equipment are stated at cost less accumulated depreciation. Costs incurred for repairs and maintenance are charged to expense as incurred. Depreciation is computed over the estimated useful lives of the related assets using the straight line method. The Organization capitalizes amounts over \$1,000 with a useful life greater than a year.

## **Kids in Distressed Situations, Inc.**

Notes to Financial Statements  
December 31, 2012 and 2011

### **2. Summary of Significant Accounting Policies (continued)**

#### ***Net Assets Presentation***

Unrestricted net assets include funds having no restriction as to use or purpose imposed by donors. Temporarily restricted net assets are those whose use is limited by donors to a specific time period or purpose. Permanently restricted net assets are limited by donors for investment in perpetuity. The Organization did not have temporarily or permanently restricted net assets as of December 31, 2012.

#### ***Contributions***

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support depending on the existence and/or nature of any restrictions. The Organization receives donated merchandise and recognizes such materials as support and expense in the statement of activities when the Organization has been granted explicit unilateral authority to dispose of such materials by transferring them to donee organizations. This merchandise is recorded at fair value, as estimated by the donor. Donated services rendered by volunteers are not recorded as support and expense because they do not meet the criteria for recognition in the financial statements.

#### ***Allocation of Expenses***

The costs of providing programs and other activities have been summarized on a functional basis in the statement of activities. Accordingly, certain costs have been allocated among the program and supporting services benefited. Such allocations are determined by management in accordance with grant provisions or by another equitable basis.

#### ***Accounting for Uncertainty in Income Taxes***

The Organization recognizes the effect of income tax positions only if those positions are more likely than not of being sustained. Management has determined that the Organization had no uncertain tax positions that would require financial statement recognition or disclosure. The Organization is no longer subject to examinations by the applicable taxing jurisdictions for tax years prior to December 31, 2009.

#### ***Subsequent Events Evaluation by Management***

Management has evaluated subsequent events for disclosure and/or recognition in the financial statements through the date that the financial statements were available to be issued, which date is September 19, 2013.

## Kids in Distressed Situations, Inc.

Notes to Financial Statements  
December 31, 2012 and 2011

### 3. Accounts Receivable

Accounts receivable consist of the following at December 31:

	<u>2012</u>	<u>2011</u>
Contributions receivable	\$ 2,000	\$ 25,053
Event revenue	149,196	189,500
Program revenue	<u>10,000</u>	<u>93,689</u>
Total receivables	161,196	308,242
Less: Allowance for doubtful accounts	<u>(1,000)</u>	<u>(43,720)</u>
Receivables, net	<u>\$ 160,196</u>	<u>\$ 264,522</u>

### 4. Property and Equipment

Property and equipment consist of the following at December 31:

	<u>2012</u>	<u>2011</u>
Furniture and fixtures	\$ 1,691	\$ 1,691
Office equipment	<u>48,988</u>	<u>48,988</u>
	50,679	50,679
Accumulated depreciation	<u>(42,401)</u>	<u>(36,434)</u>
	<u>\$ 8,278</u>	<u>\$ 14,245</u>

### 5. Letter of Credit

In lieu of a cash security deposit for an operating lease for office space, the Organization has provided an unconditional, irrevocable letter of credit to the landlord. The Organization, under the terms of the letter of credit with a bank, has agreed to maintain a compensating balance equal to the letter of credit. At December 31, 2012 and 2011, \$64,908 of cash is restricted for the letter of credit.

### 6. Retirement Plan

The Organization has a deferred compensation plan (401(k) Plan) which covers all eligible employees. Pension expense for 2012 and 2011 was \$14,947 and \$19,681.

### 7. Temporarily Restricted Net Assets

Temporarily restricted net assets were released in 2011 to fund freight charges to distribute merchandise.

## **Kids in Distressed Situations, Inc.**

Notes to Financial Statements  
December 31, 2012 and 2011

### **8. Concentration of Credit Risk**

Financial instruments that potentially subject the Organization to significant concentrations of credit risk consist primarily of cash and cash equivalents. At times cash balances held at financial institutions may be in excess of federally insured limits. The Organization has not experienced any losses in such accounts.

### **9. Contributions In-kind**

The Organization receives merchandise from its supporters and is required to distribute this merchandise to qualified donee organizations. For 2012 and 2011, the value of the merchandise was recorded as contribution revenue at its fair value, which was \$104,139,402 and \$79,818,117.

### **10. Related Party**

A director of the Organization is also an officer of the professional association management company that performs administrative and accounting services for the Organization. The management company receives fees and reimbursement for certain general and administrative expenses. Management fees and expense reimbursements for 2012 and 2011 were \$67,984 and \$103,253.

### **11. Operating Leases**

The Organization leased office space under a lease that expired March 31, 2013. Future minimum lease payments for 2013 amount to \$44,508. For 2012 and 2011, total rent expense was \$185,856 and \$174,463.

### **12. Subsequent Events**

In August 2013, the Organization entered into a seven year lease expiring in July 2020 for a new office space in New York City.

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