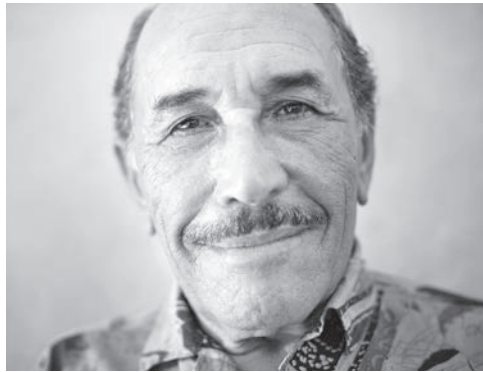


LITERACY



FOR ALL

AaBbCc™

BARBARA BUSH FOUNDATION
FOR FAMILY LITERACY



2017 ANNUAL REPORT

LEADERSHIP MESSAGE

Dear Friends,

We are grateful for your support. Your generosity is a testament to our shared belief in something larger than ourselves—that all parents and children deserve the opportunity to improve their lives through literacy.

Nearly three decades ago, that same belief inspired then-First Lady Barbara Bush to establish a Foundation dedicated to achieving **literacy for all**. Today, we remain committed to Mrs. Bush’s vision to foster the opportunity for every man, woman and child to secure a better life through literacy.

As we work toward that vision, we are guided by a strategic plan focused on four core strategies—Innovation, Leadership, Engagement and Organizational Capacity—through which we are laying the foundation for our efforts to greatly expand literacy in the coming years.

ADVANCING LITERACY FOR ALL THROUGH TECHNOLOGY

We know that it’s lack of opportunity—not lack of motivation—that prevents many of our country’s 36 million low-literate adults from gaining the literacy skills they need to improve their lives. Less than 5% of those in need currently have access to adult literacy programs.

We believe in the power of technology to help us expand access to the millions of families struggling with low literacy.

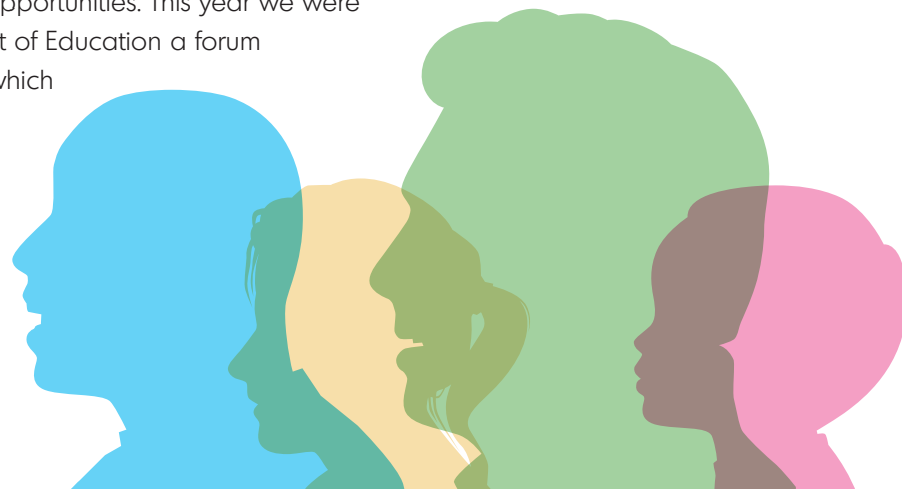
The Barbara Bush Foundation Adult Literacy XPRIZE presented by Dollar General Literacy Foundation is our bold bet to find innovative solutions to reach this underserved population on an unprecedented scale. We’ve already made enormous strides by engaging teams from around the globe to develop groundbreaking mobile literacy learning applications for adults. As the competition progresses, we’re excited to see these tools open up new possibilities for adult learners and their families, first in our three test cities and then throughout the nation.

A FAMILY COMMITTED TO LITERACY FOR ALL

Former First Lady Barbara Bush and her daughter Doro, who serves as our honorary chair, are our leading lights. Their unflinching dedication to literacy for all continues to inspire us, as well as our broader family of donors, board members, friends and literacy supporters across the nation. This year, we made two very special additions to that family when Mrs. Bush’s grandson Jeb Bush, Jr., and Governor John Engler joined our board.

ENGAGING OTHERS IN LITERACY FOR ALL

We continue to focus on building relationships with other organizations that work to increase access to educational opportunities. This year we were proud to co-host with the U.S. Department of Education a forum on the expansion of adult schools, after which we released a paper outlining the potential of adult charter schools.



We also partner with other national nonprofits and often use their networks to initiate and amplify conversations about literacy—such as when we released our practice guide on incorporating literacy into afterschool programs at this year’s National Afterschool Summit.

Our social media efforts continue to reach millions, helping us grow our family of literacy supporters.

MANAGING OUR RESOURCES RESPONSIBLY

As a public charity, we rely on the generosity of our donors and take very seriously our responsibility to maximize the value of your contributions. We are committed to accountability and efficiency in our operations, prioritizing the highest possible social return on investment. This year, an independent study found that every dollar donated in support of our Teen Trendsetters™ program generated a return on investment of \$783 in avoided social program costs.

Thanks in part to our transparency and focus on results, we are among the top 1% of education nonprofits rated as “Platinum” by GuideStar.

We are proud to be a public charity that you support. Every man, woman or child who we can help improve their literacy skills brings us one step closer to achieving **Literacy for All**.



Liza McFadden
President & CEO



Tim Gage
Board Chairman

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MISSION & VISION

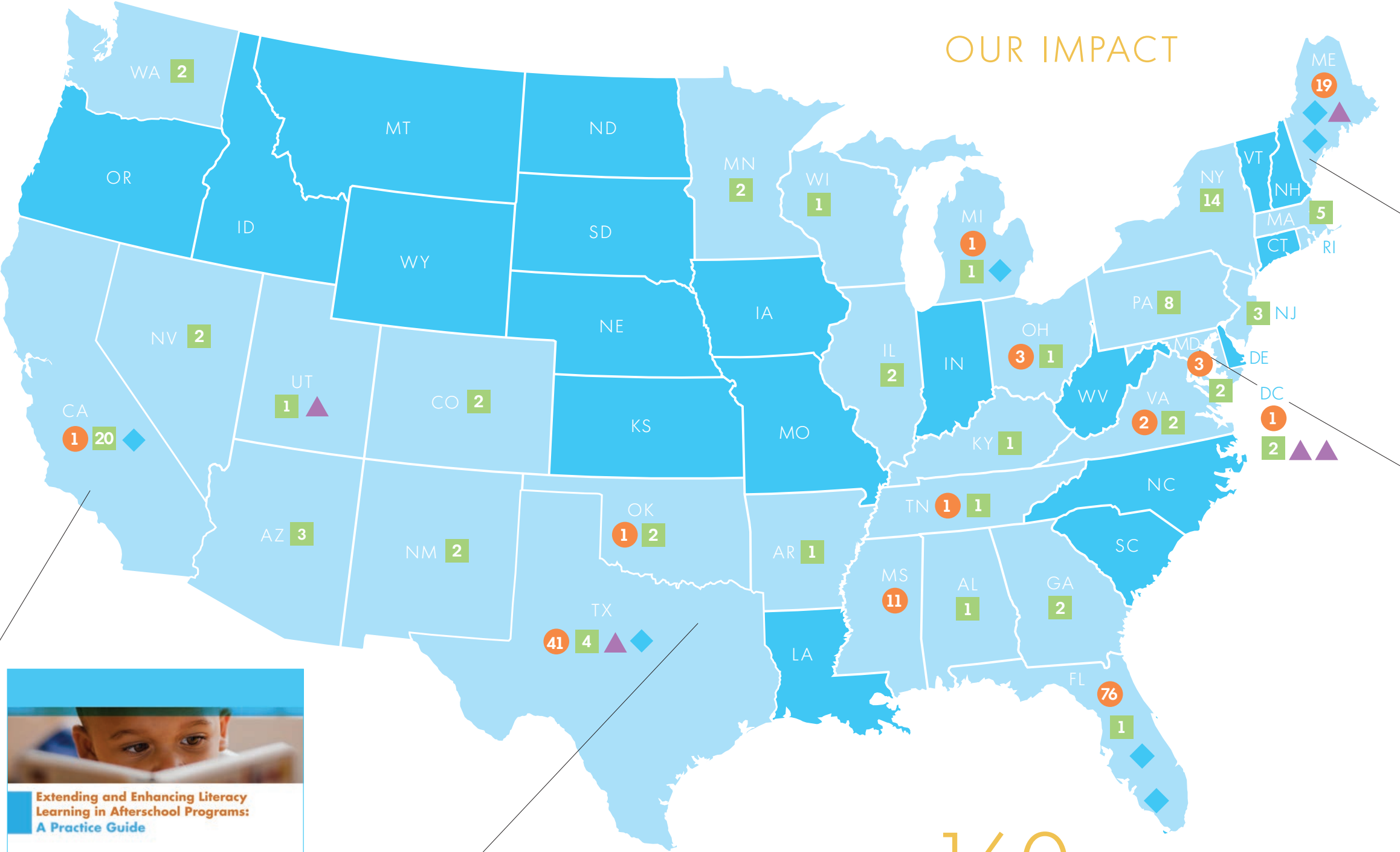
OUR MISSION

To establish literacy as a value in every home in America.

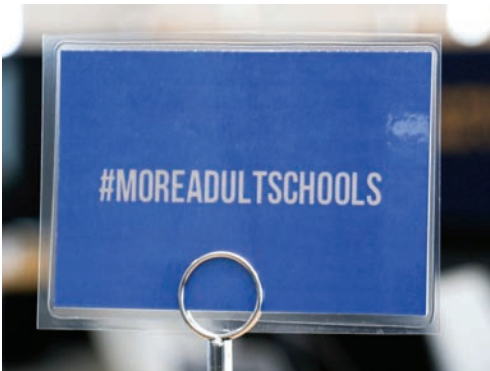
OUR VISION

To foster the opportunity for every man, woman and child in America to secure a better life through literacy.

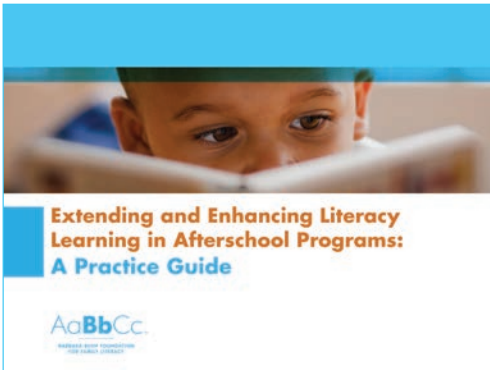
OUR IMPACT



At the inaugural Maine Celebration of Reading, the Foundation marked 20 years of historical support in Maine, providing more than \$6 million for over 300 family literacy programs.



Along with the U.S. Department of Education and Carlos Rosario International Public Charter School, the Foundation hosted the Adult Schools Growth Forum in Washington, D.C., gathering individuals and organizations interested in expanding access to high-quality schools for adults.



At the National Afterschool Summit, the Barbara Bush Foundation presented a newly developed practice guide funded by a grant from the Charles Stewart Mott Foundation. The guide encourages literacy in afterschool programs.

At the 15th annual Dallas Celebration of Reading, the Foundation announced XPRIZE field test cities: Dallas, Philadelphia and Los Angeles.



160 FAMILY LITERACY PROGRAMS IN 12 STATES

LITERACY LEADERSHIP AND INNOVATION

- ▲ National Convenings: Thought leaders; partner organizations; supporters
- XPRIZE Teams (total number)

LITERACY PROGRAMS

- ◆ National Convenings: Deploy specialized resources to practitioners; promote awareness
- Family Literacy (total number of programs)

PASSING LITERACY FROM PARENTS, TO CHILDREN, TO FAMILIES

Ruben is a father of four with a powerful story about the impact of family literacy. Ruben and his wife, Tania, came to the United States from Mexico more than 20 years ago in search of a better life. But it wasn't until they moved to Pierson, Florida, that they found an opportunity that would allow them—and their children—to gain the literacy skills they need to work toward their dreams.



Ruben and family, Governor Jeb Bush, and Forough Hosseini and Mamie Oatis of Food Brings Hope at the Florida Celebration of Reading

Seeking to learn English and earn his GED, Ruben enrolled in the Food Brings Hope family literacy program, which receives support from the Barbara Bush Foundation for Family Literacy. He encouraged his wife to join as well, and now the entire family has the opportunity to learn and grow together. The program, which meets three times a week at a local elementary school, provides tutoring for children and literacy training for parents.

Ruben and his family graciously shared their personal experience with the life-changing power of family literacy at the Barbara Bush Foundation's 2017 Florida Celebration of Reading, where they received a standing ovation.

"My family is the reason why I'm in the program," said Ruben. "I want to learn English, to be able to help them with their homework, and to have better communication with them. I want to show my children that they can dream big dreams and do great things."

Before Ruben attended the family literacy program, he lacked the English skills, education and self-confidence he needed to look for better job opportunities. His improved reading and writing skills have already helped him secure a higher paying job that allows him to spend more time with his children. His wife, Tania, has also increased her literacy skills and self-confidence, allowing her to engage more fully in her children's education. Now, both parents are able to help their children with homework, and they love to read together as a family. As a result, their children are doing well in school and have become avid readers.

Ruben is now well on the way to earning his GED, and he plans to continue his education at a local college. He dreams of opening his own business with the mission of giving back to his community.

"The Barbara Bush Foundation has given me the opportunity to better myself and to become a better provider for my family. My ultimate goal in life is to do for others what you all have done for me and my family," Ruben shared. "Please know that you are changing lives every day throughout the United States. You've changed ours."

DONORS CHANGING LIVES THROUGH LITERACY

Highlighting the Dollar General Literacy Foundation

With an overwhelming 36 million American adults unable to read above a fifth-grade level, we know that the challenge of achieving literacy for all is larger than any single organization. We're proud to work alongside champions for literacy nationwide—individuals, corporations and nonprofits—who dedicate their time and resources to changing lives through education.



The Dollar General Literacy Foundation is one of the nation's strongest and most steadfast voices for literacy. The Foundation, which celebrates its 25th anniversary in 2018, has awarded more than \$146 million to literacy initiatives that have helped more than 9 million individuals learn to read, receive their high school equivalency, or learn English.

The Foundation's story illustrates a powerful truth: by providing educational opportunities for just one person, we have the potential to impact millions of lives for generations to come. Dollar General's co-founder, J.L. Turner, was a farmer's son who dropped out of school in the third grade when his father was killed in an accident. With determination and hard work, he created what has become one of the most successful retail organizations in America. In 1993, the Foundation was established in his honor to help adults and children nationwide gain the literacy and basic education skills they need to pursue their dreams.

"One of the many things that makes the Dollar General Literacy Foundation so unique is their personal connection to literacy—particularly adult literacy—as a cause," says Liza McFadden, President and CEO of the Barbara Bush Foundation. "They share our belief that Americans of all ages deserve the opportunity to pursue an education, and they've put that belief into action by changing millions of lives over the past 25 years."

The Dollar General Literacy Foundation has supported programs of the Barbara Bush Foundation for nearly two decades. Now, as the lead donor of the Barbara Bush Foundation Adult Literacy XPRIZE, the Foundation is playing an integral role in our groundbreaking efforts to expand educational opportunities to the millions of U.S. families in need.

"There are very few gifts that you can give that last a lifetime, have the ability to uplift and open the doorway for increased opportunities, but literacy is one of them," says Denine Torr, Senior Director of Community Initiatives for Dollar General. "We believe education is a great equalizer and that technology plays a large role in the future of education, especially in adult education. We're excited to support the Barbara Bush Foundation's search for innovative ways to expand access, break down barriers and open the doors of opportunity for more families."

The Barbara Bush Foundation is honored to count the Dollar General Literacy Foundation among its strongest supporters, and looks forward to many more years of collaborative efforts to change lives through literacy.

CELEBRATING OUR FAMILY OF LITERACY SUPPORTERS

Honoring the outstanding individuals who make our work possible

None of our work would be possible without our family of supporters and friends who share our belief in the power of education, and generously contribute their time and talents to help advance the cause of literacy for all.

Over the past year, we've had the opportunity to recognize and express our gratitude to some of our strongest and most enduring voices for literacy during our Celebration of Reading events.



Wesley Barnett, Carol Jenkins Barnett and Governor Jeb Bush at the Florida Celebration of Reading

CAROL JENKINS BARNETT, philanthropist, education supporter, and president and chairman of Publix Super Markets Charities, was honored with the Barbara Bush Foundation's *Champion for Literacy* award during the 2017 Florida Celebration of Reading. Florida Governor Jeb Bush presented the award to Barnett in recognition of her longstanding dedication to expanding educational opportunities in her home state of Florida and throughout the nation.

Barnett has been a recognized leader in literacy and education initiatives for more than 20 years. The daughter of George W. Jenkins, the late founder of Publix Super Markets, Barnett uses her tenure as president of the corporation's philanthropic arm to support education programs that have made an enormous impact on the

lives of Florida residents. Perhaps most notably, Barnett played an instrumental role in the development of the state's voluntary pre-kindergarten program, which remains a nationally replicated model.

When the Barbara Bush Foundation began planning for the initial Florida Celebration of Reading in 2001, Carol Barnett and Publix Super Markets Charities were among the first supporters of the program. Since that time, with continued support from Publix Super Markets Charities, the Celebration of Reading has raised more than \$26 million in support of family literacy programs that help children and their parents improve their literacy skills.



Betsy Heminway and Doro Bush Koch at the Maine Celebration of Reading

Honorary Chair Doro Bush Koch presented the Foundation's first *Barbara Bush Volunteer Award* to **BETSY HEMINWAY** during the 2016 Maine Celebration of Reading. A longtime friend of the Bush family, as well as a strong supporter of the Foundation's work, Heminway was honored for her service as a tireless advocate, mentor and fundraiser for literacy causes.

SENATOR LAMAR ALEXANDER received the *Champion for Literacy* award during the 2017 National Celebration of Reading. Barbara Bush Foundation Board of Directors member Jeb Bush, Jr. joined philanthropist David Rubenstein onstage to present Alexander with the award in recognition of his long career of education advocacy.



Jeb Bush, Jr., Senator Lamar Alexander and philanthropist David Rubenstein at the National Celebration of Reading

A seventh-generation Tennessean, Alexander served two terms as the state's governor and three years as president of the University of Tennessee before being called to serve at the national level. In 1991, during his tenure as U.S. Secretary of Education under President George H.W. Bush, he oversaw the passage and implementation of the National Literacy Act.

This landmark law—inspired in large part by Barbara Bush's passion for literacy—created a focus on adult literacy within the U.S. Department of Education. Since its passage, millions of adults have had a second chance to earn their high school diploma, and tens of millions more have learned to read, write and speak English.

Alexander was elected to the U.S. Senate in 2002, and he continues his focus on education in his role as chair of the Senate Committee on Health, Education, Labor and Pensions.



Emy Lou Baldrige at the Dallas Celebration of Reading

At the 2016 Dallas Celebration of Reading, Jeb Bush, Jr. presented **EMY LOU AND JERRY BALDRIDGE** with the *Barbara Bush Volunteer Award* for their leadership in our North Texas literacy efforts. The inaugural Dallas Celebration of Reading—hosted by the Baldriges in their home 15 years prior—marked the beginning of the Foundation's work in the community, which has benefited thousands of local families over the years.

MAKING A BOLD BET FOR LITERACY FOR ALL



The \$7M Barbara Bush Foundation Adult Literacy XPRIZE competition is our single largest investment to revolutionize the future of adult education. It is our bold bet on the power of technology to disrupt the cycle of isolation, lack of opportunity and poverty for low-literate adults and their families.

This first-of-its-kind competition has challenged teams around the globe to develop mobile applications that result in the greatest increase in literacy skills among participating adult learners in just 12 months. In response to that challenge, 109 teams from 15 countries developed mobile solutions to overcome key barriers to literacy by improving access, while increasing retention and scaling to meet demand. Forty-one of those teams submitted fully functional mobile learning apps designed for adult learners—representing 20 times the number of adult literacy learning apps available at the start of the competition.

In the next phase of the competition, an independent panel of expert judges will narrow the field to eight semifinalist teams, whose apps will be field tested with adult learners in three cities: Dallas, Los Angeles and Philadelphia. With a goal of putting these resources into the hands of more than 10,000 adult learners who read English at a third-grade level or below, we've already begun building a network of dedicated partners and volunteers to help support the field tests.

We're grateful for the incredible support we've received from local leadership in each of these three cities, and we are excited to work with the Dallas County Community College District, the Los Angeles Unified School District and the City of Philadelphia's Office of Adult Education to begin the process of transforming the lives of low-literate adults in their local communities.

Over the next two years, we have even bigger plans, as this program will be launched nationally to serve hundreds of thousands of students.

For more information, visit adulteracy.xprize.org.



FINANCIAL IMPACT For period ended June 30, 2017

	Unrestricted	Temporarily Restricted	Total
REVENUE AND OTHER SUPPORT			
Contributions	\$1,300,937	—	\$1,300,937
Special Events	819,575	—	819,575
<i>(Net of Costs of Direct Benefits to Donors of \$125,375)</i>			
Nongovernment Grants	618,336	—	618,336
Contributed Goods and Services	206,857	—	206,857
Government Grants	314,058	—	314,058
Investment Income	2,562,996	—	2,562,996
Loss on Dissolution of Subsidiary	(6,291)	—	(6,291)
Net Assets Released from Restrictions	3,152,199	(3,152,199)	—
TOTAL REVENUE AND OTHER SUPPORT	\$8,968,667	\$(3,152,199)	\$5,816,468
EXPENSES			
<i>Program Services:</i>			
Literacy Initiatives	\$12,571,127	—	\$12,571,127
<i>Support Services:</i>			
General and Administrative	384,199	—	384,199
Fundraising	896,147	—	896,147
TOTAL SUPPORT SERVICES	1,280,346	—	1,280,346
TOTAL EXPENSES	\$13,851,473	—	13,851,473
CHANGE IN NET ASSETS			
Net Assets — Beginning of Year	32,045,317	3,152,199	35,197,516
NET ASSETS — END OF YEAR	\$27,162,511	—	\$27,162,511

THANK YOU

We are so grateful for the foundations, corporations and individuals who make our life-changing work possible. We honor those whose financial support contributed significantly to support the Foundation's programs in FY 2016–2017:

\$50,000+

Vicky and S. Javaid Anwar
AT&T
Carol and Barney Barnett
Charles Stewart Mott Foundation
Flora C. Crichton
Dollar General Literacy Foundation
Ed Rachal Foundation
Natalie and Herb Kohler
Libra Foundation
Eugene McDermott
Mary and Jim Pattison
Power Corporation of Canada
Publix Super Markets Charities, Inc.
David Rubenstein
Sammons Enterprises, Inc.
State Farm
State of Florida Department of Education
SunTrust Foundation
The Rees-Jones Foundation
W.K. Kellogg Foundation

\$25,000 – \$49,999

Scott and Patrice Brickman Family Foundation
The Comcast Foundation
The Men and Women of Hunt Consolidated, Inc.
Ambassador Al & Dawn Hoffman, Jr.
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J. Willard and Alice S. Marriott, Jr.
Jeanie and John Morris
Brent Scowcroft
Steven and Sheila Miller Foundation
The Mosaic Company
UNUM Group
Annie and Owen Wells

\$10,000 – \$24,999

Allie Beth and Pierce Allman
AAA - The Auto Club Group
Bainum Family Foundation
Bankers Life Insurance Company



The Honorable George H. W. Bush
and Mrs. Barbara Bush

Mary Ann and Bill Becker
Blue Bell Creameries, LP
Bridges International
Sandra and Michael Brown
Coalition on Adult Basic Education (COABE)
Millie and Kenneth H. Cooper
Kathy and Harlan Crow
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Miromar Development Corporation
Oklahoma State Department of Education
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Pi Beta Phi Foundation
Poongsan Corporation
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Reading Is Fundamental
Regina Rogers
Rosewood Corporation
Rugged Elegance Foundation
Sam L. Cohen Foundation
Sammons Enterprises, Inc.
Eva and Marc Stern
SunTrust
The Baldrige Foundation
Wayne Van Nostrand
Zanesville City Schools

\$5,000 – \$9,999

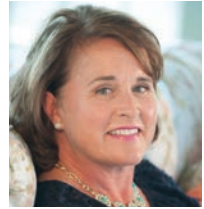
7th Generation Foundation
Tory and Dick Agnich
Barbara Hackman Franklin and Wallace Barnes
Theresa Elmore and John T. Behrendt
CapTrust Advisors
Cherokee Crossroads, Inc.
Ambassadors Chuck and Sue Cobb
Collier Enterprises Management, Inc.
Dian Graves Owen Foundation
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Eugene McDermott Foundation
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Greenberg Traurig Philanthropic Fund
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The Jansing-Cook Foundation
Kids Matter International
Bobbie and Bill Kilberg
Merrie Ann and Frank King
Kyra Solutions, Inc.
Michele and Jack Lafield
Laird A. Lile, P.A.
McDonald Hopkins, LLC

*Deceased

Medical City Dallas
The Michah Foundation
Susan and Phillip Morse
Northern Trust
Oncor Electric Delivery Company LLC
Orix Foundation
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Twanna and Don Powell
The Rice Family Charitable Trust
David Rockefeller*
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Robin and Michael Shea
Tracey and Tim Smith
Southern Methodist University's Annette Caldwell
Simmons School of Education and Development
Stephen F. and Camilla T. Brauer Charitable Trust
Mike and Mary Terry
Texas Christian University
The M.R. & Evelyn Hudson Foundation
Vinegar Hill Music Theatre
Washington Speakers Bureau
The Weintraub Family Foundation
Wells Fargo
Linda and Ken Wimberly



BOARD OF DIRECTORS



DORO BUSH KOCH
Honorary Chair, Barbara Bush Foundation

Author, philanthropist and businesswoman Doro Bush Koch shares her mother's belief in the power of literacy to change lives, and stepped into the role of honorary chair for the Foundation in 2014. She has authored two books about her father, Former President George H. W. Bush, and is a founding partner in BB&R Consulting.



JEAN BECKER
Chief of Staff to President George H. W. Bush

Jean Becker is chief of staff to Former President George H. W. Bush and previously served as deputy press secretary to First Lady Barbara Bush. Drawing on her expertise as a former journalist, she has assisted President and Mrs. Bush with the research and editing of three autobiographical books.



DAVID L. BERÉ
Nonni's Foods, LLC

Currently serving as chairman of Nonni's Foods, LLC, David Beré has a long history of leadership in the food and retail industries. He previously held leadership roles with Dollar General Corporation, Bakery Chef, McCain Foods USA and Quaker Oats Company.



JEB BUSH, JR.
Jeb Bush & Associates

Jeb Bush, Jr., grandson of President George H. W. Bush and Barbara Bush, represents the third generation of Bush family members to provide leadership and guidance for the Foundation. He currently serves as managing partner of Jeb Bush & Associates, a consulting and private equity firm that specializes in business development and strategic advisory work.



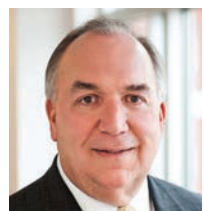
PEGGY CONLON

Prior to her retirement in 2014, Peggy Conlon served as president and CEO of the Advertising Council, an organization that mobilizes more than \$1.6 billion of advertising time and space annually. During her tenure at the Ad Council, she played an instrumental role in organizing the entire advertising industry to address national and global crises.



CRAIG DENEKAS
Libra Foundation

Craig Denekas serves as president, CEO and trustee of the Libra Foundation, a private grant-making charitable foundation in Portland, Maine. His community endeavors include service on the boards of trustees for the Maine Public Broadcasting Network, the Portland Public Library and the Iberdrola USA Foundation.



GOVERNOR JOHN ENGLER
Chairman, National Assessment Governing Board

Governor John Engler currently serves as chairman of the National Assessment Governing Board, which oversees the National Assessment of Educational Progress. A former three-term governor of Michigan, retired president of Business Roundtable and former CEO of the National Association of Manufacturers, Engler is known as a national leader in the alignment of education with workforce needs.



TIMOTHY E. GAGE, ESQ.
Comcast

Attorney Timothy Gage currently serves as senior vice president of government/regulatory and public affairs for Comcast, and is actively engaged in numerous telecommunications-focused boards, associations and initiatives. Gage previously served as vice president of law and government affairs for AT&T Broadband and as an assistant district attorney in Massachusetts.



MARK KAPLAN
The Mosaic Company

As senior vice president of public affairs, Mark Kaplan oversees Mosaic's internal and external communications, public policy and government affairs, community relations, philanthropy, and social responsibility and sustainability initiatives. Prior to joining Mosaic, Kaplan served as chief of staff to Florida Governor Jeb Bush and on Florida's State Board of Education.



TRICIA REILLY KOCH
BB&R Consulting

Tricia Reilly Koch is the founding partner of and lead presenter at BB&R Consulting. She is a Board Certified Holistic Health Counselor and nutrition expert who has studied health and wellness for more than 25 years, and she is committed to helping others develop a deeper understanding of healthy foods and lifestyle choices.



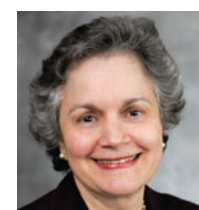
LIZA MCFADDEN
President and CEO, Barbara Bush Foundation

As president and CEO, Liza McFadden has drawn on her 20+ years of experience leading visionary change to keep the Foundation on the forefront of the national literacy movement. She previously served in the Executive Office of Florida Governor Jeb Bush, where she supervised numerous innovative education strategies.



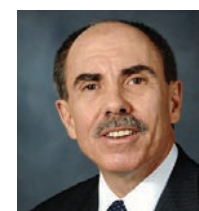
JAMES E. NEVELS
The Swarthmore Group

With more than 25 years of experience in the securities and investment industry, James Nevels now serves as chairman of the Swarthmore Group, an investment advisory firm that he founded in 1991. He is also the chairman of the Hershey Company Board of Directors.



GLORIA PORTELA
Seyfarth Shaw

Attorney and mediator Gloria Portela serves as senior counsel in the Houston office of international law firm Seyfarth Shaw LLP. She serves on the boards of CHI Baylor St. Luke's Medical Center and Houston Grand Opera; the governing council of the Shepherd School of Music at Rice University and the advisory council of the Greater Houston Community Foundation.



GOVERNOR BOB WISE
Alliance for Excellent Education

Former West Virginia Governor Bob Wise is president of the Alliance for Excellent Education, a nonprofit organization and national leader for transforming the nation's high schools so that all students graduate prepared to succeed. He is also author of an influential book on high school reform and chair of the National Board for Professional Teaching Standards.



As generous supporters like you across America join together, you are helping to create a future in which every man, woman and child enjoys the life-changing benefits of literacy. Your partnership is a great encouragement to all of us at the Barbara Bush Foundation for Family Literacy and is making a difference in many lives.



AaBbCc™
BARBARA BUSH FOUNDATION
FOR FAMILY LITERACY

516 North Adams Street ▪ Tallahassee, Florida 32301
850.562.5300 ▪ www.barbarabush.org

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