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Return of Organization Exempt From Income Tax

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

OMB No 1545-0047

2004

Open to Public Inspection

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

A For the 2004 calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type See Specific Instructions	C Name of organization GAMALIEL FOUNDATION		D Employer identification number 36-2657863
		Number and street (or P.O. box if mail is not delivered to street address) Room/suite 203 N. WABASH AVENUE 808		E Telephone number (312) 357-2639
		City or town, state or country, and ZIP + 4 CHICAGO, IL 60601		F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Website: WWW.GAMALIEL.ORG

J Organization type (check only one) 501(c) (03) (insert no) 4947(a)(1) or 527

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

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

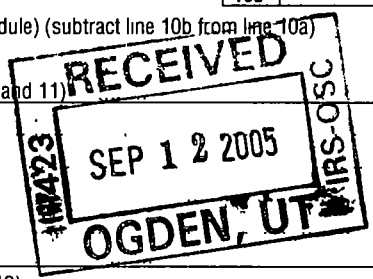
I Group Exemption Number _____

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

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **2,324,934.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

		1a		1b		1c		1d	
Revenue	1 Contributions, gifts, grants, and similar amounts received:	1a 1,512,634.		1b		1c		1d 1,512,634.	
	a Direct public support								
	b Indirect public support								
	c Government contributions (grants)								
	d Total (add lines 1a through 1c) (cash \$ 1,512,634. noncash \$ _____)								
	2 Program service revenue including government fees and contracts (from Part VII, line 93)							2 802,672.	
	3 Membership dues and assessments							3 3,400.	
	4 Interest on savings and temporary cash investments							4 1,803.	
	5 Dividends and interest from securities							5	
	6 a Gross rents	6a		6b				6c	
	b Less: rental expenses								
	c Net rental income or (loss) (subtract line 6b from line 6a)							6c	
7 Other investment income (describe _____)							7		
8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other						
	8a		8b						
	8c								
	d Net gain or (loss) (combine line 8c, columns (A) and (B))						8d		
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>									
a Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a		9b				9c		
	b Less: direct expenses other than fundraising expenses								
	c Net income or (loss) from special events (subtract line 9b from line 9a)								
10 a Gross sales of inventory, less returns and allowances	10a		10b				10c		
	b Less: cost of goods sold								
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)								
11 Other revenue (from Part VII, line 103)							11 4,425.		
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)							12 2,324,934.		
Expenses	13 Program services (from line 44, column (B))							13 1,560,045.	
	14 Management and general (from line 44, column (C))							14 338,340.	
	15 Fundraising (from line 44, column (D))							15 84,585.	
	16 Payments to affiliates (attach schedule)							16	
	17 Total expenses (add lines 16 and 44, column (A))							17 1,982,970.	
18 Excess or (deficit) for the year (subtract line 17 from line 12)							18 341,964.		
19 Net assets or fund balances at beginning of year (from line 73, column (A))							19 734,108.		
20 Other changes in net assets or fund balances (attach explanation)							20 0.		
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)							21 1,076,072.		



SCANNED SEP 30 2005

Part II Statement of Functional Expenses

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25 95,000.	71,250.	21,375.	2,375.
26	Other salaries and wages	26 561,852.	466,188.	74,156.	21,508.
27	Pension plan contributions	27			
28	Other employee benefits	28 142,473.	108,996.	26,782.	6,695.
29	Payroll taxes	29 52,992.	31,592.	17,120.	4,280.
30	Professional fundraising fees	30			
31	Accounting fees	31 34,813.		27,850.	6,963.
32	Legal fees	32 2,079.	2,079.		
33	Supplies	33 22,172.	7,457.	11,770.	2,945.
34	Telephone	34 42,988.	22,827.	16,129.	4,032.
35	Postage and shipping	35 7,848.	4,364.	2,787.	697.
36	Occupancy	36 28,935.	1,350.	22,068.	5,517.
37	Equipment rental and maintenance	37 11,097.		8,878.	2,219.
38	Printing and publications	38 3,322.		2,658.	664.
39	Travel	39 120,204.	53,343.	53,489.	13,372.
40	Conferences, conventions, and meetings	40 364,534.	358,539.	4,796.	1,199.
41	Interest	41 3,091.	198.	2,314.	579.
42	Depreciation, depletion, etc. (attach schedule)	42 3,182.		2,546.	636.
43	Other expenses not covered above (itemize):				
a	_____	43a			
b	_____	43b			
c	_____	43c			
d	_____	43d			
e	SEE STATEMENT 1	43e 486,388.	431,862.	43,622.	10,904.
44	<small>Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.</small>	44 1,982,970.	1,560,045.	338,340.	84,585.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;

(iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? **SEE STATEMENT 2**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs. and 4947(a)(1) trusts, but optional for others.)

a	SEE STATEMENT 3				
		(Grants and allocations \$ _____)			1,027,262.
b	SEE STATEMENT 4				
		(Grants and allocations \$ _____)			532,783.
c					
		(Grants and allocations \$ _____)			
d					
		(Grants and allocations \$ _____)			
e	Other program services (attach schedule)		(Grants and allocations \$ _____)		
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)				1,560,045.

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing		45
	46 Savings and temporary cash investments	392,926.	46 507,099.
	47 a Accounts receivable	47a 177,069.	
	b Less: allowance for doubtful accounts	47b 60,000.	47c 117,069.
	48 a Pledges receivable	48a 576,650.	
	b Less: allowance for doubtful accounts	48b	48c 576,650.
	49 Grants receivable		49
	50 Receivables from officers, directors, trustees, and key employees		50
	51 a Other notes and loans receivable	51a	
	b Less: allowance for doubtful accounts	51b	51c
	52 Inventories for sale or use		52
	53 Prepaid expenses and deferred charges	9,845.	53 10,809.
	54 Investments - securities <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54
	55 a Investments - land, buildings, and equipment: basis	55a	
	b Less: accumulated depreciation	55b	55c
56 Investments - other		56	
57 a Land, buildings, and equipment: basis	57a 26,528.		
b Less: accumulated depreciation STMT 5	57b 4,126.	57c 22,402.	
58 Other assets (describe ▶ DEPOSITS)		58 9,810.	
59 Total assets (add lines 45 through 58) (must equal line 74)	884,829.	59 1,243,839.	
Liabilities	60 Accounts payable and accrued expenses	150,721.	60 165,717.
	61 Grants payable		61
	62 Deferred revenue		62 2,050.
	63 Loans from officers, directors, trustees, and key employees		63
	64 a Tax-exempt bond liabilities		64a
	b Mortgages and other notes payable STMT 6		64b
	65 Other liabilities (describe ▶)		65
66 Total liabilities (add lines 60 through 65)	150,721.	66 167,767.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	<34,036.>	67 69,159.
	68 Temporarily restricted	768,144.	68 1,006,913.
	69 Permanently restricted		69
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		70
	71 Paid-in or capital surplus, or land, building, and equipment fund		71
	72 Retained earnings, endowment, accumulated income, or other funds		72
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	734,108.	73 1,076,072.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)	884,829.	74 1,243,839.

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

Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	78b	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a	Enter direct or indirect political expenditures. See line 81 instructions	81a	0.
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions? N/A	83b	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible? N/A	84a	
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b	
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? N/A	85a	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A	85b	
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h	
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed ILLINOIS		
b	Number of employees employed in the pay period that includes March 12, 2004	90b	11
91	The books are in care of MR. GREGORY A. GALLUZZO Telephone no. (312) 357-2639		
	Located at 203 N. WABASH, SUITE 808, CHICAGO, IL ZIP + 4 60601		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year	92	N/A

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
Note: Enter gross amounts unless otherwise indicated.					
93 Program service revenue:					
a <u>CONSULTING INCOME</u>					476,785.
b <u>TRAINING FEES</u>					325,887.
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					3,400.
95 Interest on savings and temporary cash investments			14	1,803.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a <u>MISCELLANEOUS</u>					4,425.
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0.		1,803.	810,497.
105 Total (add line 104, columns (B), (D), and (E))					812,300.

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

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 7

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

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

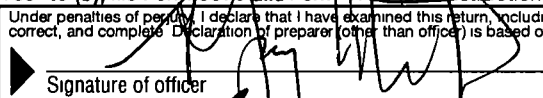
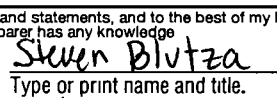
Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

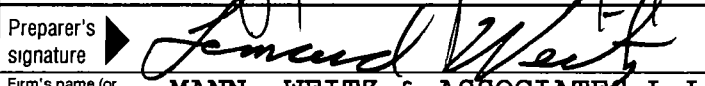
(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

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

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

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

Please Sign Here:  8/23/05 Date:  Steven Blitza Type or print name and title: Treasurer

Paid Preparer's Use Only:  Date: 8/15/05 Check if self-employed: Preparer's SSN or PTIN: _____

Firm's name (or yours if self-employed), address, and ZIP + 4: MANN. WEITZ & ASSOCIATES L.L.C., 108 WILMOT ROAD, SUITE 110, DEERFIELD, IL 60015-5109

EIN: _____ Phone no.: (847) 267-3400

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

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) SEE STATEMENT 8		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V, FORM 990	2d	X
e Transfer of any part of its income or assets?	2e	X
3 a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a	X
b Do you have a section 403(b) annuity plan for your employees?	3b	X
4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a	X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b	X

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

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

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

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

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

14 An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting.
 Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	468,619.	511,510.	659,610.	486,237.	2,125,976.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	799,006.	788,516.	734,351.	722,208.	3,044,081.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	1,910.	1,982.	1,629.	1,158.	6,679.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	3,450.	3,405.	5,742.	1,750.	14,347.
23 Total of lines 15 through 22	1,272,985.	1,305,413.	1,401,332.	1,211,353.	5,191,083.
24 Line 23 minus line 17	473,979.	516,897.	666,981.	489,145.	2,147,002.
25 Enter 1% of line 23	12,730.	13,054.	14,013.	12,114.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 42,940.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 309,360.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 2,147,002.
d Add: Amounts from column (e) for lines: 18 <u>6,679.</u> 19 _____ 22 <u>14,347.</u> 26b <u>309,360.</u>					26d 330,386.
e Public support (line 26c minus line 26d total)					26e 1,816,616.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 84.6118%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A	(2003)	(2002)	(2001)	(2000)	
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A	(2003)	(2002)	(2001)	(2000)	
c Add: Amounts from column (e) for lines: 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c N/A
d Add: Line 27a total _____ and line 27b total _____					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

Part V Private School Questionnaire (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		

32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	32d	

33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?	33a	
b	Admissions policies?	33b	
c	Employment of faculty or administrative staff?	33c	
d	Scholarships or other financial assistance?	33d	
e	Educational policies?	33e	
f	Use of facilities?	33f	
g	Athletic programs?	33g	
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)	33h	

34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

N/A

(To be completed **ONLY** by an eligible organization that filed Form 5768)

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

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

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

4-Year Averaging Period Under Section 501(h)

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

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

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

2004 DEPRECIATION AND AMORTIZATION REPORT
FORM 990 PAGE 2

990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
	MACHINERY & EQUIPMENT											
6	COMPUTER	060499SL		5.00	16	897.			897.	897.		0.
7	COMPUTER	120903SL		3.00	16	1,684.			1,684.	47.		564.
8	CARPET	010104SL		5.00	16	1,705.			1,705.			169.
9	OFFICE FURNITURE	010102SL		5.00	16	18,050.			18,050.			1,800.
10	OFFICE FURNITURE	062504SL		5.00	16	717.			717.			70.
11	COMPUTER J NORTON	111004SL		3.00	16	1,249.			1,249.			208.
12	COMPUTER G GALLUZZO	113004SL		3.00	16	2,226.			2,226.			371.
	* 990 PAGE 2 TOTAL											
	MACHINERY & EQUIPMENT					26,528.		0.	26,528.	944.	0.	3,182.
	* GRAND TOTAL 990 PAGE 2 DEPR					26,528.		0.	26,528.	944.	0.	3,182.

FORM 990	OTHER EXPENSES			STATEMENT 1
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
INSURANCE	6,046.		4,837.	1,209.
BAD DEBT EXPENSE	70,599.	23,285.	37,851.	9,463.
BANK AND PAYROLL FEES	4,591.	120.	3,577.	894.
CONTRIBUTIONS	3,500.		2,800.	700.
SENIOR STAFF STIPEND	279,231.	233,195.	36,828.	9,208.
OTHER EXPENSE	5,634.		4,507.	1,127.
SUPPORT TO CLIENT ORGANIZATIONS	95,658.	93,158.	2,000.	500.
ADVERTISING AND PROMOTION	2,586.	355.	1,785.	446.
OUTSIDE SERVICES	18,543.	17,676.	694.	173.
RECLASS OTHER EXPENSES	0.	64,073.	<51,257.>	<12,816.>
TOTAL TO FM 990, LN 43	486,388.	431,862.	43,622.	10,904.

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 2
PART III

EXPLANATION

TO ASSIST COMMUNITIES, THROUGH LEADERSHIP TRAINING, IN DEVELOPING
ORGANIZATIONS TO ADDRESS AND RESOLVE COMMON PROBLEMS

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT	3
----------	----------------------------------------------	-----------	---

DESCRIPTION OF PROGRAM SERVICE ONE

PROVIDE ONGOING CONSULTATIONS TO COMMUNITY ORGANIZATIONS INCLUDING VISITS, MEETINGS AND PARTICIPATION IN THE STRATEGIC PLANNING PROCESS OF EACH CLIENT ORGANIZATION. 32 ORGANIZATIONS WERE PROVIDED SUCH CONSULTATION DURING 2004.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A		1,027,262.

FORM 990	STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS	STATEMENT	4
----------	----------------------------------------------	-----------	---

DESCRIPTION OF PROGRAM SERVICE TWO

PUT ON TRAINING PROGRAMS TO ASSIST COMMUNITIES IN DEVELOPING ORGANIZATIONS TO ADDRESS SOCIETY'S PROBLEMS, FIND SOLUTIONS AND BECOME ACTIVE IMPLEMENTING THOSE SOLUTIONS. 13 TRAINING COURSES WERE ATTENDED BY APPROXIMATELY 1700 PARTICIPANTS.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE B		532,783.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	5
----------	------------------------------------------------	-----------	---

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	897.	897.	0.
COMPUTER	1,684.	611.	1,073.
CARPET	1,705.	169.	1,536.
OFFICE FURNITURE	18,050.	1,800.	16,250.
OFFICE FURNITURE	717.	70.	647.
COMPUTER J NORTON	1,249.	208.	1,041.
COMPUTER G GALLUZZO	2,226.	371.	1,855.
TOTAL TO FORM 990, PART IV, LN 57	26,528.	4,126.	22,402.

FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 6

LENDER'S NAME METROPOLITAN BANK & TRUST
 TERMS OF REPAYMENT INTEREST PAID MONTHLY

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
11/20/96	11/20/05	30,000.	6.50%

SECURITY PROVIDED BY BORROWER ALL ASSETS
 PURPOSE OF LOAN OPERATING FUNDS

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	0.

TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B

FORM 990 PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES STATEMENT 7

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	TO ASSIST COMMUNITIES, THROUGH CONSULTING WITH AND IN DEVELOPING ORGANIZATIONS TO ADDRESS AND RESOLVE COMMON PROBLEMS
93B	TO ASSIST COMMUNITIES, THROUGH LEADERSHIP TRAINING AND IN DEVELOPING ORGANIZATIONS TO ADDRESS AND RESOLVE COMMON PROBLEMS
94	DUES ARE RECEIVED IN EXCHANGE FOR MEMBERSHIP BENEFITS SUCH AS EDUCATION CLASSES
103A	MISCELLANEOUS INCOME FROM VARIOUS SERVICES AND PROGRAMS

SCHEDULE A STATEMENT REGARDING ACTIVITIES WITH SUBSTANTIAL CONTRIBUTORS, TRUSTEES, DIRECTORS, CREATORS, KEY EMPLOYEES, ETC., PART III, LINE 2 STATEMENT 8

SEE PART V, FORM 990

SCHEDULE A OTHER INCOME STATEMENT 9

DESCRIPTION	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT	2000 AMOUNT
MISCELLANEOUS	3,450.	3,405.	5,742.	1,750.
TOTAL TO SCHEDULE A, LINE 22	3,450.	3,405.	5,742.	1,750.

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

• 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.

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print	Name of Exempt Organization GAMALIEL FOUNDATION	Employer identification number 36-2657863
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. 203 N. WABASH AVENUE, NO. 808	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601	

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INTERNAL REVENUE SERVICE

MAY 10 2005

Morton Grove, IL
0404133C

Check type of return to be filed (file a separate application for each return):

- | | | |
|----------------------------------------------|-------------------------------------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

The books are in the care of ▶ **MR. GREGORY A. GALLUZZO**
Telephone No. ▶ **(312) 357-2639** 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 will cover.

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **AUGUST 15, 2005** to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2004** or
▶ tax year beginning _____, and ending _____.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a 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 If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ N/A

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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form **8868** (Rev. 12-2004)

- 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 - Must file Original and One Copy.		
Type or print. File by the extended due date for filing the return. See instructions.	Name of Exempt Organization GAMALIEL FOUNDATION	Employer identification number 36-2657863
	Number, street, and room or suite no. If a P.O. box, see instructions. 203 N. WABASH AVENUE, NO. 808	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60601	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

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

- The books are in the care of **MR. GREGORY A. GALLUZZO**
Telephone No. **(312) 357-2639** 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, 2005.**
- 5 For calendar year **2004**, or other tax year beginning _____ and ending _____.
- 6 If this tax year 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 NEEDED TO GATHER ADDITIONAL INFORMATION TO FILE AN ACCURATE TAX 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	\$ _____
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	\$ _____
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	\$ _____ N/A

Signature and Verification

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 *Marcy Attardo* Title *CPA* Date *8/8/05*

Notice to Applicant - To Be Completed by the IRS

- We **have** approved this application. Please attach this form to the organization's return.
- We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a 10-day extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.
- We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
- We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.
- Other _____

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 INTERNAL REVENUE SERVICE
 AUG 10 2005
 Morton Grove, IL
 0404133C

Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	Name MANN. WEITZ & ASSOCIATES L.L.C.
	Number and street (include suite, room, or apt. no.) or a P.O. box number 108 WILMOT ROAD, SUITE 110
	City or town, province or state, and country (including postal or ZIP code) DEERFIELD, IL 60015-5109

GAMALIEL FOUNDATION
BOARD OF DIRECTORS

12/31/04

ATTACHMENT TO FORM 990
FEIN# 36-2657863

Gregory Galluzzo- Executive Director
2027 W. 22nd Place
Chicago, IL 60608
Hours worked: 40

Ann Smith- President
505 N Lakeshore Drive
Chicago, IL 60611
Hours worked: 40

Dennis Detzel- Chairman
7522 North Eastlake Terrace
Chicago, IL 60626
Hours worked: 15

Dr. Steve Blutza- Treasurer
180 N Michigan Ave
Chicago, IL 60601
Hours worked: 15

Ms Delmarie Cobb- Vice Chairman
3533 S. King Drive#1-S
Chicago, IL 60653
Hours worked: 15

Carol Godwin
1340 N Astor Street #2107
Chicago, IL 60610
Hours worked: 15

Mr. Ed Grossman
2938 E 91st Street
Chicago IL 60617
Hours worked: 15

Al Johnson
900 N Lakeshore Drive
Chicago IL 60611
Hours worked: 15

Fr. Rudy Juarez
228 E. Court Street
Iowa City, IA 52240
Hours worked: 15

Rev. Robert Klonowski
1420 West Dickens Ave.
Chicago IL 60614
Hours worked: 15

Mr. Harvey Lyon
152 N. Scoville Ave
Oak Park, IL 60302
Hours worked: 15

Ms. Joyce Marks
7330 S. Drexel Ave
Chicago IL 60619
Hours worked: 15

Ms. Pamela McElvane
9730 S. Western Ave.
Evergreen Park IL 60805
Hours worked: 15

John McKnight
2040 Sheridan Rd.
Evanston EL 60208
Hours worked: 15

Mrs. Patricia Nielson
1122 Pelham Road
Winnetka IL 60093
Hours worked: 15

Hon. Harold Sullivan
9408 Lawndale
Evanston IL 60203
Hours worked: 15