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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)

**2007**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service(77)

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

**A For the 2007 calendar year, or tax year beginning** , 2007, and ending ,

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

**C Name of organization**  
**ALLIANCE OF LOCAL LEADERS FOR EDUCATION**  
 Number and street (or P O box if mail is not delivered to street addr) Room/suite  
**4801 EXPOSITION BOULEVARD**  
 City, town or country State ZIP code + 4  
**LOS ANGELES CA 90016**

**D Employer Identification Number**  
**74-3064220**

**E Telephone number**  
**(323) 735-9515**

**F Accounting method:**  Cash  Accrual  
 Other (specify) \_\_\_\_\_

**G Web site:** **N/A**

**J Organization type** (check only one)  501(c) **4** (insert no)  4947(a)(1) or  527

**K** Check here  if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return

**L Gross receipts:** Add lines 6b, 8b, 9b, and 10b to line 12 **135,829.**

**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 **4**  
**H (c)** Are all affiliates included?  Yes  No (If 'No,' attach a list See instructions)  
**H (d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No  
**I** Group Exemption Number \_\_\_\_\_  
**M** Check  if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)

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

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)**

<b>1</b>	Contributions, gifts, grants, and similar amounts received			
<b>a</b>	Contributions to donor advised funds	<b>1a</b>		
<b>b</b>	Direct public support (not included on line 1a)	<b>1b</b>	135,829.	
<b>c</b>	Indirect public support (not included on line 1a)	<b>1c</b>		
<b>d</b>	Government contributions (grants) (not included on line 1a)	<b>1d</b>		
<b>e</b>	Total (add lines 1a through 1d) (cash \$ <b>135,829.</b> noncash \$ _____)	<b>1e</b>		135,829.
<b>2</b>	Program service revenue including government fees and contracts (from Part VII, line 93)	<b>2</b>		
<b>3</b>	Membership dues and assessments	<b>3</b>		
<b>4</b>	Interest on savings and temporary investments	<b>4</b>		
<b>5</b>	Dividends and interest from securities	<b>5</b>		
<b>6a</b>	Gross rents	<b>6a</b>		
<b>b</b>	Less: rental expenses	<b>6b</b>		
<b>c</b>	Net rental income or (loss). Subtract line 6b from line 6a.	<b>6c</b>		
<b>7</b>	Other investment income or (loss)	<b>7</b>		
<b>8a</b>	Gross amount from sales of assets other than inventory	(A) Securities	(B) Other	
<b>b</b>	Less: cost or other basis and sales expenses	<b>8a</b>		
<b>c</b>	Gain or (loss) (attach schedule)	<b>8b</b>		
<b>d</b>	Net gain or (loss) Combine line 8c, columns (A) and (B)	<b>8c</b>		
<b>8d</b>				
<b>9</b>	Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>			
<b>a</b>	Gross revenue (not including \$ _____ of contributions reported on line 1b)	<b>9a</b>		
<b>b</b>	Less: direct expenses other than fundraising expenses	<b>9b</b>		
<b>c</b>	Net income or (loss) from special events Subtract line 9b from line 9a.	<b>9c</b>		
<b>10a</b>	Gross sales of inventory, less returns and allowances	<b>10a</b>		
<b>b</b>	Less: cost of goods sold	<b>10b</b>		
<b>c</b>	Gross profit or (loss) from sales of inventory (attach schedule) Subtract line 10b from line 10a	<b>10c</b>		
<b>11</b>	Other revenue (from Part VII, line 103)	<b>11</b>		
<b>12</b>	<b>Total revenue.</b> Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	<b>12</b>		135,829.
<b>13</b>	Program services (from line 44, column (B))	<b>13</b>		105,916.
<b>14</b>	Management and general (from line 44, column (C))	<b>14</b>		7,504.
<b>15</b>	Fundraising (from line 44, column (D))	<b>15</b>		0.
<b>16</b>	Payments to affiliates (attach schedule)	<b>16</b>		
<b>17</b>	<b>Total expenses.</b> Add lines 16 and 44, column (A).	<b>17</b>		113,420.
<b>18</b>	Excess or (deficit) for the year. Subtract line 17 from line 12	<b>18</b>		22,409.
<b>19</b>	Net assets or fund balances at beginning of year (from line 73, column (A))	<b>19</b>		17,467.
<b>20</b>	Other changes in net assets or fund balances (attach explanation) See L-20 Stmt	<b>20</b>		442.
<b>21</b>	Net assets or fund balances at end of year Combine lines 18, 19, and 20.	<b>21</b>		40,318.

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**Part I Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See *instructions*)

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
<b>22a</b> Grants paid from donor advised funds (attach sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22a</b>			
<b>22b</b> Other grants and allocations (att sch) (cash \$ _____ non-cash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>22b</b>			
<b>23</b> Specific assistance to individuals (attach schedule)	<b>23</b>			
<b>24</b> Benefits paid to or for members (attach schedule)	<b>24</b>			
<b>25a</b> Compensation of current officers, directors, key employees, etc. listed in Part V-A	<b>25a</b> 0.	0.	0.	0.
<b>b</b> Compensation of former officers, directors, key employees, etc. listed in Part V-B	<b>25b</b>			
<b>c</b> Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	<b>25c</b>			
<b>26</b> Salaries and wages of employees not included on lines 25a, b, and c	<b>26</b> 55,495.	50,795.	4,700.	0.
<b>27</b> Pension plan contributions not included on lines 25a, b, and c	<b>27</b>			
<b>28</b> Employee benefits not included on lines 25a - 27	<b>28</b> 1,147.	1,050.	97.	0.
<b>29</b> Payroll taxes	<b>29</b> 5,045.	4,633.	412.	0.
<b>30</b> Professional fundraising fees	<b>30</b>			
<b>31</b> Accounting fees	<b>31</b> 8,187.	8,187.	0.	0.
<b>32</b> Legal fees	<b>32</b> 20.	0.	20.	0.
<b>33</b> Supplies	<b>33</b> 5,513.	4,962.	551.	0.
<b>34</b> Telephone	<b>34</b> 7,574.	7,574.	0.	0.
<b>35</b> Postage and shipping	<b>35</b> 556.	506.	50.	0.
<b>36</b> Occupancy	<b>36</b> 18,116.	16,486.	1,630.	0.
<b>37</b> Equipment rental and maintenance	<b>37</b> 4,797.	4,797.	0.	0.
<b>38</b> Printing and publications	<b>38</b>			
<b>39</b> Travel	<b>39</b> 453.	409.	44.	0.
<b>40</b> Conferences, conventions, and meetings	<b>40</b> 5,401.	5,401.	0.	0.
<b>41</b> Interest	<b>41</b>			
<b>42</b> Depreciation, depletion, etc (attach schedule)	<b>42</b>			
<b>43</b> Other expenses not covered above (itemize).				
<b>a</b> <u>Consultants</u>	<b>43a</b> 1,116.	1,116.	0.	0.
<b>b</b> -----	<b>43b</b>			
<b>c</b> -----	<b>43c</b>			
<b>d</b> -----	<b>43d</b>			
<b>e</b> -----	<b>43e</b>			
<b>f</b> -----	<b>43f</b>			
<b>g</b> -----	<b>43g</b>			
<b>44</b> Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	<b>44</b> 113,420.	105,916.	7,504.	0.

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

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

**Part III Statement of Program Service Accomplishments** (See the instructions.)

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.

What is the organization's primary exempt purpose? <b>To promote the general welfare of the people of Los Angeles.</b> 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) organizations and 4947(a)(1) trusts, but optional for others)
<b>a</b> <u>Work to improve conditions in the Los Angeles community concerning education, helath care, public safety and crime prevention, affordable housing and commuinity and economic development.</u> ----- ----- ----- (Grants and allocations \$ <u>0.</u> ) If this amount includes foreign grants, check here <input type="checkbox"/>	<b>105,916.</b>
<b>b</b> ----- ----- ----- (Grants and allocations \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>c</b> ----- ----- ----- (Grants and allocations \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>d</b> ----- ----- ----- (Grants and allocations \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>e</b> Other program services . . . (Grants and allocations \$ _____ ) If this amount includes foreign grants, check here <input type="checkbox"/>	
<b>f Total of Program Service Expenses</b> (should equal line 44, column (B), Program services)	<b>105,916.</b>

BAA

**Part IV Balance Sheets** (See the instructions.)

**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	<b>45</b> Cash – non-interest-bearing	19,945.	45	42,394.
	<b>46</b> Savings and temporary cash investments		46	
	<b>47a</b> Accounts receivable			
	<b>b</b> Less: allowance for doubtful accounts		47c	
	<b>48a</b> Pledges receivable			
	<b>b</b> Less: allowance for doubtful accounts		48c	
	<b>49</b> Grants receivable		49	
	<b>50a</b> Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	<b>b</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
	<b>51a</b> Other notes and loans receivable (attach schedule)			
	<b>b</b> Less: allowance for doubtful accounts		51c	
	<b>52</b> Inventories for sale or use		52	
	<b>53</b> Prepaid expenses and deferred charges		53	
	<b>54a</b> Investments – publicly-traded securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV <input type="checkbox"/> Cost <input type="checkbox"/> FMV	54a	
	<b>b</b> Investments – other securities (attach sch)		54b	
	<b>55a</b> Investments – land, buildings, & equipment: basis			
	<b>b</b> Less: accumulated depreciation (attach schedule)		55c	
	<b>56</b> Investments – other (attach schedule)		56	
	<b>57a</b> Land, buildings, and equipment: basis			
<b>b</b> Less: accumulated depreciation (attach schedule)		57c		
<b>58</b> Other assets, including program-related investments (describe ▶ _____ )		58		
<b>59 Total assets</b> (must equal line 74). Add lines 45 through 58	19,945.	59	42,394.	
LIABILITIES	<b>60</b> Accounts payable and accrued expenses	2,478.	60	2,076.
	<b>61</b> Grants payable		61	
	<b>62</b> Deferred revenue		62	
	<b>63</b> Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	<b>64a</b> Tax-exempt bond liabilities (attach schedule)		64a	
	<b>b</b> Mortgages and other notes payable (attach schedule)		64b	
	<b>65</b> Other liabilities (describe ▶ _____ )		65	
	<b>66 Total liabilities.</b> Add lines 60 through 65	2,478.	66	2,076.
NET ASSETS OR FUND BALANCES	<b>Organizations that follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	<b>67</b> Unrestricted		67	
	<b>68</b> Temporarily restricted		68	
	<b>69</b> Permanently restricted		69	
	<b>Organizations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/> and complete lines 70 through 74			
	<b>70</b> Capital stock, trust principal, or current funds		70	
	<b>71</b> Paid-in or capital surplus, or land, building, and equipment fund		71	
	<b>72</b> Retained earnings, endowment, accumulated income, or other funds	17,467.	72	40,318.
<b>73 Total net assets or fund balances.</b> Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	17,467.	73	40,318.	
<b>74 Total liabilities and net assets/fund balances.</b> Add lines 66 and 73	19,945.	74	42,394.	

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See the instructions.)

		<b>N/A</b>
<b>a</b>	Total revenue, gains, and other support per audited financial statements	<b>a</b>
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 12:	
1	Net unrealized gains on investments	<b>b1</b>
2	Donated services and use of facilities	<b>b2</b>
3	Recoveries of prior year grants	<b>b3</b>
4	Other (specify): _____	<b>b4</b>
	Add lines <b>b1</b> through <b>b4</b>	<b>b</b>
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>	<b>c</b>
<b>d</b>	Amounts included on Part I, line 12, but not on line <b>a</b> :	
1	Investment expenses not included on Part I, line 6b	<b>d1</b>
2	Other (specify): _____	<b>d2</b>
	Add lines <b>d1</b> and <b>d2</b>	<b>d</b>
<b>e</b>	<b>Total revenue</b> (Part I, line 12). Add lines <b>c</b> and <b>d</b>	<b>e</b>

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

		<b>N/A</b>
<b>a</b>	Total expenses and losses per audited financial statements	<b>a</b>
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 17:	
1	Donated services and use of facilities	<b>b1</b>
2	Prior year adjustments reported on Part I, line 20	<b>b2</b>
3	Losses reported on Part I, line 20	<b>b3</b>
4	Other (specify): _____	<b>b4</b>
	Add lines <b>b1</b> through <b>b4</b>	<b>b</b>
<b>c</b>	Subtract line <b>b</b> from line <b>a</b>	<b>c</b>
<b>d</b>	Amounts included on Part I, line 17, but not on line <b>a</b> :	
1	Investment expenses not included on Part I, line 6b	<b>d1</b>
2	Other (specify): _____	<b>d2</b>
	Add lines <b>d1</b> and <b>d2</b>	<b>d</b>
<b>e</b>	<b>Total expenses</b> (Part I, line 17). Add lines <b>c</b> and <b>d</b>	<b>e</b>

**Part V-A Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances
KAREN BASS 3346 S. LA CIENEGA BLVD. LOS ANGELES CA 90016	CHAIRMAN 1.00	0.	0.	0.
TYRONE FREEMAN 3346 S. LA CIENEGA BLVD. LOS ANGELES CA 90016	SECRETARY 1.00	0.	0.	0.
ANTHONY THIGPENN 3346 S. LA CIENEGA BLVD. LOS ANGELES, CA 90016	TREASURER 4.00	0.	0.	0.
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-----				
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**Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)**

		Yes	No
<b>75a</b> Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings <span style="float:right">▶ <u>5</u></span>			
<b>b</b> Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If 'Yes,' attach a statement that identifies the individuals and explains the relationship(s)	<b>75b</b>		X
<b>c</b> Do any officers, directors, trustees, or key employees listed in form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of 'related organization' <span style="float:right">▶</span> If 'Yes,' attach a statement that includes the information described in the instructions.	<b>75c</b>		X
<b>d</b> Does the organization have a written conflict of interest policy?	<b>75d</b>	X	

**Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other**

**Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

(A) Name and address	(B) Loans and Advances	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation plans	(E) Expense account and other allowances

**Part VI Other Information (See the instructions.)**

		Yes	No
<b>76</b> Did the organization make a change in its activities or methods of conducting activities? If 'Yes,' attach a detailed statement of each change	<b>76</b>		X
<b>77</b> 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.	<b>77</b>		X
<b>78a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	<b>78a</b>		X
<b>b</b> If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	<b>78b</b>		
<b>79</b> Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement	<b>79</b>		X
<b>80a</b> 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?	<b>80a</b>		X
<b>b</b> If 'Yes,' enter the name of the organization <span style="float:right">▶</span> _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.			
<b>81a</b> Enter direct and indirect political expenditures. (See line 81 instructions) <span style="float:right"><b>81a</b></span>			
<b>b</b> Did the organization file <b>Form 1120-POL</b> for this year?	<b>81b</b>		X

Part VI Other Information (continued)	Yes	No
<b>82 a</b> 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?	<b>82 a</b>	X
<b>b</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.)	<b>82 b</b>	
<b>83 a</b> Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83 a</b>	X
<b>b</b> Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	<b>83 b</b>	X
<b>84 a</b> Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84 a</b>	X
<b>b</b> If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84 b</b>	
<b>85 a</b> 501(c)(4), (5), or (6) Were substantially all dues nondeductible by members?	<b>85 a</b>	X
<b>b</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>85 b</b>	X
If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
<b>c</b> Dues, assessments, and similar amounts from members	<b>85 c</b>	N/A
<b>d</b> Section 162(e) lobbying and political expenditures	<b>85 d</b>	N/A
<b>e</b> Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85 e</b>	N/A
<b>f</b> Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85 f</b>	N/A
<b>g</b> Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	<b>85 g</b>	N/A
<b>h</b> 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?	<b>85 h</b>	N/A
<b>86</b> 501(c)(7) organizations Enter. <b>a</b> Initiation fees and capital contributions included on line 12	<b>86 a</b>	N/A
<b>b</b> Gross receipts, included on line 12, for public use of club facilities	<b>86 b</b>	N/A
<b>87</b> 501(c)(12) organizations Enter. <b>a</b> Gross income from members or shareholders	<b>87 a</b>	N/A
<b>b</b> Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them)	<b>87 b</b>	N/A
<b>88 a</b> 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	<b>88 a</b>	X
<b>b</b> At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Part XI	<b>88 b</b>	X
<b>89 a</b> 501(c)(3) organizations Enter. Amount of tax imposed on the organization during the year under: section 4911 <u>N/A</u> , section 4912 <u>N/A</u> ; section 4955 <u>N/A</u>		
<b>b</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	<b>89 b</b>	X
<b>c</b> Enter. Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958	0.	
<b>d</b> Enter. Amount of tax on line 89c, above, reimbursed by the organization		
<b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	<b>89 e</b>	X
<b>f</b> All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	<b>89 f</b>	X
<b>g</b> For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	<b>89 g</b>	X
<b>90 a</b> List the states with which a copy of this return is filed <u>See States Filed In</u>		
<b>b</b> Number of employees employed in the pay period that includes March 12, 2007 (See instructions)	<b>90 b</b>	3
<b>91 a</b> The books are in care of <u>ANTHONY THIGPENN</u> Telephone number <u>(323) 735-9515</u> Located at <u>3346 S. LA CIENEGA BLVD.</u> <u>LOS ANGELES,</u> <u>CA</u> ZIP + 4 <u>90019</u>		
<b>b</b> At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country	<b>91 b</b>	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		



**Part VI Other Information (continued)**

c At any time during the calendar year, did the organization maintain an office outside of the United States? ... **91 c** Yes  No

If 'Yes,' enter the name of the foreign country ▶

**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** |

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

**Note:** Enter gross amounts unless otherwise indicated

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

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

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See 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)
▼	N/A

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)** N/A

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

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See 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).

**Part XI** Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

N/A	
Yes	No

**106** Did the reporting organization **make** any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
<b>Totals</b>				

Yes	No

**107** Did the reporting organization **receive** any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If 'Yes,' complete the schedule below for each controlled entity

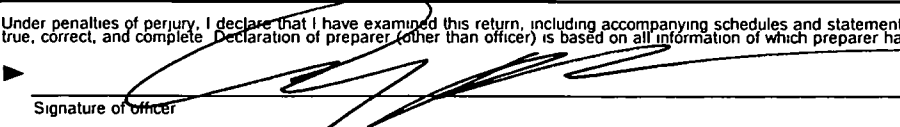
	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	-----			
b	-----			
c	-----			
<b>Totals</b>				

Yes	No

**108** Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?


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**

Signature of officer:  Date: 11/10/08

ANTHONY THIGPENN  
Type or print name and title

**Paid Preparer's Use Only**

Preparer's signature:  Date: 11/10/08

Check if self-employed:  X

Preparer's SSN or PTIN (See General Instruction X)

Firm's name (or yours if self-employed), address, and ZIP + 4: Robyn T. Elliott, CPA  
5767 Uplander Way Suite 208  
Culver City CA 90230

EIN: \_\_\_\_\_ Phone no: \_\_\_\_\_

Form 990. Part VI, Page 7, Line 90a

**States Filed In**California

Form 990, Page 1, Part I, Line 20

**Other Changes in Net Assets or Fund Balances**

Description	Amount
PRIOR PERIOD ADJUSTMENT	442.
Total	<u>442.</u>