

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)

Department of the Treasury Internal Revenue Service

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

A For the 2001 calendar year, or tax year period beginning and ending

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization: UNION STATION FOUNDATION. D Employer identification number: 95-3958741. E Telephone number: (626) 449-4596. F Accounting method: Cash, Accrual.

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ). H and I are not applicable to section 527 organizations.

G Web site: WWW.UNIONSTATIONFOUNDATION.ORG

J Organization type (check only one): [X] 501(c) ( 3 ) (insert no) [ ] 4947(a)(1) or [ ] 527

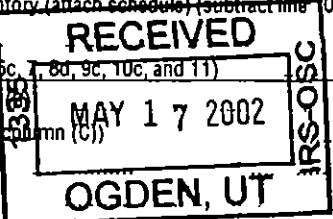
K Check here [ ] if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 4,358,469.

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

Table with columns for Revenue, Expenses, and Net Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue including government fees and contracts; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6 a Gross rents; 6 b Less rental expenses; 6 c Net rental income or (loss); 7 Other investment income; 8 a Gross amount from sale of assets other than inventory; 8 b Less cost or other basis and sales expenses; 8 c Gain or (loss); 8 d Net gain or (loss); 9 Special events and activities; 10 a Gross sales of inventory, less returns and allowances; 10 b Less cost of goods sold; 10 c Gross profit or (loss); 11 Other revenue; 12 Total revenue; 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets or fund balances; 21 Net assets or fund balances at end of year.

SCANNED JUL 24 '02



**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	25 108,664.	81,510.	10,745.	16,409.
26 Other salaries and wages	26 1,430,669.	1,073,153.	141,465.	216,051.
27 Pension plan contributions	27			
28 Other employee benefits	28 330,443.	266,882.	17,697.	45,864.
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31 14,665.	3,470.	11,195.	
32 Legal fees	32			
33 Supplies	33 16,903.	13,879.	1,675.	1,349.
34 Telephone	34			
35 Postage and shipping	35 5,213.	2,085.	2,085.	1,043.
36 Occupancy	36 77,027.	52,338.	12,650.	12,039.
37 Equipment rental and maintenance	37 15,626.	6,997.	4,492.	4,137.
38 Printing and publications	38 5,158.	2,063.	2,063.	1,032.
39 Travel	39			
40 Conferences, conventions, and meetings	40			
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42 55,116.	45,195.	3,858.	6,063.
43 Other expenses not covered above (itemize) a _____ b _____ c _____ d _____ e SEE STATEMENT 4	43a 43b 43c 43d 43e			
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D) carry these totals to lines 13-15	44 3,130,968.	2,214,350.	259,613.	657,005.

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 5**

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 HOSPITALITY CENTER: BREAKFAST, LUNCH, DINNER; COUNSELING BY CASE MGMT STAFF AND SUBSTANCE ABUSE STAFF FOR POOR AND HOMELESS OF SG VALLEY AREA; REFERRALS TO OTHER AGENCIES (Grants and allocations \$ _____)	2,214,350.
b SHELTER: ONE SHELTER WITH 36 BEDS AND ONE WITH 25 BEDS; GUESTS MAY STAY ONE TO SIXTY NIGHTS; TOTAL OF 22,265 SHELTER BEDS AVAILABLE FOR THE YEAR. (Grants and allocations \$ _____)	
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)	2,214,350.

**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
<b>Assets</b>	45 Cash - non-interest-bearing	770,627.	45	1,136,875.
	46 Savings and temporary cash investments	335,597.	46	292,311.
	47 a Accounts receivable	47a		
	b Less allowance for doubtful accounts	47b	47c	
	48 a Pledges receivable	1,689,697.	48a	
	b Less allowance for doubtful accounts	48b	48c	1,689,697.
	49 Grants receivable	42,834.	49	47,367.
	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	24,084.	53	32,051.
	54 Investments - securities <b>STMT 6</b>	1,061,463.	54	1,030,584.
	55 a Investments - land, buildings, and equipment basis	55a		
	b Less accumulated depreciation	55b	55c	
56 Investments - other	SEE STATEMENT 7	600.	56	<1,912.>
57 a Land, buildings and equipment basis	3,608,393.	57a		
b Less accumulated depreciation	531,618.	57b	57c	3,076,775.
58 Other assets (describe <b>SEE STATEMENT 8</b> )		<189,237.>	58	<236,055.>
59 <b>Total assets</b> (add lines 45 through 58) (must equal line 74)		6,317,992.	59	7,067,693.
<b>Liabilities</b>	60 Accounts payable and accrued expenses	317,981.	60	155,636.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable <b>STMT 9</b>	55,000.	64b	36,667.
	65 Other liabilities (describe <b>SEE STATEMENT 8</b> )		65	
66 <b>Total liabilities</b> (add lines 60 through 65)		372,981.	66	192,303.
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	3,660,299.	67	4,411,846.
	68 Temporarily restricted	1,354,492.	68	1,577,804.
	69 Permanently restricted	930,220.	69	885,740.
	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 <b>Total net assets or fund balances</b> (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	5,945,011.	73	6,875,390.
	74 <b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73)		6,317,992.	74

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

Table with columns for question number, question text, and Yes/No columns. Includes questions 76 through 90b regarding organizational activities, financials, and governance.

91 The books are in care of CYNTHIA FOSTER C/O UNION STATION Telephone no (626) 683-8071
Located at 412 S. RAYMOND AVE. PASADENA, CA ZIP +4 91105

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year 92 N/A

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

	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	
<b>Note</b> Enter gross amounts unless otherwise indicated					
93 Program service revenue					
a <b>CASE MGT. SERVICES</b>					240,032.
b <b>OTHER INCOME</b>					9,036.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	72,181.	
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			05	2,473.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a <b>BAD DEBT</b>					<44,097.>
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		74,654.	204,971.
105 Total (add line 104, columns (B), (D), and (E))					279,625.

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

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

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93	UNION STATION PROVIDES CASE MANAGEMENT SERVICES TO HOMELESS MENTALLY ILL ADULTS WHO ARE CLIENTS OF THE PASADENA MULTI-SERVICE CENTER AND IS PAID FOR THESE SERVICES BY PACIFIC CLINICS LOCATED AT 909 SOUTH FAIR OAKS AVENUE, PASADENA, CA. 91105.

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

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

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

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

completing schedules and statements and to the best of my knowledge and belief it is true, information of which preparer has any knowledge

1/15/02 MARVIN GROSS, EXECUTIVE DIRECTOR

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

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

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

**Supplementary Information-(See separate instructions.)**  
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

**2001**

Name of the organization **UNION STATION FOUNDATION** Employer identification number **95 3958741**

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

(See page 1 of the instructions List each one If there are none, enter "None")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
CYNTHIA FOSTER ----- 412 S. RAYMOND AVE.	ADMIN DIR. 40	55,136.	4,379.	
LARRY JOHNSON ----- 412 S. RAYMOND AVE.	PROG. DIR 40	52,709.	3,500.	
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-----				
-----				
-----				
Total number of other employees paid over \$50,000 ▶	0			

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

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

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE -----		
-----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services ▶	0	

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

	Yes	No
<b>1</b> 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
<b>2</b> 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 )		
<b>a</b> Sale, exchange, or leasing of property?		X
<b>b</b> Lending of money or other extension of credit?		X
<b>c</b> Furnishing of goods, services, or facilities?		X
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
<b>e</b> Transfer of any part of its income or assets?		X
<b>3</b> Does the organization make grants for scholarships, fellowships, student loans, etc ? (See Note below )		X
<b>4</b> Do you have a section 403(b) annuity plan for your employees?		X
<b>Note</b> Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments		

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

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

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

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

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

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

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

Calendar year (or fiscal year beginning in)	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	6,209,871.	2,550,053.	1,569,818.	1,250,522.	11,580,264.
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	242,024.	236,719.	307,020.	290,714.	1,076,477.
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	140,656.	66,779.	97,491.	91,417.	396,343.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization a benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge.					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					
23 Total of lines 15 through 22	6,592,551.	2,853,551.	1,974,329.	1,632,653.	13,053,084.
24 Line 23 minus line 17	6,350,527.	2,616,832.	1,667,309.	1,341,939.	11,976,607.
25 Enter 1% of line 23	65,926.	28,536.	19,743.	16,327.	

26 Organizations described on lines 10 or 11

a Enter 2% of amount in column (e), line 24 ▶ 26a 239,532.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1997 through 2000 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ 26b 451,872.

c Total support for section 509(a)(1) test. Enter line 24, column (e) ▶ 26c 11,976,607.

d Add Amounts from column (e) for lines 18 396,343. 19 451,872. 22 451,872. ▶ 26d 848,215.

e Public support (line 26c minus line 26d total) ▶ 26e 11,128,392.

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ 26f 92.9177%

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**

(2000) (1999) (1998) (1997)

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**

(2000) (1999) (1998) (1997)

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 1997 through 2000, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15

**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 )		
<hr/> <hr/> <hr/>			
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	
<hr/> <hr/>			
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	
<hr/> <hr/>			
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 (The term "expenditures" means amounts paid or incurred )		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		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	41	
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) 2001	(b) 2000	(c) 1999	(d) 1998	(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 12 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



**Schedule B**  
(Form 990, 990-EZ, or  
990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Supplementary Information for  
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No 1545-0047

**2001**

Name of organization

UNION STATION FOUNDATION

Employer identification number

95-3958741

Organization type (check one)

Filers of

Section

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General rule** or a **Special rule** (Note Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General rule and a Special rule-see instructions)

**General Rule-**

For organizations filing Form 990, 990-EZ, or 990 PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

**Special Rules-**

For a section 501(c)(3) organization filing Form 990, or Form 990 EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990 EZ, that received from any one contributor, during the year, *some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000* (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the Parts unless the General rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$ \_\_\_\_\_

**Caution** Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they must check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Schedule B (Form 990, 990-EZ, or 990-PF) (2001)

Name of organization

Employer identification number

UNION STATION FOUNDATION

95-3958741

**Part I** Contributors (See Specific Instructions)

(a) No	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 84,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2		\$ 90,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3		\$ 115,350.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4		\$ 96,414.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6		\$ 189,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

UNION STATION FOUNDATION

95-3958741

**Part I** Contributors (See Specific Instructions)

(a) No	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 1

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
AMERICAN FUNDS	2,623.	2,690.	0.	<67.>
AMERICAN FUNDS	1,413.	1,406.	0.	7.
AMERICAN FUNDS	1,312.	1,315.	0.	<3.>
AMERICAN FUNDS	135,850.	142,939.	0.	<7,089.>
AMERICAN FUNDS	5,336.	5,837.	0.	<501.>
AMERICAN FUNDS	5,336.	5,804.	0.	<468.>
AMERICAN FUNDS	3,606.	4,008.	0.	<402.>
AMERICAN FUNDS	1,547.	1,540.	0.	7.
CAPITAL GAINS DISTRIBUTED -				
AMERICAN FUNDS	13,937.	0.	0.	13,937.
AMERICAN FUNDS	706.	702.	0.	4.
AMERICAN FUNDS	73,148.	72,100.	0.	1,048.
TO FORM 990, PART I, LINE 8	244,814.	238,341.	0.	6,473.

FORM 990 GAIN (LOSS) FROM SALE OF OTHER ASSETS STATEMENT 2

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
1984 MERCEDES BENZ	VARIOUS	08/20/01	DONATED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	500.	4,500.	0.	0.	<4,000.>
TO FM 990, PART I, LN 8	500.	4,500.	0.	0.	<4,000.>

FORM 990 OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 3

DESCRIPTION	AMOUNT
UNREALIZED HOLDING LOSS ON MARKETABLE SECURITIES	<54,281.>
TOTAL TO FORM 990, PART I, LINE 20	<54,281.>

FORM 990 OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
FOOD	243,106.	243,106.		
DEVELOPMENT/PR	268,554.	212.	212.	268,130.
INSURANCE AND TAXES	30,210.	28,700.	1,208.	302.
PATRON AID	252,079.	252,079.		
AUTO, INCLUDING REIMB	14,553.	14,177.	376.	
VOLUNTEER PROGRAM	6,966.	6,966.		
HEALTH SCREENING PROGRAM	4,985.	4,985.		
SUBSTANCE ABUSE RECOVERY	3,276.	3,276.		
LAUNDRY	3,376.	3,376.		
OFFICE EQUIPMENT	19,422.	7,992.	5,717.	5,713.
UTILITIES AND TELEPHONE	48,562.	40,085.	5,027.	3,450.
BUILDING REPAIRS AND MAINTENANCE	58,797.	45,300.	13,497.	

STAFF TRAINING AND MEETINGS	28,022.	13,244.	14,778.	
PAYROLL SERVICE	10,463.		10,463.	
SPECIAL EVENTS	75,013.			75,013.
CONSULTANT	4,100.	3,280.	410.	410.
<b>TOTAL TO FM 990, LN 43</b>	<b>1,071,484.</b>	<b>666,778.</b>	<b>51,688.</b>	<b>353,018.</b>

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 5  
PART III

EXPLANATION

TO PROVIDE SHELTER AND FOOD TO THE HOMELESS OF THE SAN GABRIEL VALLEY, ESPECIALLY THE HOMELESS OF THE PASADENA AREA.

FORM 990 NON-GOVERNMENT SECURITIES STATEMENT 6

SECURITY DESCRIPTION	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES
INVESTMENTS IN MUTUAL FUNDS				1,030,584.	1,030,584.
<b>TO 990, LN 54 COL B</b>				<b>1,030,584.</b>	<b>1,030,584.</b>

FORM 990 OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	AMOUNT
INVESTMENT IN PARTNERSHIP	COST	<1,912.>
<b>TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B</b>		<b>&lt;1,912.&gt;</b>

FORM 990

OTHER ASSETS

STATEMENT 8

DESCRIPTION

AMOUNT

OTHER RECEIVABLES

18,419.

ALLOWANCE FOR DOUBTFUL ACCOUNTS

<257,205.>

SECURITY DEPOSIT

2,731.

TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B

<236,055.>

FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 9

LENDER'S NAME  
CITY OF PASADENA

TERMS OF REPAYMENT  
PROVIDE SERVICES FOR THE HOMELESS IN EXCHANGE FOR NOTE REDUCTION

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
02/16/88	02/15/03	275,000.	.00%

<u>SECURITY PROVIDED BY BORROWER</u>	<u>PURPOSE OF LOAN</u>
SECURED BY DEED OF TRUST ON PROPERTY LOCATED AT 412 S. RAYMOND AVE., PASADENA	TO HOUSE HOMELESS FACILITY

RELATIONSHIP OF LENDER

NONE

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
PROPERTY LOCATED AT 412 S. RAYMOND AVE., PASADENA, CA 91105	0.	36,667.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		36,667.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 10

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED LOSSES INCLUDED IN REVENUES	<54,281.>
TOTAL TO FORM 990, PART IV-A	<54,281.>

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT 11
DESCRIPTION		AMOUNT
UNREALIZED LOSSES INCLUDED IN REVENUES		54,281.
TOTAL TO FORM 990, PART IV-B		54,281.

FORM 990	PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES	STATEMENT 12
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE	
			BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN GROSS 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	EXECUTIVE DIRECTOR 40	108,664.	9,955.	1,500.
WILLIAM GOLDMAN 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - PRESIDENT MINIMAL	0.	0.	0.
MINDY STEIN 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - VICE PRESIDENT MINIMAL	0.	0.	0.
WILLIAM KERLER 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - TREASURER MINIMAL	0.	0.	0.
HANNAH S. KULLY 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - SECRETARY MINIMAL	0.	0.	0.
KEN EDWARDS 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
GARTH GILPIN 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
MARCIA GOODSTEIN 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.

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BARRY GORDON 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
KAREN GROSS 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
ANN HAMILTON 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
MICHAEL J. MCCRARY 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
GLORIA PITZER 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
GERRY PUHARA 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
LYLA WHITE 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
MATT WRIGHT 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
WENDY KOLOKOTRONES 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.
KAREN REYNOLDS 412 S. RAYMOND AVENUE PASADENA, CALIFORNIA 91105	BOD - MEMBER MINIMAL	0.	0.	0.

TOTALS INCLUDED ON FORM 990, PART V

108,664.	9,955.	1,500.
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