

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

Open to Public Inspection

A For the 2002 calendar year or tax year beginning , 2002, and ending

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

Please use IRS label or print or type. See specific instructions.

SOULFORCE, INC
 Atten Charles Phelan
 700 N Brand Blvd
 Glendale, CA 91203

D Employer Identification Number
33-0782888

E Telephone number
434-384-7696

F Accounting method Cash Accrual
 Other (specify) _____

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? 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 Enter 4 digit GEN _____

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

J Organization type (check only one) 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.

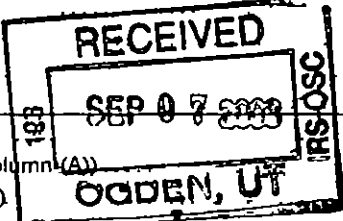
L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 **341,390**

G Web site **N/A**

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 instructions)

REVENUE	1 Contributions, gifts, grants, and similar amounts received				
	a Direct public support	1a	326,160		
	b Indirect public support	1b			
	c Government contributions (grants)	1c			
	d Total (add lines 1a through 1c) (cash \$ 326,160 noncash \$ _____)	1d		326,160	
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			
	5 Dividends and interest from securities	5		230	
	6a Gross rents	6a			
	b Less rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			
7 Other investment income (describe _____)	7				
8a Gross amount from sales of assets other than inventory	(A) Securities	8a			
	(B) Other	8b			
		8c			
	d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
9 Special events and activities (attach schedule)	a Gross revenue (not including \$ _____ of contributions reported on line 1a)	9a			
	b Less direct expenses other than fundraising expenses	9b			
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c			
10a Gross sales of inventory, less returns and allowances		10a	15,000		
	b Less cost of goods sold ADJUSTMENT TO INCOME	10b	-1,089		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		16,089	
11 Other revenue (from Part VII, line 103)	11				
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12			342,479	
EXPENSES	13 Program services (from line 44, column (B))	13		214,337.	
	14 Management and general (from line 44, column (C))	14		161,926.	
	15 Fundraising (from line 44, column (D))	15		8,898	
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17			385,161
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18			-42,682	
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			74,414	
20 Other changes in net assets or fund balances (attach explanation)	20				
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21			31,732	



FILED SEP 16 2003

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 (att sch) (cash \$ _____ non cash \$ _____)	22			
23 Specific assistance to individuals (att sch)	23			
24 Benefits paid to or for members (att sch)	24			
25 Compensation of officers, directors, etc	25	86,170	86,170.	
26 Other salaries and wages	26			
27 Pension plan contributions	27			
28 Other employee benefits	28			
29 Payroll taxes	29	6,776	6,776.	
30 Professional fundraising fees	30			
31 Accounting fees	31	2,514	2,514.	
32 Legal fees	32	5,610	5,610	
33 Supplies	33	4,775	4,775.	
34 Telephone	34	10,141	2,424	7,717.
35 Postage and shipping	35	17,795	8,897	8,898.
36 Occupancy	36			
37 Equipment rental and maintenance	37			
38 Printing and publications	38	11,050	11,050	
39 Travel	39	23,198	23,198	
40 Conferences, conventions, and meetings	40	20,297	20,297	
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42	6,777	6,777	
43 Other expenses not covered above (itemize)				
a See Statement 2	43a	190,058	151,758	38,300
b	43b			
c	43c			
d	43d			
e	43e			
44 Total functional expenses (add lines 22-43) Organizations completing columns (B) - (D), carry these totals to lines 13-15	44	385,161	214,337	161,926

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? <input type="checkbox"/> See Statement 3	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts but optional for others)
a See Statement 4 _____ _____ (Grants and allocations \$ _____)	214,337
b _____ _____ (Grants and allocations \$ _____)	
c _____ _____ (Grants and allocations \$ _____)	
d _____ _____ (Grants and allocations \$ _____)	
e Other program services (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), program services)	214,337

Part IV Balance Sheets (See 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	45 Cash – non-interest-bearing	54,446	45	15,369.
	46 Savings and temporary cash investments		46	
	47 a Accounts receivable		47 a	
	b Less allowance for doubtful accounts		47 b	47 c
	48 a Pledges receivable		48 a	
	b Less allowance for doubtful accounts		48 b	48 c
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51 a Other notes & loans receivable (attach sch)		51 a	
	b Less allowance for doubtful accounts		51 b	51 c
	52 Inventories for sale or use	788	52	1,877
	53 Prepaid expenses and deferred charges		53	
	54 Investments – securities (attach schedule)		54	
	55 a Investments – land, buildings, & equipment basis		55 a	
	b Less accumulated depreciation (attach schedule)		55 b	55 c
56 Investments – other (attach schedule)		56		
57 a Land, buildings, and equipment basis	37,507.	57 a		
b Less accumulated depreciation (attach schedule) Statement 5	15,293	57 b	57 c	
58 Other assets (describe ▶ _____)	22,908.	58	22,214.	
59 Total assets (add lines 45 through 58) (must equal line 74)	78,142.	59	39,460	
LIABILITIES	60 Accounts payable and accrued expenses		60	
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)	1,363	63	5,363.
	64 a Tax-exempt bond liabilities (attach schedule)		64 a	
	b Mortgages and other notes payable (attach schedule)		64 b	
	65 Other liabilities (describe ▶ See Statement 6 _____)	2,365	65	2,365
66 Total liabilities (add lines 60 through 65)	3,728	66	7,728.	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted		67	
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input checked="" 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	74,414.	72	31,732.
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)	74,414	73	31,732.	
74 Total liabilities and net assets/fund balances (add lines 66 and 73)	78,142.	74	39,460.	

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.

BAA

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

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

a	Total revenue, gains, and other support per audited financial statements	a	N/A
b	Amounts included on line a but not on line 12, Form 990	b	
(1)	Net unrealized gains on investments \$		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify)		
	----- \$		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	
d	Amounts included on line 12, Form 990 but not on line a	d	
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify)		
	----- \$		
	Add amounts on lines (1) and (2)	d	
e	Total revenue per line 12 Form 990 (line c plus line d)	e	

a	Total expenses and losses per audited financial statements	a	N/A
b	Amounts included on line a but not on line 17, Form 990	b	
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify)		
	----- \$		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	
d	Amounts included on line 17, Form 990 but not on line a	d	
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify)		
	----- \$		
	Add amounts on lines (1) and (2)	d	
e	Total expenses per line 17, Form 990 (line c plus line d)	e	

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see 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	(E) Expense account and other allowances
See Statement 7		86,170.	0.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
 If 'Yes,' attach schedule - see instructions

Part VI Other Information (See instructions)

		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		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		X
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement		X
80a	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?		X
81a	b If 'Yes,' enter the name of the organization <u>N/A</u> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures See line 81 instructions	81a	0
81b	b Did the organization file Form 1120-POL for this year?		X
82a	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
82b	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
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
83b	b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
84b	b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85a	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	85a	N/A
85b	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? 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	85b	N/A
85c	c Dues, assessments, and similar amounts from members	85c	N/A
85d	d Section 162(e) lobbying and political expenditures	85d	N/A
85e	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
85f	f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
85g	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
85h	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?	85h	N/A
86a	501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12	86a	N/A
86b	b Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87a	501(c)(12) organizations Enter a Gross income from members or shareholders	87a	N/A
87b	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
89a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <u>0.</u> , section 4912 <u>0.</u> , section 4955 <u>0</u>		
89b	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.
90a	List the states with which a copy of this return is filed <u>CALIFORNIA</u>		
90b	b Number of employees employed in the pay period that includes March 12, 2002 (See instructions)	90b	0
91	The books are in care of <u>WARREN J THOMAS</u> Telephone number <u>626-584-1881</u> Located at <u>750 E GREEN ST, STE 204, PASADENA, CA</u> ZIP + 4 <u>91101</u>		
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 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	
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts					
96 Dividends & interest from securities		230			
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 pers prop					
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 inven ory					16,089
103 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		230			16,089
105 Total (add line 104 columns (B), (D), and (E))					16,319

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 instructions)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment or 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 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 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, 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.

Date 8/29/2003

SCHEDULE A
(Form 990 or 990-EZ)

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

OMB No 1545-0047

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

2002

Supplementary Information — (See separate instructions)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Department of the Treasury
Internal Revenue Service

Name of the organization **SOULFORCE, INC**
Atten: Charles Phelan Employer identification number
33-0782888

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See 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 and deferred compensation	(e) Expense account and other allowances
None				

Total number of other employees paid over \$50,000 ▶ **0**

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See 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 instructions)

	Yes	No
<p>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 ▶ \$ <u>N/A</u></p> <p>(Must equal amounts on line 38, Part VI A, or line 1 of Part VI B)</p> <p>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</p>		X
<p>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)</p>		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e Transfer of any part of its income or assets?		X
3 Does the organization make grants for scholarships, fellowships, student loans, etc? (See Note below)		X
4 Do you have a section 403(b) annuity plan for your employees?		X

Note: 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 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 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 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) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	268,584	321,727	161,446.	83,952.	835,709
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	3,760.	234.	341	-1,549.	2,786
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	811			2.	813
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.					
23 Total of lines 15 through 22	273,155	321,961	161,787	82,405.	839,308.
24 Line 23 minus line 17	269,395	321,727.	161,446	83,954	836,522
25 Enter 1% of line 23	2,732	3,220.	1,618	824	
26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24				N/A
	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 1998 through 2001 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts.				26a
	c Total support for section 509(a)(1) test. Enter line 24, column (e).				26b
	d Add: Amounts from column (e) for lines 18 _____ 19 _____				26c
	22 _____ 26b _____				26d
	e Public support (line 26c minus line 26d total)				26e
	f Public support percentage (line 26e (numerator) divided by line 26c (denominator))				26f %
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.				
	(2001) 0 (2000) 0 (1999) 0 (1998) 0				
	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.				
	(2001) 0 (2000) 0 (1999) 0 (1998) 0				
	c Add: Amounts from column (e) for lines 15 _____ 16 _____				27c
	17 2,786. 20 _____ 21 _____				27d
	d Add: Line 27a total 0. and line 27b total 0.				27e
	e Public support (line 27c total minus line 27d total)				27e
	f Total support for section 509(a)(2) test. Enter amount from line 23, column (e)				27f 839,308.
	g Public support percentage (line 27e (numerator) divided by line 27f (denominator))				27g 99.90 %
	h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))				27h 0.10 %
28 Unusual Grants:	For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, 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.				

Part V Private School Questionnaire (See instructions)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A	
		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?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
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) ----- -----		
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
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		
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		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

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
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 –			
Not over \$500,000			
Over \$500,000 but not over \$1,000,000			
Over \$1,000,000 but not over \$1,500,000			
Over \$1,500,000 but not over \$17,000,000			
Over \$17,000,000			
The lobbying nontaxable amount is –			
20% of the amount on line 40			
\$100,000 plus 15% of the excess over \$500,000			
\$175,000 plus 10% of the excess over \$1,000,000	41		
\$225,000 plus 5% of the excess over \$1,500,000			
\$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)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4 -Year Averaging Period				
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots non-taxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See 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

- 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)

Yes	No	Amount

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

SOULFORCE, INC.
Atten. Charles Phelan

33-0782888

Statement 1
Form 990, Part I, Line 10
Gross Profit (Loss) From Sales Of Inventory

SALE OF EDUCATIONAL VIDEOS	\$ 15,000
Gross Sales	<u>\$ 15,000</u>
Less Returns & Allowances	<u>0.</u>
Net Sales	\$ 15,000
Less Cost Of Goods Sold	<u>-1,089</u>
Gross Profit From Sales Of Inventory	<u>\$ 16,089.</u>

Statement 2
Form 990, Part II, Line 43
Other Expenses

	(A) <u>Total</u>	(B) <u>Program Services</u>	(C) <u>Management & General</u>	(D) <u>Fundraising</u>
ADVERTISEMENT	150	150.		
BANK CHARGES	2,427.		2,427	
BUSINESS GIFTS	474.	474.		
DESIGN AND LAYOUT	3,629	3,629.		
DUES & SUBSCRIPTIONS	2,542	2,542.		
DUPLICATION	3,454	3,454.		
ENTERTAINMENT	3,057	3,057.		
GRAPHICS	500	500.		
HONORARIUM FEES	18,000	18,000.		
INSURANCE	12,398.		12,398.	
INTERNET ACCESS	1,571.		1,571.	
LICENSES & PERMITS	16.		16.	
MEDIA COUNSELING	21,201.	21,201.		
MISCELLANEOUS	286.		286	
OUTSIDE SERVICES	39,050.	19,525	19,525.	
PHOTO COSTS	1,772.	1,772		
STORAGE RENTAL	2,077.		2,077	
THOMAS ROAD HOUSE	11,376	11,376.		
VIDEO PRODUCTION	48,349	48,349.		
WEB PAGE	17,729.	17,729.		
Total	<u>\$ 190,058.</u>	<u>\$ 151,758</u>	<u>\$ 38,300</u>	<u>\$ 0</u>

Statement 3
Form 990, Part III
Organization's Primary Exempt Purpose

TO RESEARCH, TEACH, SYSTEMATIZE, AND APPLY THE NONVIOLENT PRINCIPLES OF GANDHI AND MARTIN LUTHER KING, JR. TO THE CURRENT STRUGGLE OF GAYS AND LESBIANS IN THE UNITED STATES

SOULFORCE, INC.
Atten: Charles Phelan

33-0782888

Statement 4
Form 990, Part III, Line a
Statement of Program Service Accomplishments

Description	Grants and Allocations	Program Service Expenses
PRODUCED & DISTRIBUTED VIDEOS. TAUGHT PRINCIPLES OF NONVIOLENCE ON UNIVERSITY CAMPUSES & IN CITYWIDE INTERFAITH WORKSHOPS PREPARED AND DISTRIBUTED EDUCATIONAL MATERIALS FOR DISTRIBUTION BY MAIL, E-MAIL, AND IN LIBRARIES & CHURCHES. MAINTAINED A WEB PAGE TO TEACH NONVIOLENCE. APPEARED ON NUMEROUS RADIO & TELEVISION TALK SHOWS KEYNOTED OR CONDUCTED WORKSHOPS IN NATIONAL CONVENTIONS.		214,337
	<u>\$ 0.</u>	<u>\$ 214,337</u>

Statement 5
Form 990, Part IV, Line 57
Land, Buildings, and Equipment

Category	Basis	Accum Deprec	Book Value
Automobiles / Transportation Equipment	\$ 15,673	\$ 7,868	\$ 7,805
Furniture and Fixtures	2,690	1,026.	1,664
Machinery and Equipment	19,144	6,399.	12,745
Total	<u>\$ 37,507</u>	<u>\$ 15,293.</u>	<u>\$ 22,214</u>

Statement 6
Form 990, Part IV, Line 65
Other Liabilities

PAYROLL TAXES PAYABLE	\$ 2,365
Total	<u>\$ 2,365</u>

Statement 7
Form 990, Part V
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
JAMES M WHITE 5543-B AVENIDA SOSIEGA LAGUNA HILLS, CA 92653	President 50	\$ 48,000	\$ 0.	0.
GARY E. NIXON 5543-B AVENIDA SOSIEGA LAGUNA HILLS, CA 92653	Vice President 50	38,170.	0.	0.

8/28/03

05 13PM

Statement 7 (continued)
Form 990, Part V
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
JUDY OSBORNE 411 E THOMAS #9 SEATTLE, WA 98102	Trustee None	\$ 0.	\$ 0	\$ 0
JUDY McCALL 2 NARBONNE LAGUNA NIGUEL, CA 92677	Trustee None	0	0.	0.
JIMMY CREECH 412 S BOYLAN AVE RALEIGH, NC 27603	Chairman None	0.	0	0.
KAREN BALL P.O BOX 2813 COLUMBUS, OH 43216	Trustee None	0	0	0
CHUCK PHELAN 3304 CORSE DR LOS ANGELES, CA 90068	Secretary None	0.	0	0
Total		<u>\$ 86,170</u>	<u>\$ 0</u>	<u>\$ 0</u>

SOULFORCE, INC.
Atten. Charles Phelan

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonu. Allow.	Special Depr. Allow.	Prior 179/ Bonu./ Sp. Depr.	Prior Dec Bal Depr.	Salvage /Basis Reductio.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.
Form 990/990 PF																
Auto / Transport Equipment																
4	1994 TOYOTA 4 RUNNER	8/18/00		15,673							15,673	4,734	S/L HY	5	20000	3,135
Total Auto / Transport Equipment																
Furniture and Fixtures																
7	OFFICE CHAIR	11/16/00		785							785	183	S/L HY	5	20000	157
8	FURNITURE	12/01/00		813							813	177	S/L HY	5	20000	163
14	OFFICE FURNITURE	6/04/01		1,091							1,091	127	S/L HY	5	20000	218
Total Furniture and Fixtures																
Machinery and Equipment																
1	COMPUTER EQUIPMENT	2/15/99		2,860							2,860	1,430	S/L HY	5	20000	572
2	CELL PHONE	7/01/99		465							465	233	S/L HY	5	20000	93
3	XEROX FAX MACHINE	12/28/00		500							500	100	S/L HY	5	20000	100
5	COMPUTER	4/30/00		3,043							3,043	1,015	S/L HY	5	20000	609
6	CAMERA	8/19/00		304							304	81	S/L HY	5	20000	61
9	COMPUTER	1/31/01		1,500							1,500	185	S/L HY	5	20000	300
10	FAX MACHINE	6/04/01		1,339							1,339	107	S/L HY	5	20000	288
11	VCR	7/14/01		412							412	28	S/L HY	5	20000	82
12	PORTABLE COMPUTER	9/01/01		2,513							2,513	113	S/L HY	5	20000	503
13	PRINTER	11/08/01		124							124	3	S/L HY	5	20000	25
15	AUDIO VISUAL EQUIPMENT	6/17/02		2,091							2,091	2,091	S/L HY	5	10000	209
16	DIGITAL PROJECTOR	6/28/02		3,492							3,492	3,492	S/L HY	5	10000	349

SOUFORCE, INC.
Atten: Charles Phelan

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus Pct.	Cur 179 Bonus	Special Depr Allow.	Prior 179/ Bonus/ Sp. Depr.	Prior Dec. Bal Depr.	Salvage /Basis Reductn.	Depr Basis	Prior Depr.	Method	Life	Rate	Current Depr.	
17	DIGITAL CAMERA	9/03/02		500							500		S/L	HY	5	10000	50
	Total Machinery and Equipment			19,143		0	0	0	0	0	19,143	3,295					3,221
	Total Depreciation			37,505		0	0	0	0	0	37,505	8,516					6,894
	Grand Total Depreciation			37,505		0	0	0	0	0	37,505	8,516					6,894

Application for Extension of Time to File an Exempt Organization Return

OMB No. 1545-1709

▶ 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)

Note 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)

Note 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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization SOULFORCE, INC	Employer identification number
	Atten Charles Phelan	33-0782888
	Number, street, and room or suite number. If a P.O. box, see instructions	
	700 N Brand Blvd	
	City, town or post office. For a foreign address, see instructions	State ZIP code
	Glendale, CA 91203	

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 (Section 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

- 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-month, for **990-T corporation**) extension of time until 8/15, 20 03, to file the exempt organization return for the organization named above. The extension is for the organization's return for

▶ calendar year 20 02 or

▶ tax year beginning _____, 20 _____ and ending _____, 20 _____

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. \$ _____ 0

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. \$ _____ 0

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. \$ _____ 0

Signature and Verification

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, and that I am authorized to prepare this form.

Signature ▶ Washy Title ▶ CPA Date ▶ 5-15-03

BAA For Paperwork Reduction Act Notice, see instructions Form 8868 (12-2000)

COPY

If you are filing for an Additional (not automatic) 3-Month Extension complete only Part II and check this box

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.

Form fields for Name of Exempt Organization (SOULFORCE, INC), Atten Charles Phelan, Employer identification number (33-0782888), and address (700 N Brand Blvd, Glendale, CA 91203).

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

Form fields for selecting return type: Form 990 (checked), Form 990-EZ, Form 990-T (Section 401(a) or 408(a) trust), Form 1041-A, Form 5227, Form 3870, Form 990-BL, Form 990-PF, Form 990-T (trust other than above), Form 4720, 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

Form fields for organization location: United States (checked), Group Return (checked), and whole group/part of group options.

Form fields for extension details: request until 11/15/03, tax year 2002, and reason for extension (Taxpayer respectfully requests additional time to gather information necessary to file a complete and accurate return).

Form fields for tax calculations: 3a tentative tax less any nonrefundable credits, 3b refundable credits and estimated tax payments made, 3c balance due.

COPY

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 this is true, correct and complete and that I am authorized to prepare this form.

Signature and Date fields: Signature (W. Thomas), Title (CPA), Date (8-11-03).

Notice to Applicant - To be Completed by the IRS

Form fields for IRS notice: We have approved this application, We have not approved this application (with 10-day grace period), We have not approved this application (no grace period), We cannot consider this application, Other.

Director and Date fields.

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

Form fields for alternate mailing address: Name (Warren Thomas & Associates), Address (750 E Green St Ste 204, Pasadena, CA 91101).