

Return of Organization Exempt from Income Tax

2003

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

Open to Public Inspection

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 2003 calendar year, or tax year beginning, 2003, and ending

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization: ACHILLES TRACK CLUB INC. D Employer Identification Number: 13-3318293. E Telephone number: (212) 682-0180. F Accounting method: Accrual.

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

G Web site: N/A

J Organization type: 501(c) 3

K Check here if the organization's gross receipts are normally not more than \$25,000. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12: 607,355.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Instructions)

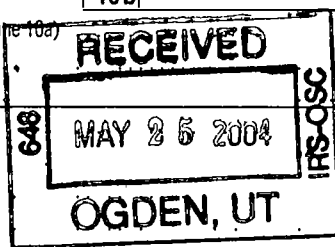
Table with 21 rows and 4 columns. Row 1: Contributions, gifts, grants, and similar amounts received. Total: 607,355. Row 12: Total revenue: 607,355. Row 17: Total expenses: 601,292. Row 21: Net assets or fund balances at end of year: 78,354.

JUN 22 '04

SCANNED MICR-CMR

EXPENSES

ASSETS



P 15

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	128,083.	128,083.	0.
26	Other salaries and wages	26	38,659.	13,659.	25,000.
27	Pension plan contributions	27			
28	Other employee benefits	28	23,452.	21,107.	2,345.
29	Payroll taxes	29	20,429.	18,405.	2,024.
30	Professional fundraising fees	30			
31	Accounting fees	31	16,314.	13,189.	3,125.
32	Legal fees	32			
33	Supplies	33	1,152.	0.	1,152.
34	Telephone	34	8,738.	7,864.	874.
35	Postage and shipping	35	3,951.	3,556.	395.
36	Occupancy	36	32,638.	19,357.	13,281.
37	Equipment rental and maintenance	37			
38	Printing and publications	38			
39	Travel	39			
40	Conferences, conventions, and meetings	40			
41	Interest	41			
42	Depreciation, depletion, etc (attach schedule)	42			
43	Other expenses not covered above (itemize)				
a	BANK CHARGES	43a	706.	0.	706.
b	DUES AND SUBSCRIPTIONS	43b	568.	0.	568.
c	OFFICE EXPENSES	43c	2,322.	0.	2,322.
d	PROGRAM EXPENSES	43d	324,280.	324,280.	0.
e		43e			
44	Total functional expenses (add lines 22 - 43). Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	44	601,292.	549,500.	51,792.

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"/> TO ENABLE THE DISABLED TO PARTICIPATE ON WORLDWIDE RUNNING MARATHONS	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a TO ENABLE AND ASSIST DISABLED INDIVIDUALS TO RUN, WITH THE GENERAL PUBLIC, IN WORLDWIDE MARATHONS (Grants and allocations \$ 0.)	549,500.
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)	549,500.

Part IV Balance Sheets (See Instructions)

		(A)		(B)		
		Beginning of year		End of year		
ASSETS	45 Cash – non-interest-bearing		38,163.	45	40,660.	
	46 Savings and temporary cash investments			46		
	47a Accounts receivable	47a	35,125.			
	b Less: allowance for doubtful accounts	47b		30,000.	47c	35,125.
	48a Pledges receivable	48a				
	b Less: allowance for doubtful accounts	48b			48c	
	49 Grants receivable				49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
	51a Other notes & loans receivable (attach sch)	51a				
	b Less: allowance for doubtful accounts	51b			51c	
	52 Inventories for sale or use		12,000.	52	9,000.	
	53 Prepaid expenses and deferred charges		4,699.	53	0.	
	54 Investments – securities (attach schedule)			54		
	<input type="checkbox"/> Cost <input type="checkbox"/> FMV					
	55a Investments – land, buildings, & equipment basis	55a				
b Less: accumulated depreciation (attach schedule)	55b			55c		
56 Investments – other (attach schedule)				56		
57a Land, buildings, and equipment, basis	57a					
b Less: accumulated depreciation (attach schedule)	57b			57c		
58 Other assets (describe ► _____)				58		
59 Total assets (add lines 45 through 58) (must equal line 74)		84,862.	59	84,785.		
LIABILITIES	60 Accounts payable and accrued expenses		2,571.	60	6,431.	
	61 Grants payable			61		
	62 Deferred revenue			62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		10,000.	63	0.	
	64a Tax-exempt bond liabilities (attach schedule)			64a		
	b Mortgages and other notes payable (attach schedule)			64b		
	65 Other liabilities (describe ► _____)			65		
66 Total liabilities (add lines 60 through 65)		12,571.	66	6,431.		
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74					
	67 Unrestricted		72,291.	67	78,354.	
	68 Temporarily restricted			68		
	69 Permanently restricted			69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74					
	70 Capital stock, trust principal, or current funds			70		
	71 Paid-in or capital surplus, or land, building, and equipment fund			71		
	72 Retained earnings, endowment, accumulated income, or other funds			72		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		72,291.	73	78,354.	
	74 Total liabilities and net assets/fund balances (add lines 66 and 73)		84,862.	74	84,785.	

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.)

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	

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

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
LESLIE WINTER 166 BANK STREET NEW YORK, NY	VICE PRESIDENT 40 AS	68,083.	0.	0.
RICHARD TRAUM 42 WEST 38TH STREET NEW YORK, NY	PRESIDENT 40 AS	60,000.	0.	0.
GEOFF WORDESA SUMMIT SUMMIT, NEW JERSEY	DIRECTOR 0 AS	0.	0.	0.
James Benson 63 Winsor way Weston, MA 02493	Director 0	0	0	0
Kirstin Cole 9 Banksville Rd Armonk, NY 10504	Director 2	0	0	0
Joseph Cruickshank 531 Main Street, #1012 New York, NY 10044	Director 2	0	0	0

If 'Yes,' attach schedule - see instructions.

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					
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 inventory					
103 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))					
105 Total (add line 104, columns (B), (D), and (E))					

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 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 instructions.)

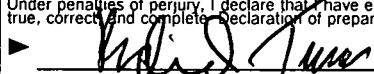
(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

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, 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  Date 5/11/04

Date	Check if self	Preparer's SSN or PTIN (see General Instruction W)
------	---------------	--

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

2003

Department of the Treasury
Internal Revenue Service

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

Name of the organization ACHILLES TRACK CLUB INC	Employer identification number 13-3318293
--	---

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
RICHARD TRAUM ----- 1025 FIFTH AVE NY NY 10028	<i>PRESIDENT</i> DIRECTOR AN	60,000.	0.	0.
LESLIE WINTER ----- 166 BANK ST. NY 10014	<i>Executive Director</i> TREASURER AN	68,083.	0.	0.

Total number of other employees paid over \$50,000 ▶		None		

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
N/A -----		

Total number of others receiving over \$50,000 for professional services ▶		NONE

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 ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i 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>		
<p>a Sale, exchange, or leasing of property?</p>		X
<p>b Lending of money or other extension of credit?</p>		X
<p>c Furnishing of goods, services, or facilities?</p>		X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>		X
<p>e Transfer of any part of its income or assets?</p>		X
<p>3a Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments)</p>		X
<p>b Do you have a section 403(b) annuity plan for your employees?</p>		X
<p>4 Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?</p>		X

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) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	713,785.	789,112.	628,995.	585,430.	2,717,322.
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					
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					
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	713,785.	789,112.	628,995.	585,430.	2,717,322.
24 Line 23 minus line 17	713,785.	789,112.	628,995.	585,430.	2,717,322.
25 Enter 1% of line 23	7,138.	7,891.	6,290.	5,854.	

26 Organizations described on lines 10 or 11:

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

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 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ **26b**

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ **26c**

d Add: Amounts from column (e) for lines **18** _____ **19** _____ ▶ **26d**
22 _____ **26b** _____

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
 (2002) _____ (2001) _____ (2000) _____ (1999) _____

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
 (2002) _____ (2001) _____ (2000) _____ (1999) _____

c Add: Amounts from column (e) for lines: **15** 2,717,322. **16** _____ ▶ **27c** 2,717,322.
17 _____ **20** _____ **21** _____ ▶ **27d**

d Add: Line 27a total _____ and line 27b total _____ ▶ **27e** 2,717,322.

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** 2,717,322.

g **Public support percentage (line 27e (numerator) divided by line 27f (denominator))** ▶ **27g** 100.00 %

h **Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))** ▶ **27h** %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, 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?

29		
----	--	--

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?

30		
----	--	--

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?

31		
----	--	--

If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement)

32 Does the organization maintain the following:

a Records indicating the racial composition of the student body, faculty, and administrative staff?

32a		
-----	--	--

b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?

32b		
-----	--	--

c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?

32c		
-----	--	--

d Copies of all material used by the organization or on its behalf to solicit contributions?

32d		
-----	--	--

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?

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?

33h		
-----	--	--

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?

34a		
-----	--	--

b Has the organization's right to such aid ever been revoked or suspended?

34b		
-----	--	--

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

35		
----	--	--

Financial Statements

Achilles Track Club, Inc.
December 31, 2003

Contents

Financial Statements

Auditor's Report	1
Statements of Position	2
Statements of Activities and Functional Expenses	3
Statements of Cash Flows	4
Notes to Financial Statements	5

SAM J. NOLE and ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANT
60 East 42nd Street, Suite 1201
New York, New York 10165
Telephone 212.682.0180
Fax 212.682.3053

Sam J. Nole, CPA

*Member of
New York State Society of CPAs
American Institute of CPAs*

INDEPENDENT AUDITOR'S REPORT

To The Board of Directors of
Achilles Track Club, Inc.
New York, New York

I have audited the accompanying statements of financial position of Achilles Track Club, Inc., as of December 31, 2003, statements of activities and functional expenses, and statements of cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Achilles Track Club, Inc. as of December 31, 2003 and changes in its net assets and its cash flows for the years then ended in conformity with generally accepted accounting principles.

Sam J. Nole and Associates
CPA

Sam J. Nole and Associates
Certified Public Accountant
New York, New York
May 11, 2004

Achilles Track Club, Inc.
Statements of Financial Position
December 31, 2003

ASSETS

CURRENT ASSETS

Cash	\$ 40,660
Accounts receivable	35,125
Inventory	<u>9,000</u>
	\$ <u>84,785</u>

LIABILITIES AND NET ASSETS

CURRENT LIABILITIES

Accounts payable	\$ 2,518
Accrued taxes	<u>3,913</u>
Total current liabilities	6,431

UNRESTRICTED FUNDS

<u>78,354</u>
\$ <u>84,785</u>

The accompanying notes are an integral part of this financial statement

Achilles Track Club, Inc.
Statements of Activities and Functional Expenses
For the Years Ended December 31, 2003

DONATIONS AND FUND RAISING	\$ 607,355
PROGRAM EXPENSES	<u>549,500</u>
Net program revenue	<u>57,855</u>
EXPENSES	
Accounting	3,125
Bank charges	707
Insurance	2,345
Office expense	4,041
Postage and delivery	395
Rent and utilities	13,282
Salaries	25,000
Taxes – Payroll	2,023
Telephone	<u>874</u>
	<u>51,792</u>
Net increase (decrease) in net assets	6,063
NET ASSETS – BEGINNING OF YEAR	<u>72,291</u>
NET ASSETS – END OF YEAR	\$ <u><u>78,354</u></u>

The accompanying notes are an integral part of this financial statement

Achilles Track Club, Inc.
Statements of Cash Flow
For the Year Ending December 31, 2003

CASH FLOWS FROM OPERATING ACTIVITIES	
Change in net assets	\$ 6,063
Adjustments to reconcile change in net assets to net cash provided by operations:	
(Increase) decrease in accounts receivable	(5,125)
(Increase) decrease in inventory	3,000
(Increase) decrease in prepaid expenses	4,699
(Decrease) increase in accounts payable	(53)
(Decrease) increase in accrued taxes	<u>3,913</u>
Net cash provided by (used by) operating activities	<u>12,497</u>
 CASH FLOWS FROM FINANCING ACTIVITIES	
Repayments on loans payable	(<u>10,000</u>)
Net cash provided by (used by) financing activities	(<u>10,000</u>)
Net Increase (Decrease) in Cash and Cash Equivalents	2,497
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	<u>38,163</u>
 CASH AND CASH EQUIVALENTS AT END OF YEAR	 \$ <u>40,660</u>

The accompanying notes are an integral part of this financial statement

Achilles Track Club, Inc.
Notes to Financial Statements
December 31, 2003

Note 1 – Summary of Significant Accounting Policies

- A. Achilles Track Club, Inc. adheres to generally accepted accounting principles issued by the standards division of the American Institute of Certified Public Accountants relating to section 501C3 non-profit organization.
- B. Inventories are valued at the lower of cost or market. As of December 31, 2003, inventory was \$ 9,000.
- C. Many volunteers participate in the operations and functions of the Achilles Track Club. These services are not recorded as contributions as there is no measurable basis for determination even though they play a significant role in the operations of many of the programs.

Note 2 - Organization

There are many chapters of the Achilles Track Club throughout the world which are in the formulative stage or are not directly administered by the Achilles Track Club, Inc. of New York. These chapters have not been included in these financial statements.

Note 3 – Statement Changes

Payroll of \$141,742 for 2003 has been reclassified to more properly reflect direct program expenses.

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
4 Norah Downey 119 Tweed Boulevard Nyack, NY 10960	Director 0	0	0	0
Thomas Einhorn DEPT. OF ORTHOPEDIC SURGERY 720 Harrison Avenue, 8th floor Boston, MA 02118	Director 0	0	0	0
Alisa Fastenberg 140 East 92nd Street, Apt 3N New York, NY 10128	Director 1	0	0	0
Karen B Gale 3 Sprucebrook Trail Monroe, CT 06468	Director 0	0	0	0
Albert Gordon DELTEC ASSET MANAGEMENT CORP 645 Fifth Ave., 18th Floor New York, NY 10022	Director 0	0	0	0
Priscilla Hammer 5 East 22nd Street, #23C New York, NY 10010	Director 1	0	0	0
Frederick Horowitz 408 7th Apt 4 Brooklyn, NJ 11215	Director 1 Treasurer (2004)	0	0	0
Robert J Katz 180 E 79th St., Apt 14C New York, NY 10021	Director 0	0	0	0
Trisha E Mehl 55 Gurley Road Stamford, CT 06902	Board Chair 4	0	0	0
Bruce Mosler CUSHMAN & WAKEFIELD 51 West 52nd St., 13th Flr New York, NY 10019	Director 0	0	0	0
David A Paterson 250 Broadway, Suite 1930 New York, NY 10007	Director 0	0	0	0
John F Reynolds 78 Meadow Rd Riverside, CT 06878	Director 0	0	0	0
David Rich 424 West End Avenue - Apt 8G New York, NY 10024	Director 1	0	0	0
John F Reynolds 500 Beach Rd West Beach, FL 33423 NY 10128 must Golden 50 FEB 89	Director 1 Secretary (2004)	0	0	0

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
Theodore C Rogers 7 West 81st Street, apt 19-20 A New York, NY 10024	Director 0	0	0	0
Roger Silverstein 1 River Place, Apt 2821 120 Broadway #3663, NYC 10271 New York, NY 10036	Director 1	0	0	0
Allan Steinfeld NYRRC 9 East 89th St New York, NY 10128	Director 0	0	0	0
Kenneth Trush 1623 Third Avenue, Apt 5-F New York, NY 10128	Director 10	0	0	0
David Wolf 7 W 96th St, # 8E New York, NY 10025	Director 1	0	0	0