Form **990**

Department of the Treasury
Internal Revenue Service

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)

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

OMB No 1545-0047

2005

Open to Public Inspection

A For the 2005 calendar year, or tax year beginning , 2005, and ending

B Check if applicable: [X] Address change; [ ] Name change; [ ] Initial return; [ ] Final return; [ ] Amended return; [ ] Application pending

Please use IRS label or print or type. See Specific Instructions.

C Name of organization: BOYS & GIRLS CLUBS OF AMERICA

Number and street (or P O box if mail is not delivered to street address) / Room/suite: 1275 PEACHTREE STREET, N.E.

City or town, state or country, and ZIP + 4: ATLANTA, GA 30309-3506

D Employer identification number: 13-5562976

E Telephone number: (404)815-5700

F Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) ▶

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

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) If "Yes," enter number of affiliates ▶ N/A

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 [X] No

I Group Exemption Number ▶ N/A

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

G **Website:** ▶ WWW.BGCA.ORG

J **Organization type** (check only one) ▶ [X] 501(c) (03) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000 The organization need not file a return with the IRS, but if the organization chooses to file a return, be sure to file a complete return **Some states require a complete return.**

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 230,381,700.

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

Revenue	1	Contributions, gifts, grants, and similar amounts received:				
	a	Direct public support	1a	90,441,288.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c	75,595,537.		
	d	Total (add lines 1a through 1c) (cash $ 143,753,561. noncash $ 22,283,264.)			1d	166,036,825.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	
	3	Membership dues and assessments STMT 2			3	5,568,025.
	4	Interest on savings and temporary cash investments STMT 3			4	212,909.
	5	Dividends and interest from securities STMT 4			5	2,763,460.
	6 a	Gross rents	6a	366,858.		
	b	Less: rental expenses	6b	205,454.		
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	161,404.
	7	Other investment income (describe ▶)			7	

		(A) Securities		(B) Other
8 a	Gross amount from sales of assets other than inventory	54,001,948.	8a	
b	Less: cost or other basis and sales expenses	42,175,066.	8b	
c	Gain or (loss) (attach schedule)	11,826,882.	8c	

Revenue	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	11,826,882.
	9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ [ ]				
	a	Gross revenue (not including $ 4,831,607. of STMT 8 contributions reported on line 1a) STMT 9	9a	376,000.		
	b	Less: direct expenses other than fundraising expenses	9b	1,085,150.		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	-709,150.
	10 a	Gross sales of inventory, less returns and allowances	10a			
	b	Less: cost of goods sold	10b			
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			10c	
	11	Other revenue (from Part VII, line 103)			11	1,055,675.
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	186,916,030.
Expenses	13	Program services (from line 44, column (B))			13	110,146,471.
	14	Management and general (from line 44, column (C))			14	13,457,782.
	15	Fundraising (from line 44, column (D))			15	3,345,437.
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	126,949,690.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	59,966,340.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	222,840,655.
	20	Other changes in net assets or fund balances (attach explanation) STMT 10			20	134,595.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	282,941,590.

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For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

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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. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ 68,010,860. noncash $ NONE) If this amount includes foreign grants, check here ▶ ☐	22	68,010,860.	68,010,860.		
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	525,413.		525,413.	
26 Other salaries and wages	26	23,942,271.	15,790,814.	6,089,305.	2,062,152.
27 Pension plan contributions	27				
28 Other employee benefits	28	6,112,382.	4,103,428.	1,581,810.	427,144.
29 Payroll taxes	29	1,606,057.	1,100,900.	367,937.	137,220.
30 Professional fundraising fees	30				
31 Accounting fees	31				
32 Legal fees	32				
33 Supplies	33	2,006,241.	1,814,655.	121,156.	70,430.
34 Telephone	34	836,551.	768,726.	17,689.	50,136.
35 Postage and shipping	35	1,009,777.	936,877.	44,964.	27,936.
36 Occupancy	36	1,824,507.	1,332,112.	492,395.	
37 Equipment rental and maintenance	37				
38 Printing and publications	38	2,134,912.	1,786,764.	276,066.	72,082.
39 Travel	39	4,445,361.	3,768,599.	476,178.	200,584.
40 Conferences, conventions, and meetings	40	1,964,493.	1,646,429.	281,558.	36,506.
41 Interest	41	114,510.		114,510.	
42 Depreciation, depletion, etc. (attach schedule)	42	618,976.	425,513.	162,091.	31,372.
43 Other expenses not covered above (itemize)					
a CONTRACTUAL SERVICES	43a	9,956,832.	7,365,416.	2,477,467.	113,949.
b MEMBERSHIP DUES	43b	95,867.	36,437.	54,710.	4,720.
c SUPPLY SERVICE EXPENSE	43c	535,907.	535,907.	NONE	NONE
d MISCELLANEOUS	43d	1,119,024.	633,285.	374,533.	111,206.
e INVESTMENT INTEREST EXPEN	43e	89,749.	89,749.	NONE	NONE
f	43f				
g	43g				
44 **Total functional expenses.** Add lines 22 through 43 (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	126,949,690.	110,146,471.	13,457,782.	3,345,437.

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

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

If "Yes," enter (i) the aggregate amount of these joint costs $ ______, (ii) the amount allocated to Program services $ ______; (iii) the amount allocated to Management and general $ ______; and (iv) the amount allocated to Fundraising $ ______

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

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

What is the organization's primary exempt purpose? ▶SEE STATEMENT 12 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 ON-SITE ASSISTANCE TO MEMBER CLUBS AND ESTABLISHMENT OF NEW CLUBS. (Grants and allocations $ 54,254,184.) If this amount includes foreign grants, check here ▶ ☐	77,043,043.
b LEADERSHIP TRAINING, DEVELOPMENT AND SUPPORT OF YOUTH PROGRAMS (Grants and allocations $ 13,756,676.) If this amount includes foreign grants, check here ▶ ☐	33,103,428.
c (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
d (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
e Other program services (attach schedule) (Grants and allocations $) If this amount includes foreign grants, check here ▶ ☐	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services). . . . . ▶	110,146,471.

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

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*			(A) Beginning of year		(B) End of year
Assets					
45 Cash - non-interest-bearing				45	
46 Savings and temporary cash investments			1,293,487.	46	10,248,988.
47a Accounts receivable	47a	8,317,403.			
b Less: allowance for doubtful accounts	47b	NONE	9,054,280.	47c	8,317,403.
48a Pledges receivable	48a	45,521,357.			
b Less: allowance for doubtful accounts	48b	820,741.	30,133,559.	48c	44,700,616.
49 Grants receivable				49	
50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
51a Other notes and loans receivable (attach schedule)	51a				
b Less: allowance for doubtful accounts	51b			51c	
52 Inventories for sale or use			197,186.	52	255,882.
53 Prepaid expenses and deferred charges			350,828.	53	566,136.
54 Investments - securities (attach schedule) STMT 13 ▶ ☐ Cost ☒ FMV			183,858,555.	54	220,409,904.
55a Investments - land, buildings, and equipment: basis	55a				
b Less: accumulated depreciation (attach schedule)	55b			55c	
56 Investments - other (attach schedule)				56	
57a Land, buildings, and equipment: basis	57a	36,652,252.			
b Less: accumulated depreciation (attach schedule)	57b	8,503,314.	6,958,252.	57c	28,148,938.
58 Other assets (describe ▶ STMT 14)			12,171,029.	58	15,679,449.
59 **Total assets** (must equal line 74). Add lines 45 through 58			244,017,176.	59	328,327,316.
Liabilities					
60 Accounts payable and accrued expenses			9,787,386.	60	17,894,024.
61 Grants payable				61	
62 Deferred revenue				62	
63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
64a Tax-exempt bond liabilities (attach schedule)				64a	
b Mortgages and other notes payable (attach schedule)				64b	
65 Other liabilities (describe ▶ STMT 15)			11,389,135.	65	27,491,702.
66 **Total liabilities.** Add lines 60 through 65			21,176,521.	66	45,385,726.
Net Assets or Fund Balances					
Organizations that follow SFAS 117, check here ▶ ☒ and complete lines 67 through 69 and lines 73 and 74.					
67 Unrestricted			121,935,989.	67	142,932,576.
68 Temporarily restricted			75,002,057.	68	106,705,905.
69 Permanently restricted			25,902,609.	69	33,303,109.
Organizations that do not follow SFAS 117, check here ▶ ☐ 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)			222,840,655.	73	282,941,590.
74 **Total liabilities and net assets/fund balances.** Add lines 66 and 73.			244,017,176.	74	328,327,316.

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

a	Total revenue, gains, and other support per audited financial statements			a	133,155,401.
b	Amounts included on line a but not on Part I, line 12:				
1	Net unrealized gains on investments	b1	134,595.		
2	Donated services and use of facilities	b2			
3	Recoveries of prior year grants	b3			
4	Other (specify): SEE STATEMENT 16	b4	-53,805,475.		
	Add lines b1 through b4			b	-53,670,880.
c	Subtract line b from line a			c	186,826,281.
d	Amounts included on Part I, line 12, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1	89,749.		
2	Other (specify):	d2			
	Add lines d1 and d2			d	89,749.
e	**Total revenue** (Part I, line 12). Add lines c and d. ▶			e	186,916,030.

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

a	Total expenses and losses per audited financial statements			a	73,243,297.
b	Amounts included on line a but not on Part I, line 17:				
1	Donated services and use of facilities	b1			
2	Prior year adjustments reported on Part I, line 20	b2			
3	Losses reported on Part I, line 20	b3			
4	Other (specify): SEE STATEMENT 17	b4	2,614,968.		
	Add lines b1 through b4			b	2,614,968.
c	Subtract line b from line a			c	70,628,329.
d	Amounts included on Part I, line 17, but not on line a:				
1	Investment expenses not included on Part I, line 6b	d1	89,749.		
2	Other (specify): SEE STATEMENT 18	d2	56,231,612.		
	Add lines d1 and d2			d	56,321,361.
e	**Total expenses** (Part I, line 17). Add lines c and d ▶			e	126,949,690.

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

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
SEE STATEMENT 19		525,413.	343,191.	9,963.

Part V-A Current Officers, Directors, Trustees, and Key Employees *(continued)*

			Yes	No
75a	Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ▶ 46			
b	Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)	75b		X
c	Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control? **Note.** Related organizations include section 509(a)(3) supporting organizations.	75c		X
	If "Yes," attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization.			
d	Does the organization have a written conflict of interest policy?	75d	X	

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

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

(A) Name and address	(B) Loans and Advances	(C) Compensation	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
	-0-	-0-	-0-	-0-

Part VI Other Information *(See the 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	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS?	77		X
	If "Yes," attach a conformed copy of the changes.			
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	78b	X	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		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?	80a	X	
b	If "Yes," enter the name of the organization ▶ STMT 26 and check whether it is [X] exempt or [ ] nonexempt			
81a	Enter direct and indirect political expenditures (See line 81 instructions.) 81a			
b	Did the organization file **Form 1120-POL** for this year?	81b	N/A	

Part VI Other Information *(continued)*

			Yes	No
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
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 NONE			
83a Did the organization comply with the public inspection requirements for returns and exemption applications?		83a	X	
b Did the organization comply with the disclosure requirements relating to quid pro quo contributions?		83b	X	
84a Did the organization solicit any contributions or gifts that were not tax deductible?		84a		X
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	
85 *501(c)(4), (5), or (6) organizations.* a Were substantially all dues nondeductible by members?		85a	N/A	
b Did the organization make only in-house lobbying expenditures of $2,000 or less?		85b	N/A	
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				
c Dues, assessments, and similar amounts from members	85c N/A			
d Section 162(e) lobbying and political expenditures	85d N/A			
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e N/A			
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f N/A			
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		85g	N/A	
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	
86 *501(c)(7) orgs* Enter a Initiation fees and capital contributions included on line 12	86a N/A			
b Gross receipts, included on line 12, for public use of club facilities	86b N/A			
87 *501(c)(12) orgs* Enter a Gross income from members or shareholders	87a N/A			
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b N/A			
88 At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301 7701-3? If "Yes," complete Part IX		88		X
89a *501(c)(3) organizations* Enter Amount of tax imposed on the organization during the year under section 4911 ▶ N/A ; section 4912 ▶ N/A , section 4955 ▶ N/A				
b *501(c)(3) and 501(c)(4) orgs* 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	▶ N/A			
d Enter Amount of tax on line 89c, above, reimbursed by the organization	▶ N/A			

90a List the states with which a copy of this return is filed ▶ SEE STATEMENT 30

b Number of employees employed in the pay period that includes March 12, 2005 (See instructions) 90b 341

91a The books are in care of ▶ ANAND S. MEHTA Telephone no ▶ (404) 487-5713

Located at ▶ 1275 PEACHTREE STREET NE ATLANTA, GA ZIP + 4 ▶ 30309-3506

		Yes	No
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	91b		X
If "Yes," enter the name of the foreign country ▶			
See the instructions for exceptions and filing requirements for **Form TD F 90-22.1,** Report of Foreign Bank and Financial Accounts			
c At any time during the calendar year, did the organization maintain an office outside of the United States?	91c		X
If "Yes," enter the name of the foreign country ▶			

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

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

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income (A) Business code	Unrelated business income (B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	Excluded by section 512, 513, or 514 (D) Amount	(E) Related or exempt function income
93 Program service revenue					
a					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					5,568,025.
95 Interest on savings and temporary cash investments			14	212,909.	
96 Dividends and interest from securities			14	2,763,460.	
97 Net rental income or (loss) from real estate					
a debt-financed property	532000	161,905.	16	-501.	
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			18	11,826,882.	
101 Net income or (loss) from special events			01	-709,150.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b ROYALTY INCOME			15	85,584.	
c SUPPLY SERVICE					706,985.
d MISCELLANEOUS REV.	525990	-15,365.			278,471.
e					
104 Subtotal (add columns (B), (D), and (E))		146,540.		14,179,184.	6,553,481.

105 Total (add line 104, columns (B), (D), and (E)) ▶ 20,879,205.

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 the instructions)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
	STMT 31

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
STMT 32	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions)

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

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

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

Please Sign Here

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

▶ Roxanne Spillett 08/15/06

Signature of officer Date

▶ ROXANNE SPILLETT, PRESIDENT

Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ **THIS IS A SUPPORTING SCHEDULE** | Date | Check if self-employed ▶ ☐ | Preparer's SSN or PTIN (See Gen Inst W) P00187991

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ KPMG LLP, 301 N. ELM STREET, SUITE 700, GREENSBORO, NC 27401

EIN ▶ 13-5565207

Phone no ▶ 336-275-3394

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 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
2005

Name of the organization: BOYS & GIRLS CLUBS OF AMERICA
Employer identification number: 13-5562976

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
SEE STATEMENT 33				
Total number of other employees paid over $50,000 . . ▶	163			

Part II-A 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
SEE STATEMENT 34		

Total number of others receiving over $50,000 for professional services . . . . ▶	34	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 35		

Total number of other contractors receiving over $50,000 for other services . . . . ▶	NONE	

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

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ 612,207. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1	X	
	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			
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)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? STMT.36	2d	X	
e	Transfer of any part of its income or assets?	2e		X
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) STMT.37	3a	X	
b	Do you have a section 403(b) annuity plan for your employees?	3b		X
c	During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	3c		X
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

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

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

5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i)

6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii)

8 ☐ A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶ ____________

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b ☐ A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 ☐ An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions - subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A.)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in **(1)** lines 5 through 12 above, or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) Check the box that describes the type of supporting organization ▶ ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations (See page 6 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) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	138048226.	122546775.	109427409.	99,958,789.	469981199.
16 Membership fees received	5,536,508.	5,005,813.	4,403,771.	4,226,801.	19,172,893.
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	-4,141,408.	-2,034,366.	4,625,774.	2,373,126.	823,126.
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	2,616,911.	2,291,943.	2,534,315.	3,231,305.	10,674,474.
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	STMT 38 1,263,811.	1,363,790.	1,413,090.	1,605,261.	5,645,952.
23 Total of lines 15 through 22	143324048.	129173955.	122404359.	111395282.	506297644.
24 Line 23 minus line 17.	147465456.	131208321.	117778585.	109022156.	505474518.
25 Enter 1% of line 23	1,433,240.	1,291,740.	1,224,044.	1,113,953.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶ 26a 10,109,490.

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 2001 through 2004 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 505474518.

d Add Amounts from column (e) for lines 18 10,674,474. 19 ______ 22 5,645,952. 26b ______ ▶ 26d 16,320,426.

e Public support (line 26c minus line 26d total) ▶ 26e 489154092.

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f 96.7713 %

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

NOT APPLICABLE

(2004) ______ (2003) ______ (2002) ______ (2001) ______

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:

(2004) ______ (2003) ______ (2002) ______ (2001) ______

c Add Amounts from column (e) for lines: 15 ______ 16 ______ 17 ______ 20 ______ 21 ______ ▶ 27c

d Add Line 27a total ______ and line 27b total ______ ▶ 27d

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

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

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 2001 through 2004, 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 page 7 of the instructions.) NOT APPLICABLE
(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?	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		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768) NOT APPLICABLE

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 -	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		

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

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.)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	**(a)** 2005	**(b)** 2004	**(c)** 2003	**(d)** 2002	**(e)** Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots nontaxable 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 page 11 of the instructions.)

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		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)	X		
c Media advertisements		X	
d Mailings to members, legislators, or the public	X		7,488.
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body	X		604,719.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			612,207.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities. STMT 39

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:			
(i) Cash	51a(i)		X
(ii) Other assets	a(ii)		X
b Other transactions:			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ ☐ Yes ☒ No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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FORM 990 - GENERAL EXPLANATION ATTACHMENT

DEPRECIATION
FORM 990 PART II, LINE 42

PROPERTY, PLANT, AND EQUIPMENT ARE STATED AT COST AND DONATED PLANT AND EQUIPMENT ARE RECORDED AT ESTIMATED FAIR VALUE AT THE TIME OF CONTRIBUTION. BUILDINGS AND EQUIPMENT ARE DEPRECIATED USING THE STRAIGHT-LINE METHOD OVER THE USEFUL LIVES OF THE RESPECTIVE ASSETS (25 TO 80 YEARS AND 5 TO 30 YEARS, RESPECTIVELY). DEPRECIATION EXPENSE FOR THE FISCAL YEAR ENDED 12/31/2005 WAS $618,976.

FORM 990, PART I - MEMBERSHIP DUES AND ASSESSMENTS

DESCRIPTION	AMOUNT
MEMBERSHIP DUES AND ASSESSMENTS	5,568,025.
TOTAL	5,568,025.

FORM 990, PART I - INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS

DESCRIPTION	AMOUNT
INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS	212,909.
TOTAL	212,909.

FORM 990, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES/INVESTMENTS	2,763,460.
TOTAL	2,763,460.

5E7000 1 000

RENT AND ROYALTY INCOME

Taxpayer's Name	Identifying Number
BOYS & GIRLS CLUBS OF AMERICA	13-5562976

DESCRIPTION OF PROPERTY

RENTAL INCOME

[ ] Yes [ ] No Did you actively participate in the operation of the activity during the tax year?

RENTAL INCOME		366,858.	
OTHER INCOME			
TOTAL GROSS INCOME			366,858.
OTHER EXPENSES:			
MANAGEMENT FEES		148,949.	
OTHER INTEREST		29,361.	
OTHER EXPENSES		774.	
DEPRECIATION (SHOWN BELOW)	26,370.		
LESS: Beneficiary's Portion			
AMORTIZATION			
LESS: Beneficiary's Portion			
DEPLETION			
LESS: Beneficiary's Portion			
TOTAL EXPENSES			205,454.
TOTAL RENT OR ROYALTY INCOME (LOSS)			161,404.
Less Amount to			
Rent or Royalty			
Depreciation			
Depletion			
Investment Interest Expense			
Other Expenses			
Net Income (Loss) to Others			
Net Rent or Royalty Income (Loss)			161,404.
Deductible Rental Loss (if Applicable)			

SCHEDULE FOR DEPRECIATION CLAIMED

(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
SEE STATEMENT									
JSA Totals									5 26,370.

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SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER DEDUCTIONS

BOND AMORTIZATION	774.
	774.

RENT AND ROYALTY SUMMARY

PROPERTY	TOTAL INCOME	DEPLETION/ DEPRECIATION	OTHER EXPENSES	ALLOWABLE NET INCOME
RENTAL INCOME	366,858.	26,370.	179,084.	161,404.
TOTALS	366,858.	26,370.	179,084.	161,404.

FORM 990, PART I - EXCLUDED CONTRIBUTIONS

DESCRIPTION	AMOUNT
PACIFIC DINNERS	416,320.
SOUTHWEST GOLF & DINNER	2,084,450.
MIDWEST GOLF & DINNER	923,035.
SOUTHEAST GOLF & DINNER	667,604.
NORTHEAST DINNERS	740,198.
TOTAL	4,831,607.

FORM 990, PART I - SPECIAL FUNDRAISING EVENTS AND ACTIVITIES

DESCRIPTION	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
PACIFIC DINNERS	14,000.	143,946.	-129,946.
SOUTHWEST GOLF & DINNER	99,400.	275,353.	-175,953.
MIDWEST GOLF & DINNER	129,800.	283,690.	-153,890.
SOUTHEAST GOLF & DINNER	85,800.	151,848.	-66,048.
NORTHEAST DINNERS	47,000.	230,313.	-183,313.
TOTALS	376,000.	1,085,150.	-709,150.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION	AMOUNT
NET UNREALIZED GAINS ON INVESTMENTS	134,595.
TOTAL	134,595.

FORM 990, PART II - GRANTS AND ALLOCATIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS PAID			
GRANTS TO AFFILIATED BOYS AND GIRLS CLUBS FOR LEADERSHIP TRAINING, DEVELOPMENT AND SUPPORT OF YOUTH PROGRAMS			68,010,860.
		TOTAL CONTRIBUTIONS PAID	68,010,860.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE

THE BOYS AND GIRLS CLUBS OF AMERICA (BGCA) WAS FORMED TO PROMOTE THE HEALTH, SOCIAL EDUCATION, AND VOCATIONAL AND CHARACTER DEVELOPMENT OF YOUNG PEOPLE THROUGHOUT THE UNITED STATES. BGCA, THROUGH ITS NATIONAL, REGIONAL AND GOVERNMENT RELATIONS OFFICE, DEVELOPS INNOVATIVE PROGRAM SERVICES FOR YOUNG PEOPLE, PROVIDES TRAINING, MANAGEMENT CONSULTING, AND RESOURCE MATERIAL TO CLUBS, PROMOTES GREATER PUBLIC AWARENESS OF CLUB WORK, AND ADDRESSES SOCIAL, EDUCATIONAL, VOCATIONAL, AND ECONOMIC ISSUES AFFECTING YOUNG PEOPLE.

BGCA ASSESSES AND COLLECTS MEMBERSHIP DUES FROM THE LOCAL CLUBS. THESE DUES ARE USED TO SUPPORT BGCA'S MISSION, VISION, AND VALUES AND ALLOW BGCA TO PROVIDE USEFUL RESOURCES AND SERVICES TO LOCAL CLUBS.

FINALLY, BGCA'S OTHER REVENUE IS DERIVED MAINLY FROM EVENTS AND NATIONAL CONFERENCES, WHICH PROVIDE LEADERSHIP TRAINING, DEVELOPMENT, AND SUPPORT OF YOUTH PROGRAMS.

FORM 990, PART IV - INVESTMENTS - SECURITIES

DESCRIPTION	ENDING BOOK VALUE
SHORT-TERM INVESTMENTS	2,410,085.
MUTUAL FUNDS	64,851,019.
INVESTMENT IN LIM PARTNERSHIP	54,096,521.
CORPORATE BONDS	8,104.
CORPORATE STOCKS	40,850,219.
US GOVERNMENT SECURITIES	22,877,426.
PRIVATE EQUITY INVESTMENTS	37,660,335.
INTERNATIONAL REITS	9,254,643.
LESS: CUSTODIAL FUND INVESTMENTS	-11,598,448.
TOTALS	220,409,904.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE
SPLIT INTEREST AGREEMENTS	3,389,411.
DEFERRED COMP. ACCOUNTS	464,985.
ASSETS HELD IN CUSTODY FOR OTH	11,598,448.
DEFERRED BOND ISSUANCE COST	226,605.
TOTALS	15,679,449.

FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
ANNUITIES PAYABLE	428,269.
DEFERRED COMP. AGREEMENTS	464,985.
ASSETS HELD IN CUSTODY FOR OTH	11,598,448.
BONDS PAYABLE	15,000,000.
TOTALS	27,491,702.

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
GOVERNMENT GRANTS TO AFFILIATED CLUBS	-55,695,175.
EXPENSE RECLASS	-536,437.
NET REVENUE OF ALLIANCES INCLUDED IN CONSOLIDATED STMTS	2,426,137.
TOTAL	-53,805,475.

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
EXPENSES OF ALLIANCES INCLUDED IN CONSOLIDATED STATEMENTS	2,614,968.
TOTAL	2,614,968.

FORM 990, PART IV-B - OTHER EXPENSES ON RETURN BUT NOT ON BOOKS

DESCRIPTION		AMOUNT
GOVERNMENT GRANTS TO AFFILIATED CLUBS		55,695,175.
EXPENSE RECLASS		536,437.
	TOTAL	56,231,612.

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROXANNE SPILLETT 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	PRESIDENT/GOVERNOR 50+ HOURS	525,413.	343,191.	9,963.
PRESIDENT GEORGE BUSH 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	HONORARY CO-CHAIRMAN < 1 HOUR	NONE	NONE	NONE
FIRST LADY LAURA BUSH 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	HONORARY CO-CHAIRMAN < 1 HOUR	NONE	NONE	NONE
EDWARD M. LIDDY 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	CHAIR. EMERITUS/GOV 2-4 HOURS	NONE	NONE	NONE
M. ANNE SZOSTAK 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	CHAIRMAN BOARD/GOV. 6-8 HOURS	NONE	NONE	NONE
RICK GOINGS 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	CHAIRMAN-ELECT/GOV. 4-6 HOURS	NONE	NONE	NONE
JOHN F. ANTIOCO 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	VICE CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
ANN M. FUDGE 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	VICE CHAIRMAN 2-4 HOURS	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RONALD T. LEMAY 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	VICE CHAIR/GOVERNOR 4-6 HOURS	NONE	NONE	NONE
REV. EDWARD A. MALLOY, C.S.C. 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	VICE CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
MICHAEL E. TENNENBAUM 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	VICE CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
GARY C. WENDT 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	TREASURER/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
RONALD J. GIDWITZ 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	SECRETARY 2-4 HOURS	NONE	NONE	NONE
DON H. DAVIS, JR. 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	REG.CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
DANA G. MEAD 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	REG.CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
DANIEL R. HESSE 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	REG. CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARTIN E. HANAKA 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	REG. CHAIR/GOVERNOR 2-4 HOURS	NONE	NONE	NONE
MATTHEW K. ROSE 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	REGIONAL CHAIRMAN 2-4 HOURS	NONE	NONE	NONE
HANK AARON 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
WAYNE ALLEN 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
DAVID W. ANDERSON 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
ROBERT J. BACH 1275 PEACHTREE STREET NE ATLANTA, GA 27302	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
JOHN M. BELL 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
GERALD W. BLAKELY, JR. 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EMIL J. BROLIK 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVRENOR 2-4 HOUR	NONE	NONE	NONE
THE HONORABLE ARNOLD I. BURNS 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
MICHAEL D. CAPELLAS 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
HAYS CLARK 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
ANTHONY P. CONZA 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
JEAN C. CRYSTAL 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 4-6 HOUR	NONE	NONE	NONE
DON H. DAVIS, JR. 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
THOMAS J. FALK 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GARY J. FERNANDES 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
DONALD G. FISHER 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
THOMAS P. FLANAGAN 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
ROBERT W. FOWLER 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
EUGENE FREEDMAN 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
MOORE GATES, JR. 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
RONALD J. GIDWITZ 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
KEN GRIFFEY, JR. 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE

BOYS & GIRLS CLUBS OF AMERICA 13-5562976

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GEORGE V. GRUNE 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
PETER L. HAYNES 1275 PEACHTREE STREET NE ATLANTA, GA 30306-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
PEDRO LICHTINGER 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
JEREMIAH MILBANK 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
JEREMIAH MILBANK, III 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
PETER C. MORSE 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR 2-4 HOUR	NONE	NONE	NONE
J. CHRISTOPHER REYES 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
WAYNE R. SANDERS 1275 PEACHTREE STREET NE ATLANTA, GA 30309	GOVERNOR 4-6 HOUR	NONE	NONE	NONE

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
C.J. SILAS 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
JACK L. STAHL 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
ALLAN R. TESSLER 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
DENZEL WASHINGTON 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GOVERNOR < 1 HOUR	NONE	NONE	NONE
	GRAND TOTALS	525,413.	343,191.	9,963.

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

RELATED ORGANIZATION NAME:	ALABAMA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	ARIZONA ALLIANCE OF BOYS & GIRLS CLUBS, INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	ARKANSAS ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	CALIFORNIA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	COLORADO ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	CONNECTICUT ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	FLORIDA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	GEORGIA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	ILLINOIS ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	INDIANA ALLIANCE OF BOYS & GIRLS CLUBS, INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	IOWA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

RELATED ORGANIZATION NAME: KANSAS ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: KENTUCKY ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: LOUISIANA ALLIANCE OF BOYS & GIRLS CLUBS, INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MARYLAND ALLIANCE OF BOYS & GIRLS CLUBS, INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MASSACHUSETTS ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MICHIGAN ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MINNESOTA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MISSISSIPPI ALLIANCE OF BOYS & GIRLS CLUBS, INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MISSOURI ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: MONTANA ALLIANCE OF BOYS & GIRLS CLUBS, INC.
EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEVADA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

RELATED ORGANIZATION NAME: NEW HAMPSHIRE ALLIANCE OF BOYS & GIRLS CLUBS, INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEW JERSEY ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEW MEXICO ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NEW YORK ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: NORTH CAROLINA ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: OHIO ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: OKLAHOMA ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: OREGON ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: PENNSYLVANIA ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: RHODE ISLAND ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

RELATED ORGANIZATION NAME: SOUTH CAROLINA ALLIANCE OF BOYS & GIRLS CLUBS INC.

EXEMPT: X NONEXEMPT:

FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS

RELATED ORGANIZATION NAME:	SOUTH DAKOTA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	TENNESSEE ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	TEXAS ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	UTAH ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	VIRGINIA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	WASHINGTON ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	WEST VIRGINIA ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	WISCONSIN ALLIANCE OF BOYS & GIRLS CLUBS INC.
EXEMPT: X NONEXEMPT:	
RELATED ORGANIZATION NAME:	BOYS & GIRLS CLUBS IN INDIAN COUNTRY INC.
EXEMPT: X NONEXEMPT:	

FORM 990, PART VI, LINE 90A - STATES

AL,AZ,AR,CA,CO,CT,DE,FL,GA,
IN,KS,KY,LA,MD,MA,MI,MN,MS,MO,MT,NV,NH,NJ,NM,
NY,NC,OH,OK,OR,PA,RI,SC,SD,TX,UT,WA,WV,

FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE NO.	EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES
94, 103B	BOYS & GIRLS CLUBS OF AMERICA (BGCA) IS A FEDERATION OF LOCAL BOYS & GIRLS CLUBS SERVING AROUND 4.4 MILLION YOUTH IN A NATIONAL NETWORK OF 3935 LOCATIONS. HEADQUARTERED IN ATLANTA, WITH REGIONAL SERVICE CENTERS IN NEW YORK, CHICAGO, LOS ANGELES, DALLAS, AND ATLANTA, BGCA PROVIDES TECHNICAL ASSISTANCE AND SUPPORT FOR CLUBS TO STRENGTHEN THEIR OVERALL EFFECTIVENESS AND PROGRAM QUALITY.

MORE THAN 15 MILLION YOUNG PEOPLE IN AMERICA LIVE BELOW THE POVERTY LEVEL. GANGS, DRUG TRAFFIC AND VIOLENCE ARE A FACT OF LIFE FOR MANY OF THESE YOUNGSTERS. IF THEY ARE TO GROW UP AND BECOME PRODUCTIVE CITIZENS - OFTEN IF THEY ARE TO GROW UP AT ALL - THEY NEED A PLACE WHERE THEY CAN JUST BE KIDS. THEY NEED CARING ADULTS TO HELP THEM DEVELOP THE SKILLS AND SELF-CONFIDENCE TO SAY NO TO DANGEROUS PASTIMES. THAT'S WHY BGCA IS OPENING CLUBS IN PLACES OTHER ORGANIZATIONS HAVEN'T GONE, PLACES WHERE YOUNGSTERS NEED US MOST: INDIAN RESERVATIONS, HOMELESS SHELTERS AND PUBLIC HOUSING. WE OFFER ACTIVITIES PRIMARILY DURING AFTER-SCHOOL HOURS, WHEN YOUNGSTERS ARE MOST IN NEED OF POSITIVE PURSUITS.

OVER THE LAST FIVE YEARS THE BOYS & GIRLS CLUB MOVEMENT HAS EXPERIENCED UNPRECEDENTED GROWTH, CHARTERING MORE THAN 1300 CLUBS. A PLANNED SUSTAINABLE GROWTH STRATEGY IS BEING IMPLEMENTED TO HELP CLUBS DETERMINE THEIR STATE OF READINESS TO EXPAND SERVICES, ALONG WITH A PHILOSOPHY OF ADDING MORE CLUBS BUT FEWER ORGANIZATIONS.
THE CLUBS ARE UNITING AS NEVER BEFORE BEHIND A COMMON AGENDA COMFORTING OUR CHILDREN; SUPPORTING MILITARY FAMILIES, PROMOTING PATRIOTISM, DEMOCRACY AND FREEDOM; ENCOURAGING UNITY AND COORDINATING COMMUNITY RESOURCES TO BETTER SERVE CHILDREN.

BY IMPLEMENTING AN EFFECTIVE AND PROVEN YOUTH DEVELPOMENT STRATEGY, BGCA HELPS YOUNGSTERS DEVELOP THE SELF-CONFIDENCE THEY NEED TO ACHIEVE THEIR FULL POTENTIAL. OUR PROGRAMS TEACH YOUNG PEOPLE TO AVOID DRUGS, ALCOHOL AND PREMATURE SEXUAL ACTIVITY; REJECT GANGS AND DELINQUENT BEHAVIOR; RESOLVE CONFLICTS PEACEFULLY; ADOPT FITNESS AS A WAY OF LIFE; BUILD BETTER RELATIONSHIPS WITH THEIR FAMILIES; DEVELOP LEADERSHIP SKILLS; EXPLORE THEIR OWN CREATIVITY; AND PURSUE ADVANCED EDUCATION AND CAREER OPPORTUNITIES.

FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER	PERCENTAGE OWNERSHIP INTEREST	NATURE OF BUSINESS ACTIVITIES	TOTAL INCOME	ENDING ASSETS
N/A				
TOTAL INCOME				

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
ROBBIE A. CALLAWAY 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	SENIOR V.P. 40 HRS/WK	346,366.	54,592.	932.
GLENN PERMUY 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	SENIOR V.P. 40 HRS/WK	311,121.	54,642.	2,444.
KURT A. ASCHERMANN 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	SENIOR V.P. 40 HRS/WK	345,040.	52,575.	1,825.
ANAND S. MEHTA 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	SENIOR V.P. 40 HRS/WK	233,032.	59,477.	NONE
JUDITH J. PICKENS 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	SENIOR V.P. 40 HRS/WK	181,303.	37,480.	NONE
	TOTAL COMPENSATION	1,416,862.	258,766.	5,201.

SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
JOHN M. WILSON (LAKESIDE CONSULTANTS) 9180 LAKESIDEWAY GAINSVILLE, GA 30506	SOFTWARE CONSULTING	440,773.
CLEMSON UNIVERSITY 501 SIKES HALL CLEMSON, SC 29634	TECH. CONSULTANTS	796,574.
FIRSTPIC INC. 2127 SPESPEY COURT, SUITE 302 CROFTON, MD 21114	ASST. CLUB ESTABMNT.	389,999.
KING & SPALDING PO BOX 116133 ATLANTA, GA 30368	CONSULTING	1,080,943.
NAT'L CTR FOR MISSING & EXPLOITED CHILDR 699 PRINCE STREET ALEXANDRIA, VA 22314	INTERNET SAFETY PGM.	500,000.
	TOTAL COMPENSATION	3,208,289.

SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
HUMPHRIES & COMPANY 1890 MAIN STREET, SUITE 200 SMYRNA, GA 30080	OFFICE RENOVATION	1,247,815.
MINDSHARE USA, INC. PO BOX 601689 CHARLOTTE, NC 28260	ADVERTISING	204,939.
AVW TELAV-AUDIO VISUAL SOLUTIONS PO BOX 650519 DALLAS, TX 75265	EQUIPMENT RENTAL	103,493.
NOVATIONS GROUP, INC. 10 GUEST STREET, SUITE 300 BOSTON, MA 02135	TRAINING	90,833.
EVED SERVICES 2917 WEST CHASE CHICAGO, IL 60645	EQUIPMENT RENTAL	57,675.
TOTAL COMPENSATION		1,704,755.

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D

SEE FORM 990, PART V

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A
==

INDIVIDUALS RECEIVING SCHOLARSHIPS FROM THE ORGANIZATION'S CHARITABLE PROGRAMS ARE SELECTED BY AN APPOINTED INDEPENDENT COMMITTEE. THE SCHOLARSHIPS ARE GIVEN TO THE QUALIFYING RECIPIENT BASED ON CRITERIA ESTABLISHED BY THE BOARD OF DIRECTORS.

SCHEDULE A, PART IV-A - OTHER INCOME

DESCRIPTION	2004	2003	2002	2001	TOTAL
MISCELLANEOUS REVENUE	1,263,811.	1,363,790.	1,413,090.	1,605,261.	5,645,952.
TOTALS	1,263,811.	1,363,790.	1,413,090.	1,605,261.	5,645,952.

SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION

BOYS & GIRLS CLUBS OF AMERICA CONTRACTS WITH PARTIES WHICH ASSIST THEM IN KEEPING ABREAST OF THE LATEST LEGISLATIVE DEVELOPMENTS AND ISSUES THAT MAY AFFECT THE ORGANIZATION AND IN RESPONDING TO THE APPROPRIATE GOVERNMENT AGENCY ON THESE DEVELOPMENTS AND ISSUES. BOYS & GIRLS CLUBS AMERICA ALSO CONTRACTS WITH PARTIES WHICH ARE INVOLVED IN LOBBYING FOR STATE FUNDING FOR THE ORGANIZATION. THE EXPENSES FOR LINE D AND G INCLUDE THE PAYMENTS TO THE OUTSIDE FIRM AND THE INTERNAL COSTS FOR LOBBYING EXPENSES GENERATED BY THE GOVERNMENT RELATIONS OFFICE.

BOYS & GIRLS CLUBS OF AMERICA 13-5562976

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) FROM SECURITIES					
SECURITIES			54,001,948.	42,175,066.	11,826,882.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			54,001,948.	42,175,066.	11,826,882.
Totals			54,001,948.	42,175,066.	11,826,882.

Form **8868**
(Rev December 2004)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print	Name of Exempt Organization	**Employer identification number**
	BOYS & GIRLS CLUBS OF AMERICA	13-5562976
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P.O. box, see instructions 1275 PEACHTREE STREET, N.E.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ATLANTA, GA 30309-3506	

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

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T(sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

Internal Revenue Service
Received
MAY 1 2 2006
W&I (FA) - Group 60
Area 2 Territory 5
Greensboro NC

- The books are in the care of ▶ ANAND MEHTA

Telephone No ▶ 404 487-5713 FAX No ▶

- If the organization does **not** have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) N/A . If this is for the **whole** group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 08/15 , 2006 , to file the exempt organization return for the organization named above The extension is for the organization's return for:
▶ [X] calendar year 2005 or
▶ [ ] tax year beginning ______ , ______, and ending ______ , ______

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . . . $ N/A

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 . . . $ N/A

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

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev. 12-2004)

AUG 2 5 2006
INTERNAL REVENUE SER
KANSAS CITY, MO

KPMG LLP 13-5565207
Greensboro, North Carolina 27401

JSA
5F8054 1 000

1985 V05-6 430966