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
2004
Open to Public Inspection

A For the 2004 calendar year, or tax year beginning OCT 1, 2004 and ending SEP 30, 2005

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

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

C Name of organization: COMMUNITIES IN SCHOOLS

Number and street (or P.O. box if mail is not delivered to street address): 277 SOUTH WASHINGTON STREET — Room/suite: 210

City or town, state or country, and ZIP + 4: ALEXANDRIA,, VA 22314

D Employer identification number: 58-1289174

E Telephone number: (703) 519-8999

F Accounting method: ☐ Cash ☒ 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 ☒ No

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

H(c) Are all affiliates included? N/A ☐ Yes ☐ No (If "No," attach a list.)

H(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

G Website: ▶WWW.CISNET.ORG

I Group Exemption Number ▶

J Organization type (check only one) ▶ ☒ 501(c) (3) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

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

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

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 10,839,614.

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

Revenue	1	Contributions, gifts, grants, and similar amounts received:				
	a	Direct public support	1a	9,051,022.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c	1,489,514.		
	d	Total (add lines 1a through 1c) (cash $ 10,540,536. noncash $)			1d	10,540,536.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	87,127.
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments			4	31,846.
	5	Dividends and interest from securities			5	
	6a	Gross rents	6a			
	b	Less: rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	
	7	Other investment income (describe ▶)			7	
	8a	Gross amount from sales of assets other than inventory — (A) Securities / (B) Other	8a			
	b	Less: cost or other basis and sales expenses	8b			
	c	Gain or (loss) (attach schedule)	8c			
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	
	9	Special events and activities (attach schedule). If any amount is from gaming, check here ▶ ☐				
	a	Gross revenue (not including $ of contributions reported on line 1a)	9a			
	b	Less: direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	
	10a	Gross sales of inventory, less returns and allowances	10a			
	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	180,105.
	12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	10,839,614.
Expenses	13	Program services (from line 44, column (B))			13	4,694,684.
	14	Management and general (from line 44, column (C))			14	1,095,418.
	15	Fundraising (from line 44, column (D))			15	313,883.
	16	Payments to affiliates (attach schedule)			16	
	17	Total expenses (add lines 16 and 44, column (A))			17	6,103,985.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	4,735,629.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	<854,818.>
	20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 1			20	<2,459.>
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	3,878,352.

SCANNED JUL 19 2006

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423001 01-13-05 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.** Form 990 (2004)

913

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. Page 2

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 $ 1,033,553. noncash $)	22	1,033,553.	1,033,553.	STATEMENT 4	
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	734,997.	646,797.	66,150.	22,050.
26 Other salaries and wages	26	1,583,786.	1,149,055.	286,935.	147,796.
27 Pension plan contributions	27	104,679.	82,654.	14,372.	7,653.
28 Other employee benefits	28	381,966.	301,569.	52,461.	27,936.
29 Payroll taxes	29				
30 Professional fundraising fees	30				
31 Accounting fees	31	256,057.	87,507.	165,858.	2,692.
32 Legal fees	32				
33 Supplies	33	39,292.	29,387.	9,735.	170.
34 Telephone	34	55,391.	32,539.	19,208.	3,644.
35 Postage and shipping	35	20,858.	13,951.	6,489.	418.
36 Occupancy	36	484,029.	178,767.	300,502.	4,760.
37 Equipment rental and maintenance	37	61,872.	45,336.	15,031.	1,505.
38 Printing and publications	38	74,684.	67,088.	6,763.	833.
39 Travel	39	272,429.	218,438.	19,975.	34,016.
40 Conferences, conventions, and meetings	40	139,976.	104,864.	34,036.	1,076.
41 Interest	41	56,771.	17,031.	39,740.	
42 Depreciation, depletion, etc. (attach schedule)	42	6,897.	3,449.	2,759.	689.
43 Other expenses not covered above (itemize):					
a	43a				
b	43b				
c	43c				
d	43d				
e SEE STATEMENT 2	43e	796,748.	682,699.	55,404.	58,645.
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	6,103,985.	4,694,684.	1,095,418.	313,883.

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

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

If "Yes," enter (i) the aggregate amount of these joint costs $ ______ ; (ii) the amount allocated to Program services $ ______ ;

(iii) the amount allocated to Management and general $ ______ ; and (iv) the amount allocated to Fundraising $ ______

Part III **Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 3

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	RESEARCH,EVALUATION & TRAINING - ACTIVITIES INCLUDE AN ANNUAL EVALUATION OF INNOVATIVE PROGRAM SERVICE ACCOMPLISHMENTS WITHIN THE CIS NETWORK. WORK ALSO COMMENCED ON A MULTI-YEAR, THIRD-PARTY STUDY OF THE CIS NETWORK (Grants and allocations $)	734,209.
b	PUBLIC AWARENESS & COMMUNICATION- ACTIVITIES INCLUDE THE DISTRIBUTION OF INFORMATION ABOUT THE CIS CONCEPT AND SPECIFIC PROGRAM ACTIVITIES. (Grants and allocations $)	871,998.
c	NETWORK OPERATIONS- ACTIVITIES INCLUDED WORKING WITH STATE OFFICES AND LOCAL AFFILIATES TO BUILD CAPACITY WITHIN THE CIS NETWORK. (Grants and allocations $ 1,033,553.)	3,088,477.
d	(Grants and allocations $)	
e	Other program services (attach schedule) (Grants and allocations $)	
f	**Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	4,694,684.

Part IV Balance Sheets

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.*			(A) Beginning of year		(B) End of year
Assets					
45 Cash - non-interest-bearing				45	
46 Savings and temporary cash investments			780,869.	46	1,459,112.
47 a Accounts receivable	47a				
b Less: allowance for doubtful accounts	47b			47c	
48 a Pledges receivable	48a	3,394,885.			
b Less: allowance for doubtful accounts	48b		176,000.	48c	3,394,885.
49 Grants receivable			139,147.	49	95,563.
50 Receivables from officers, directors, trustees, and key employees				50	
51 a Other notes and loans receivable	51a				
b Less: allowance for doubtful accounts	51b			51c	
52 Inventories for sale or use				52	
53 Prepaid expenses and deferred charges			16,894.	53	86,652.
54 Investments - securities STMT 8 ▶ ☐ Cost [X] FMV			5,040.	54	30,625.
55 a Investments - land, buildings, and equipment: basis	55a				
b Less: accumulated depreciation	55b			55c	
56 Investments - other				56	
57 a Land, buildings, and equipment: basis	57a	373,570.			
b Less: accumulated depreciation STMT 5	57b	356,472.	11,862.	57c	17,098.
58 Other assets (describe ▶ SEE STATEMENT 6)			141,778.	58	141,253.
59 **Total assets** (add lines 45 through 58) (must equal line 74)			1,271,590.	59	5,225,188.
Liabilities					
60 Accounts payable and accrued expenses			437,791.	60	344,879.
61 Grants payable				61	
62 Deferred revenue			180,752.	62	
63 Loans from officers, directors, trustees, and key employees STMT 7			1,000,000.	63	850,000.
64 a Tax-exempt bond liabilities				64a	
b Mortgages and other notes payable			350,000.	64b	
65 Other liabilities (describe ▶ DEFERRED RENT)			157,865.	65	151,957.
66 **Total liabilities** (add lines 60 through 65)			2,126,408.	66	1,346,836.
Net Assets or Fund Balances					
Organizations that follow SFAS 117, check here ▶ [X] *and complete lines 67 through 69 and lines 73 and 74.*					
67 Unrestricted			<2,474,205.>	67	<1,212,557.>
68 Temporarily restricted			1,619,387.	68	5,090,909.
69 Permanently restricted				69	
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)			<854,818.>	73	3,878,352.
74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)			1,271,590.	74	5,225,188.

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

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

a	Total revenue, gains, and other support per audited financial statements	a	16440513.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments $ <2,459.>		
(2)	Donated services and use of facilities $ 5,603,358.		
(3)	Recoveries of prior year grants $		
(4)	Other (specify): $		
	Add amounts on lines (1) through (4)	b	5,600,899.
c	Line a minus line b	c	10839614.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2)	d	0.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	10839614.

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

a	Total expenses and losses per audited financial statements	a	11707343.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities $ 5,603,358.		
(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	5,603,358.
c	Line a minus line b	c	6,103,985.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify): $		
	Add amounts on lines (1) and (2)	d	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	6,103,985.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)

(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	(E) Expense account and other allowances
SEE STATEMENT 9		734,997.	33,750.	7,939.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? If "Yes," attach schedule. ▶ ☐ Yes ☒ No

Part VI Other Information

			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? If "Yes," attach a conformed copy of the changes.	77		X
78 a	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? N/A	78b		
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80 a	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 ▶ ______ and check whether it is ☐ exempt or ☐ nonexempt.			
81 a	Enter direct or indirect political expenditures. See line 81 instructions — 81a: 0.			
b	Did the organization file **Form 1120-POL** for this year?	81b		X
82 a	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: 5,603,358.			
83 a	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	
84 a	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? N/A	84b		
85	*501(c)(4), (5), or (6) organizations.* a Were substantially all dues nondeductible by members? N/A	85a		
b	Did the organization make only in-house lobbying expenditures of $2,000 or less? N/A	85b		
	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? N/A	85g		
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? N/A	85h		
86	*501(c)(7) organizations.* 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) organizations.* 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
89 a	*501(c)(3) organizations* Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0. ; section 4912 ▶ 0. ; section 4955 ▶ 0.			
b	*501(c)(3) and 501(c)(4) organizations.* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.			
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.			
90 a	List the states with which a copy of this return is filed ▶ NONE			
b	Number of employees employed in the pay period that includes March 12, 2004 — 90b: 45			
91	The books are in care of ▶ THE CORPORATION Telephone no. ▶ (703)519-8999			
	Located at ▶ 277 S. WASHINGTON STREET STE 210, ALEXANDRIA, VA ZIP + 4 ▶ 22314			
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 page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a LUNCH WITH A LEADER					86,302.
b TRAINING					825.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	31,846.	
96 Dividends and 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 personal property					
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 OTHER REVENUE			01	74,681.	1,089.
b ROYALTIES			15	4,271.	
c RECOGNITION OF DEFERRED					
d SUPPORT FROM PREVIOUS					
e YEARS			01	100,064.	
104 Subtotal (add columns (B), (D), and (E))		0.		210,862.	88,216.
105 Total (add line 104, columns (B), (D), and (E)) ▶					299,078.

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 page 34 of 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).
93A	PROMOTES THE CIS CONCEPT TO A NATIONAL AUDIENCE.
93B	TRAINING SESSIONS TO BUILD CAPACITY WITHIN THE CIS NETWORK.
103A	OTHER REVENUE GENERATED WHICH CONTRIBUTES TO THE ORGANIZATION'S
	ABILITY TO BUILD CAPACITY WITH THE CIS NETWORK.

Part IX | Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of 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
	%			
N/A	%			
	%			
	%			

Part X | Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of 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.

▶ Janice K Bigelow (signature) Signature of officer | 5-3-06 Date | ▶ JANICE K. BIGELOW CFO Type or print name and title.

Paid Preparer's Use Only

Preparer's signature ▶ Andrea Wright CPA | Date 5-1-06 | Check if self-employed ▶ ☐ | Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ JOHNSON LAMBERT & CO.
11710 PLAZA AMERICA DRIVE
RESTON, VA 20190

EIN ▶

Phone no. ▶ 703-679-1900

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information-(See separate instructions.)

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

OMB No 1545-0047

2004

Name of the organization: COMMUNITIES IN SCHOOLS

Employer identification number: 58 1289174

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
ARLENE WOUTERS CIS	DIR. STATES 40	85,785.	5,147.	
CAROLE LEVINE CIS	DIR.STATE/FLD 40	82,417.	4,945.	
BONNIE FRAZIER CIS	DIR PR & MKTG 40	81,700.	4,902.	
BOB SEIDEL CIS	DIR.GOV.GRANT 40	81,700.	2,167.	
EVA ASKEW-HOUSER CIS	DIR. TRAINING 40	73,530.	4,412.	
Total number of other employees paid over $50,000 ▶	12			

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

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

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
CALIBER ASSOCIATES 10530 ROSEHAVEN STREET STE 400, FAIRFAX, VA 22030	RESEARCH & EVALUATION	155,000.
OUTSOURCE PARTNERS INTERNATIONAL 104 WEST 40TH STREET 20TH FL, NEW YORK, NY 10018	FINANCE & ACCOUNTING	94,750.
DYNAMIC ENTERPRISE SOLUTIONS 106 ROUTE 32 SUITE 201, FRANKLIN, CT 06254	SOFTWARE LICENSE	89,800.
GOODWILL COMMUNICATIONS, INC. 9829 SUMMERDAY DRIVE, BURKE, VA 22015	MARKETING & COMMUNICATION	66,169.
TATE & TYRON 805 15TH STREET, NW, 9TH FL , WASHINGTON, DC 2000	FINANCE & ACCOUNTING	78,267.
Total number of others receiving over $50,000 for professional services ▶ 2		

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 ▶ $ ______ $ 64,500. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) VI-B, LINE I	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.)* SEE STATEMENT 10			
	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)? SEE PART V, FORM 990	2d	X	
	e Transfer of any part of its income or assets?	2e		X
3	a 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.)	3a		X
	b Do you have a section 403(b) annuity plan for your employees?	3b	X	
4	a 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). (See section 509(a)(3).)

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

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

14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15	Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	7,319,824.	8,302,943.	7,399,297.	9,101,718.	32,123,782.
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	145,500.	270,214.	18,212.	41,942.	475,868.
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	3,474.	17,375.	4,977.	14,776.	40,602.
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	7,468,798.	8,590,532.	7,422,486.	9,158,436.	32,640,252.
24	Line 23 minus line 17	7,323,298.	8,320,318.	7,404,274.	9,116,494.	32,164,384.
25	Enter 1% of line 23	74,688.	85,905.	74,225.	91,584.	

26 **Organizations described on lines 10 or 11:** a Enter 2% of amount in column (e), line 24 ▶ 26a 643,288.

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 2000 through 2003 exceeded the amount shown in line 26a. **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b 3,057,736.

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c 32,164,384.

d Add: Amounts from column (e) for lines: 18 40,602. 19 ______ 22 ______ 26b 3,057,736. ▶ 26d 3,098,338.

e Public support (line 26c minus line 26d total) ▶ 26e 29,066,046.

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f 90.3672%

27 **Organizations described on line 12:** a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." **Do not file this list with your return.** Enter the sum of such amounts for each year: N/A

(2003) (2002) (2001) (2000)

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year: N/A

(2003) (2002) (2001) (2000)

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

d Add: Line 27a total ______ and line 27b total ______ ▶ 27d N/A

e Public support (line 27c total minus line 27d total) ▶ 27e N/A

f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶ 27f N/A

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

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

28 ***Unusual Grants:*** *For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant.* **Do not file this list with your return.** Do not include these grants in line 15.

NONE

Part V **Private School Questionnaire** (See page 7 of the instructions.) N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	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.)			
34 a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	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.) N/A
(To be completed ONLY by an eligible organization that filed Form 5768)

Check ▶ a ☐ if the organization belongs to an affiliated group. Check ▶ b ☐ if you checked "a" and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -	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				N/A
Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 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	
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		64,500.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			64,500.

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

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 11 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: N/A

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

52 a 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: N/A

(a) Name of organization	(b) Type of organization	(c) Description of relationship

2004 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2 990

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
1	FURNITURE AND EQUIPMENT	VARIES	SL	.000	16	373,570.			373,570.	349,575.		6,897.
	* TOTAL 990 PAGE 2 DEPR					373,570.		0.	373,570.	349,575.	0.	6,897.

428102
10-08-04

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT 1

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON INVESTMENTS	<2,459.>
TOTAL TO FORM 990, PART I, LINE 20	<2,459.>

FORM 990	OTHER EXPENSES	STATEMENT 2

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
OTHER CONTRACT SERVICES	652,431.	522,419.	81,094.	48,918.
COMPUTER SERVICES	57,213.	41,787.	15,583.	<157.>
EMPLOYEE DEVELOPMENT	11,706.	8,770.	2,846.	90.
MISCELLANEOUS	15,960.	5,847.	4,941.	5,172.
ALLOCATIONS	0.	74,690.	<73,497.>	<1,193.>
PROPERTY AND OTHER TAXES	17,708.	5,312.	12,396.	
CORPORATE INSURANCE	18,144.	6,647.	5,617.	5,880.
COMPUTER SUPPLIES	23,586.	17,227.	6,424.	<65.>
TOTAL TO FM 990, LN 43	796,748.	682,699.	55,404.	58,645.

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT 3

EXPLANATION

TO CHAMPION THE CONNECTION OF NEEDED COMMUNITY RESOURCES WITH SCHOOLS TO HELP YOUNG PEOPLE SUCCESSFULLY LEARN, STAY IN SCHOOL, AND PREPARE FOR LIFE.

FORM 990 CASH GRANTS AND ALLOCATIONS STATEMENT 4

CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
AWARDS, GRANTS, AND SCHOLARSHIPS	ALASKA EDUCATIONAL CONSULTANTS- MAT	501 NORTH GULKANA, PALMER, AL 99645	NONE	29,577.
AWARDS, GRANTS, AND SCHOLARSHIPS	ALASKA STAFF DEVELOPMENT NETWORK -	2204 DOUGLAS HIGHWAY, SUITE 100, DOUGLAS, AK	NONE	22,183.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS-MCLENNAN CO.YOUTH COLLABORATION	SOUTH CAROLINA	NONE	10,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF ALASKA	PO BOX 2889, PALMER, AK 99645	NONE	156,956.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF ARIZONA	523 SOUTH LOUISIANA STREET, SUITE 175, LITTLE	NONE	12,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF AVAI	425 C STREET, ANCHORAGE, AK 99501	NONE	12,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF CHICAGO	815 WEST VAN BUREN, SUITE 300, CHICAGO, IL 60607	NONE	5,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF DELAWARE	100 CAMPUS DRIVE, DOVER, DE 19904	NONE	15,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF FLORIDA	444 APPLEYARD DRIVE, TALLAHASSEE, FL	NONE	15,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF GEORGIA	600 WEST PEACHTREE STREET, SUITE 1200, ATLANTA, GA	NONE	305,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF HOUSTON	2150 WEST 18TH STREET, SUITE 1000, HOUSTON, TX	NONE	5,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF KANSAS	PO BOX 776, MOUNDRIDGE, KS 67107	NONE	10,000.

AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF MIAMI	11900 SW 128TH STREET, MIAMI, FL 33186	NONE	10,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF MICHIGAN	11172 ADAMS ST., HOLLAND, MI 49423	NONE	15,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF NEW JERSEY	155 WASHINGTON STREET, SUITE 201, NEWARK, NJ 07102	NONE	2,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF NORTH CAROLINA	222 NORTH PERSON STREET, SUITE 101, RALEIGH, NC 27601	NONE	25,500.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF PENNSYLVANIA	225 BOULEVARD OF THE ALLIES, SUITE 404, PITTSBURGH,	NONE	70,500.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF PHILADELPHIA	RODIN PLACE, 2000 HAMILTON STREET, SUITE 201,	NONE	5,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF RICHMOND, VA	1518 WILLOW LAWN DRIVE, RICHMOND, VA 23230	NONE	10,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF SOTUH BAY, CA	1610-B W. ROSECRANS AVENUE, COMPTON, VA 90220	NONE	20,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF SOUTH CAROLINA	1614 B TAYLOR STREET, COLUMBIA, SC 29201	NONE	10,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF SOUTHERN NEVADA	8695 MARTINIQUE BAY LANE, LAS VEGAS, NV 89147	NONE	115,000.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF TEXAS	1701 N. CONGRESS AVENUE, AUSTIN, TX 78701	NONE	20,500.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF VIRGINIA	413 STUART CIRCLE, SUITE 130, RICHMOND, VA 23220	NONE	20,500.
AWARDS, GRANTS, AND SCHOLARSHIPS	CIS OF WASHINGTON	1904 THIRD AVENUE, SUITE 435, SEATTLE, WA 98101	NONE	25,500.
AWARDS, GRANTS, AND SCHOLARSHIPS	KOTZEBUE IRA	BOX 296, KOTZEBUE, AK 99752	NONE	22,183.

AWARDS, GRANTS, AND SCHOLARSHIPS	LOWER KUSKOKWIM SOUTH DISTRICT	BETHEL, AK	NONE	29,577.
AWARDS, GRANTS, AND SCHOLARSHIPS	NOME PUBLIC SCHOOL	3.5 NOME-TELLER HIGHWAY, NOME, AK 99762	NONE	29,577.
AWARDS, GRANTS, AND SCHOLARSHIPS	YOUTH SERVICES OF AMERICA	ALASKA	NONE	5,000.
TOTAL INCLUDED ON FORM 990, PART II, LINE 22				1,033,553.

FORM 990 DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 5

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND EQUIPMENT	373,570.	356,472.	17,098.
TOTAL TO FORM 990, PART IV, LN 57	373,570.	356,472.	17,098.

FORM 990 OTHER ASSETS STATEMENT 6

DESCRIPTION	AMOUNT
CASH HELD FOR RESTRICTED PURPOSES	141,253.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	141,253.

FORM 990 LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC. STATEMENT 7

LENDER'S NAME AND TITLE	ORIGINAL LOAN AMOUNT
MEMBER OF LEADERSHIP COUNCIL	850,000.

DATE OF NOTE	MATURITY DATE	TERMS OF REPAYMENT	INTEREST RATE
08/24/05	08/01/06	DUE AND PAYABLE IN FULL AT MATURITY	.00%

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
UNSECURED, INTEREST-FREE LOAN	TO PAYOFF BANK LOAN

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
NONE	0.	850,000.
TOTAL TO FORM 990, PART IV, LINE 63, COLUMN B		850,000.

FORM 990 OTHER SECURITIES STATEMENT 8

SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES
EQUITY SECURITIES	FMV	30,625.
TO FORM 990, LINE 54, COL B		30,625.

FORM 990 PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM E. MILLIKEN COMMUNITIES IN SCHOOLS	VICE CHAIR & FOUNDER 40	192,497.	11,550.	5,176.
DANIEL J. CARDINALI COMMUNITIES IN SCHOOLS	PRESIDENT 40	185,000.	10,500.	2,763.
JANICE K. BIGELOW COMMUNITIES IN SCHOOLS	CHIEF FINANCIAL OFFICER 40	75,000.	0.	0.
SALLY DELUCA COMMUNITIES IN SCHOOLS	VP OF FIELD OPERATIONS 40	97,500.	5,850.	0.
SUSAN SIEGAL COMMUNITIES IN SCHOOLS	VP OF RESEARCH 40	97,500.	5,850.	0.
DEBORAH VENEY ROBINSON COMMUNITIES IN SCHOOLS	VP OF COMMUNICATIONS 40	87,500.	0.	0.
JAMES M. ALLWIN COMMUNITIES IN SCHOOLS	CHAIRMAN 5	0.	0.	0.
ROBERT H.B. BALDWIN COMMUNITIES IN SCHOOLS	FOUNDING CHAIRMAN 5	0.	0.	0.
WALLY AMOS COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
KENNETH BACON COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
HON. GONZALO BARRIENTOS COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.

BRIAN E. BECKER COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
GEOFFREY T. BOISI COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
GERALD BRESLAUER COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
HON. ANN COX CHAMBERS COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
RAYMOND G. CHAMBERS COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
MILLARD S. DREXLER COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
VIRGIL E. ECTON COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
JOHN R. ETTINGER COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
HON. DAN GLICKMAN COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
PAUL HOUSTON COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
GEORGE H. JOHNSON COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
ALAN K. JONES COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
LINDA LESOURD LADER COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.

ROBERT LIGHT COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
JOHN H. MOBLEY, II COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
NICOLE MOORE COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
JOHN NIXON COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
DEAN L. OVERMAN COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
JOE PORTERA COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
JONATHAN G. POWERS COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
LEONARD STERN COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
WILLIAM H. WALTON, III COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
DONNA WEISS COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
SHERRIE ROLLINS WESTIN COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
LINDA GALE WHITE COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
ELAINE WYNN COMMUNITIES IN SCHOOLS	DIRECTOR 5	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		734,997.	33,750.	7,939.

SCHEDULE A STATEMENT REGARDING ACTIVITIES WITH STATEMENT 10
SUBSTANTIAL CONTRIBUTORS, TRUSTEES, DIRECTORS,
CREATORS, KEY EMPLOYEES, ETC,.
PART III, LINE 2

IN FISCAL YEAR 2005, A MEMBER OF CIS' LEADERSHIP COUNCIL MADE AN INTEREST-FREE LOAN TO THE ORGANIZATION IN THE AMOUNT OF $850,000. THIS IS DUE AND PAYABLE IN FULL ON AUGUST 1, 2006.
IN FISCAL YEAR 2004, A MEMBER OF CIS' BOARD OF DIRECTORS MADE AN INTEREST-FREE LOAN TO THE ORGANIZATION IN AN AMOUNT OF 1,000,000.
AS OF 9/30/2005 & 2004, $0 & $1,000,000 WAS OUTSTANDING RELATING TO THE LOAN, RESPECTIVELY.

7005 1160 0001 9202 4367

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

FILE COPY

- 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
	COMMUNITIES IN SCHOOLS	52-1289174
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. 277 SOUTH WASHINGTON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ALEXANDRIA, VA 22314	

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

- The books are in the care of ▶ THE ASSOCIATION
  Telephone No. ▶ 703-518-2565 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) ______ . 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 MAY 15, 2006 .
to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning OCT 1, 2004 , and ending SEP 30, 2005 .

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 . . . $

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 . . . . . . $

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.