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 JUL 1, 2004 and ending JUN 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: UNION STATION FOUNDATION

Number and street (or P.O. box if mail is not delivered to street address): 825 E. ORANGE GROVE BLVD — Room/suite:

City or town, state or country, and ZIP + 4: PASADENA, CA 91104

D Employer identification number: 95-3958741

E Telephone number: (626)449-4596

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 ▶

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 [X] No

G Website: ▶WWW.UNIONSTATIONFOUNDATION.ORG

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

I Group Exemption Number ▶

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 ▶ 4,972,052.

SCANNED APR 0 6 2006

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

1	Contributions, gifts, grants, and similar amounts received:				
a	Direct public support	1a	3,844,180.		
b	Indirect public support	1b			
c	Government contributions (grants)	1c	668,944.		
d	Total (add lines 1a through 1c) (cash $ 4,513,124. noncash $)			1d	4,513,124.
2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	236,503.
3	Membership dues and assessments			3	
4	Interest on savings and temporary cash investments			4	
5	Dividends and interest from securities			5	49,384.
6 a	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	

		(A) Securities		(B) Other		
8 a	Gross amount from sales of assets other than inventory	170,045.	8a			
b	Less: cost or other basis and sales expenses	168,650.	8b			
c	Gain or (loss) (attach schedule)	1,395.	8c			
d	Net gain or (loss) (combine line 8c, columns (A) and (B)) STMT 2				8d	1,395.

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	
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	2,996.
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	4,803,402.
13	Program services (from line 44, column (B))			13	2,897,420.
14	Management and general (from line 44, column (C))			14	597,349.
15	Fundraising (from line 44, column (D))			15	932,427.
16	Payments to affiliates (attach schedule)			16	
17	Total expenses (add lines 16 and 44, column (A))			17	4,427,196.
18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	376,206.
19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	7,180,362.
20	Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 3			20	40,837.
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	7,597,405.

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

6-13-14

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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. 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 $ ______ noncash $ ______)	22				
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc.	25	208,150.	135,298.	33,304.	39,548.
26 Other salaries and wages	26	1,730,568.	1,124,869.	276,891.	328,808.
27 Pension plan contributions	27	75,209.	42,869.	16,545.	15,795.
28 Other employee benefits	28	240,000.	176,056.	41,065.	22,879.
29 Payroll taxes	29	174,417.	113,371.	27,907.	33,139.
30 Professional fundraising fees	30				
31 Accounting fees	31	22,141.	5,535.	16,606.	
32 Legal fees	32	15,625.		15,625.	
33 Supplies	33				
34 Telephone	34				
35 Postage and shipping	35	3,791.	948.	2,843.	
36 Occupancy	36				
37 Equipment rental and maintenance	37	31,377.	17,968.	9,885.	3,524.
38 Printing and publications	38	4,437.	887.	1,331.	2,219.
39 Travel	39				
40 Conferences, conventions, and meetings	40				
41 Interest	41	50,386.		50,386.	
42 Depreciation, depletion, etc. (attach schedule)	42	330,656.	274,445.	33,066.	23,145.
43 Other expenses not covered above (itemize):					
a	43a				
b	43b				
c	43c				
d	43d				
e SEE STATEMENT 4	43e	1,540,439.	1,005,174.	71,895.	463,370.
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	4,427,196.	2,897,420.	597,349.	932,427.

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

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

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

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? ▶ SEE STATEMENT 5

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)
a SEE STATEMENT #1 FOOTNOTE #1 (Grants and allocations $)	2,897,420.
b (Grants and allocations $)	
c (Grants and allocations $)	
d (Grants and allocations $)	
e Other program services (attach schedule) (Grants and allocations $)	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	2,897,420.

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Form **990** (2004)

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			238,262.	45	230,702.
46 Savings and temporary cash investments			29,944.	46	56,369.
47 a Accounts receivable	47a				
b Less: allowance for doubtful accounts	47b			47c	
48 a Pledges receivable	48a	1,117,384.			
b Less: allowance for doubtful accounts	48b		687,043.	48c	1,117,384.
49 Grants receivable			139,701.	49	100,278.
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			23,245.	53	31,101.
54 Investments - securities STMT 9 ▶ ☐ Cost ☒ FMV			1,006,471.	54	1,153,916.
55 a Investments - land, buildings, and equipment: basis	55a				
b Less: accumulated depreciation	55b			55c	
56 Investments - other SEE STATEMENT 6			-2,750.	56	-2,750.
57 a Land, buildings, and equipment: basis	57a	7,258,204.			
b Less: accumulated depreciation	57b	1,260,839.	6,315,087.	57c	5,997,365.
58 Other assets (describe ▶ SEE STATEMENT 7)			1,489.	58	24,372.
59 **Total assets** (add lines 45 through 58) (must equal line 74)			8,438,492.	59	8,708,737.
Liabilities					
60 Accounts payable and accrued expenses			372,617.	60	190,383.
61 Grants payable				61	
62 Deferred revenue				62	
63 Loans from officers, directors, trustees, and key employees				63	
64 a Tax-exempt bond liabilities				64a	
b Mortgages and other notes payable STMT 8			760,513.	64b	785,949.
65 Other liabilities (describe ▶ LINE OF CREDIT)			125,000.	65	135,000.
66 **Total liabilities** (add lines 60 through 65)			1,258,130.	66	1,111,332.
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			5,720,574.	67	6,111,839.
68 Temporarily restricted			417,306.	68	431,989.
69 Permanently restricted			1,042,482.	69	1,053,577.
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)			7,180,362.	73	7,597,405.
74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)			8,438,492.	74	8,708,737.

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

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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	4,844,239.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments $		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify): STMT 10 $ 40,837.		
	Add amounts on lines (1) through (4)	b	40,837.
c	Line a minus line b	c	4,803,402.
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	4,803,402.

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

a	Total expenses and losses per audited financial statements	a	4,427,196.
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify): $		
	Add amounts on lines (1) through (4)	b	0.
c	Line a minus line b	c	4,427,196.
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	4,427,196.

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 11		208,150.	17,416.	600.

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 [X] 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 ▶ SEE STATEMENT 12 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: N/A			
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? N/A	83b		
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 ▶ CALIFORNIA

b Number of employees employed in the pay period that includes March 12, 2004 — 90b: 63

91 The books are in care of ▶ CYNTHIA FOSTER C/O UNION STATION Telephone no. ▶ (626) 240-4550

Located at ▶ 825 E. ORANGE GROVE BLVD, PASADENA, CA ZIP + 4 ▶ 91104

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 (A) Business code	(B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	(D) Amount	(E) Related or exempt function income
93 Program service revenue:					
a CASE MGT. SERVICES					236,473.
b OTHER INCOME					30.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	49,384.	
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			18	1,395.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a REDUCTION IN ALLOWANCE					2,996.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		50,779.	239,499.
105 Total (add line 104, columns (B), (D), and (E)) ▶					290,278.

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).
	SEE STATEMENT 13

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

▶ Marvin M. Gross — Signature of officer — 3-10-06 Date ▶ MARVIN GROSS, EXECUTIVE DIRECT — Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] Date 3/2/06 Check if self-employed ▶ ☐ Preparer's SSN or PTIN

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ GOEHNER ACCOUNTANCY 251 S. LAKE AVENUE, SUITE 190 PASADENA, CA 91101 EIN ▶ Phone no ▶

423161 01-13-05

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: UNION STATION FOUNDATION

Employer identification number: 95 3958741

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

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

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
KATE ROSLOFF 825 E. ORANGE GROVE BLVD.	DIRECTOR 40	92,000.	5,188.	
LARRY JOHNSON 825 E. ORANGE GROVE BLVD.	PROG. DIR 40	66,950.	4,087.	
HAVA MANASSE 825 E. ORANGE GROVE BLVD.	A.D. OF DEV 40	53,040.	3,878.	
SANDRA PETERSON 825 E. ORANGE GROVE BLVD.	DIRECTOR 40	56,650.	6,206.	
MITRA MADJDI 825 E. ORAGNE GROVE BLVD.	DIRECTOR 40	51,000.	4,641.	
Total number of other employees paid over $50,000 ▶	1			

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
GONZALEZ GOODALE ARCHITECTS 135 W. GREEN ST. SUITE 200, PASADENA, CA 91105	ARCHITECT	64,918.
GRIZZARD P.O. BOX 534196, ATLANTA, GA 30353	DEVELOPMENT	150,480.
S.O.S. EXPRESS 1760 LOCUST STREET, PASADENA, CA 91106	SECURITY	72,688.
Total number of others receiving over $50,000 for professional services ▶	0	

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

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ ______ $ ______ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	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)?	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 [X] 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)	3,612,183.	1,707,549.	4,147,811.	3,718,139.	13,185,682.
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	236,708.	97,597.	238,890.	240,032.	813,227.
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	41,370.	27,401.	70,562.	72,181.	211,514.
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	3,890,261.	1,832,547.	4,457,263.	4,030,352.	14,210,423.
24 Line 23 minus line 17	3,653,553.	1,734,950.	4,218,373.	3,790,320.	13,397,196.
25 Enter 1% of line 23	38,903.	18,325.	44,573.	40,304.	

26 **Organizations described on lines 10 or 11:** a Enter 2% of amount in column (e), line 24 ▶ 26a 267,944.

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 969,443.

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ 26c 13,397,196.

d Add: Amounts from column (e) for lines: 18 211,514. 19 ______ 22 ______ 26b 969,443. ▶ 26d 1,180,957.

e Public support (line 26c minus line 26d total) ▶ 26e 12,216,239.

f **Public support percentage (line 26e (numerator) divided by line 26c (denominator))** ▶ 26f 91.1850 %

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)

		Line	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.) N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of.	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h.)			0.

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

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

FOOTNOTES STATEMENT 1

FOOTNOTE #1
990 PART III A. STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

UNION STATION FOUNDATION PROVIDES EMERGENCY AND SUPPORTIVE SERVICES TO MEN, WOMEN AND FAMILIES. IN THIS FISCAL YEAR WE PROVIDED ASSISTANCE TO MORE THAN 2,300 HOMELESS AND VERY LOW-INCOME MEN, WOMEN AND FAMILIES, INCLUDING MORE THAN 154,000 MEALS AND 31,000 NIGHTS OF SHELTER.

OUR 36 BED ADULT CENTER PROVIDES FOOD, SHELTER AND SUPPORTIVE SERVICES. A TOTAL OF 178 SINGLE ADULTS WERE SERVED AT OUR ADULT CENTER THIS YEAR AND 93 MOVED ON TO STABLE LIVING ARRANGEMENTS. WE ALSO PROVIDED DAILY 12-STEP MEETINGS, COMMUNITY HEALTHCARE, ART AND HANDICRAFT WORKSHOPS AND A DAILY SHOWER PROGRAM AVAILABLE TO ALL.

OUR EUCLID VILLA TRANSITIONAL HOUSING PROGRAM PROVIDES HOUSING PLUS CASE MANAGEMENT FOR 14 FORMERLY HOMELESS FAMILIES, THIS YEAR FIVE FAMILIES SUCCESSFULLY MOVED INTO THEIR OWN PERMANENT HOUSING. CASE MANAGERS WORK CLOSELY WITH EACH FAMILY TO HELP THEM ACHIEVE FINANCIAL AND EMOTIONAL STABILITY TO SECURE PERMANENT HOUSING.

OUR JOB DEVELOPMENT PROGRAM, SOURCES, IS A THREE PHASE PROGRAM FOR OUR WORK-READY CLIENTS. THIS YEAR SOURCES OFFERED COMPREHENSIVE JOB SEARCH AND CAREER DEVELOPMENT SERVICES TO 136 PEOPLE, AND ASSISTED RECENT AND RETURNING GRADUATES TO FIND A TOTAL OF 141 NEW JOBS.

OUR 50 BED FAMILY CENTER PROVIDES A SHELTER AND SUPPORTIVE SERVICES FOR APPROXIMATELY 180 FAMILY MEMBERS EACH YEAR. THIS YEAR 30 FAMILIES COMPLETED THE PROGRAM DESPITE THE CRITICAL SHORTAGE OF AFFORDABLE HOUSING IN THE AREA,ALL OF THEM MOVED ON TO STABLE LIVING ARRANGEMENTS.

SEE ATTACHED FIXED ASSET SCHEDULE, WHICH TIES OUT TO
TOTAL FIXED ASSETS, TOTAL ACCUMULATED DEPRECIATION,
TOTAL DEPRECIATION EXPENSE FOR THE YEAR ENDED JUNE 30, 2005

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 2

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
538.44 SH QUASI IVCA	16,250.	16,346.	0.	-96.
2619.28 SH QUASI IVCA	81,250.	79,862.	0.	1,388.
3219.28 SH QUASI BFA	43,750.	43,879.	0.	-129.
654.45 SH QUASI BFA	8,753.	8,750.	0.	3.
72.42 SH SOURCES IVCA	2,223.	2,198.	0.	25.
580.41 SH IVCA	17,819.	17,615.	0.	204.
TO FORM 990, PART I, LINE 8	170,045.	168,650.	0.	1,395.

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

DESCRIPTION	AMOUNT
UNREALIZED HOLDING LOSS ON MARKETABLE SECURITIES	40,837.
TOTAL TO FORM 990, PART I, LINE 20	40,837.

FORM 990 OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
FOOD	197,610.	197,610.	0.	0.
DEVELOPMENT/PR	227,287.	15,534.	15,437.	196,316.
INSURANCE AND TAXES	51,509.	42,752.	5,151.	3,606.
PROFESSIONAL SERVICE CHARGES	16,356.	5,068.	9,984.	1,304.
AUTO, INCLUDING REIMB	14,078.	14,078.	0.	0.
VOLUNTEER PROGRAM	14,630.	14,630.	0.	0.
PATRON AID & OTHER PROGRAM EXPENSES	45,640.	45,640.	0.	0.
UTILITIES AND TELEPHONE	110,088.	84,430.	14,682.	10,976.
BUILDING REPAIRS AND MAINTENANCE	183,794.	154,690.	17,120.	11,984.
PROGRAM EXPENSES	225,504.	225,504.	0.	0.
FACILITIES	180,663.	179,660.	590.	413.
SPECIAL EVENTS	235,897.	0.	0.	235,897.

BAD DEBT	10,800.	10,800.		0.
OTHER EXPENSES	26,583.	14,778.	8,931.	2,874.
TOTAL TO FM 990, LN 43	1,540,439.	1,005,174.	71,895.	463,370.

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

EXPLANATION

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

FORM 990 OTHER INVESTMENTS STATEMENT 6

DESCRIPTION	VALUATION METHOD	AMOUNT
INVESTMENT IN PARTNERSHIP	COST	-2,750.
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B		-2,750.

FORM 990 OTHER ASSETS STATEMENT 7

DESCRIPTION	AMOUNT
OTHER RECEIVABLES	18,462.
ALLOWANCE FOR DOUBTFUL ACCOUNTS	-10,800.
SECURITY DEPOSIT	16,710.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	24,372.

FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 8

LENDER'S NAME	TERMS OF REPAYMENT
STATE OF CALIFORNIA	PROVIDE SERVICES FOR THE HOMELESS IN EXCHANGE FOR NOTE REDUCTION

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
06/27/03	06/27/10	710,000.	.00%

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

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
PROPERTY LOCATED AT 412 S. RAYMOND AVE., PASADENA, CA 91105	0.	785,949.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		785,949.

FORM 990 OTHER SECURITIES STATEMENT 9

SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES
INVESTMENTS IN MUTUAL FUNDS	FMV	1,153,916.
TO FORM 990, LINE 54, COL B		1,153,916.

FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 8

LENDER'S NAME	TERMS OF REPAYMENT
STATE OF CALIFORNIA	PROVIDE SERVICES FOR THE HOMELESS IN EXCHANGE FOR NOTE REDUCTION

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
06/27/03	06/27/10	710,000.	.00%

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

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
PROPERTY LOCATED AT 412 S. RAYMOND AVE., PASADENA, CA 91105	0.	785,949.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		785,949.

FORM 990 OTHER SECURITIES STATEMENT 9

SECURITY DESCRIPTION	COST/FMV	OTHER SECURITIES
INVESTMENTS IN MUTUAL FUNDS	FMV	1,153,916.
TO FORM 990, LINE 54, COL B		1,153,916.

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 10

DESCRIPTION	AMOUNT
UNREALIZED GAINS INCLUDED IN REVENUES	40,837.
TOTAL TO FORM 990, PART IV-A	40,837.

FORM 990 PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARVIN GROSS 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	EXECUTIVE DIRECTOR 40	136,050.	11,463.	600.
WILLIAM GOLDMANN 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
WILLIAM KERLER 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - PRESIDENT 1	0.	0.	0.
KEN EDWARDS 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - VICE PRESIDENT 1	0.	0.	0.
WILMA J. ALLEN 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
GARTH GILPIN 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
MARCIA GOODSTEIN 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - SECRETARY 1	0.	0.	0.
JAMES A. EVERETT 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.

CHARLES J. THUSS 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - TREASURER 1	0.	0.	0.
ANN HAMILTON 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
ROBERT J. FLOE 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
GERRY PUHARA 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
MARGO KIDUSHIM 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
WENDY KOLOKOTRONES 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
PAUL BROTZMAN 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
MICHAEL CORNWELL 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
MINDY STEIN 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
CYNTHIA FOSTER 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	DIRECTOR OF FINANCE & ADM. 40	72,100.	5,953.	0.
JOHN FAIRBANKS 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
SUSAN SAN FILIPPO 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
NANCY FAIRCHILD 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.

BETSEY W. TYLER 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
JOANNE S. MORAN, PH.D., PSY.D. 825 E. ORANGE GROVE BLVD PASADENA, CALIFORNIA 91104	BOD - MEMBER 1	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		208,150.	17,416.	600.

FORM 990 IDENTIFICATION OF RELATED ORGANIZATIONS STATEMENT 12
PART VI, LINE 80B

NAME OF ORGANIZATION	EXEMPT	NONEXEMPT
PACIFIC HOUSING ALLIANCE	X	
160 EUCLID PARTNERS, LP		X

FORM 990 PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES STATEMENT 13

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93	PASSAGEWAYS, A PARTNERSHIP BETWEEN UNION STATION AND PACIFIC CLINICS, PROVIDE A POINT OF ENTRY FOR HOMELESS INDIVIDUALS AND FAMILIES INTO PASADENA'S NETWORK OF MEDICAL AND SOCIAL SERVICES. PASSAGEWAYS REACHES THE HARD-TO SERVE HOMELESS, MANY WITH CHRONIC MENTAL ILLNESS, LONG-TERM SUBSTANCE ABUSE, OR A COMBINATION OF CONDITIONS WHICH REQUIRE AN INTENSIVE LEVEL OF SERVICE. THIS YEAR THE STAFF AT OUR INTAKE CENTER PROVIDED SUPPORTIVE SERVICES AND REFERRALS TO 1,423 ADULTS AND 553 CHILDREN.

- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

Type or print. File by the extended due date for filing the return See instructions		
	Name of Exempt Organization UNION STATION FOUNDATION	**Employer identification number** 95-3958741
	Number, street, and room or suite no. If a P.O. box, see instructions. 825 E. ORANGE GROVE BLVD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PASADENA, CA 91104	

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

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

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CYNTHIA FOSTER C/O UNION STATION
  Telephone No. ▶ (626) 240-4550 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 is for.

4 I request an additional 3-month extension of time until MAY 15, 2006 .

5 For calendar year ______ , or other tax year beginning JUL 1, 2004 and ending JUN 30, 2005 .

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

7 State in detail why you need the extension

8a 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, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 $

c **Balance Due.** Subtract line 8b from line 8a. 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

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ EXECUTIVE DIRECTOR Date ▶

Notice to Applicant - To Be Completed by the IRS

[ ] We **have** approved this application. Please attach this form to the organization's return.

[ ] We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

[ ] We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

[ ] We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.

[ ] Other

Director By: Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	
	Name GOEHNER ACCOUNTANCY
	Number and street (include suite, room, or apt. no.) or a P.O. box number 251 S. LAKE AVENUE, SUITE 190
423832 01-10-05	**City or town, province or state, and country (including postal or ZIP code)** PASADENA, CA 91101

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquisition Date	Useful Life	Cost 6/30/04	Additions	Deletions	Cost 6/30/05	Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
BUILDING - 412 S. Raymond	01-Nov-89	40	982,356 40			982,356.40	368,383.73	24,558 91	392,942.64	589,413.76
BUILDING - Orange Grove	01-Oct-03	40	329,291.11			329,291.11	6,174.21	8,232.28	14,406.49	314,884 62
			PY 1,311,647.51	-	-	1,311,647.51 PY	374,557.94	32,791.19	407,349.13	904,298.38
BUILDING IMPROVEMENTS.										
Debonaire Water Heater	17-Jan-01	15	9,350.00		-	9,350.00	2,181.66	623.33	2,804.99	6,545.01
**825 Building Improvement	30-Jun-03	15	3,401,106 00	-		3,401,106.00	226,740.40	226,740.40	453,480.80	2,947,625.20
**412 Building Improvement	12-Mar-04	15	126,022.68	-		126,022.68	2,800.50	8,401 51	11,202.01	114,820.67
			PY 3,536,478.68	-	-	3,536,478.68 PY	231,722.56	235,765.25	467,487.81	3,068,990.87
OFFICE EQUIPMENT - 412 Raymond										
Computer	01-Jan-86	5	2,741.31			2,741.31	2,741.31	-	2,741.31	-
Printer	01-Jan-86	5	750.00			750.00	750.00	-	750.00	-
Copier	01-Jan-87	5	2,721.08			2,721.08	2,721.08	-	2,721.08	-
Typewriter	01-Jan-87	5	424.94			424.94	424.94	-	424.94	-
Software	01-Jan-87	3	396.13			396.13	396.13	-	396.13	-
Phone system	06-Jan-88	5	1,226.88			1,226 88	1,226.88	-	1,226 88	-
Computer system	20-Jan-88	3	2,046.92			2,046.92	2,046.92	-	2,046.92	-
Mail machine and scale	18-Jan-89	5	1,491 00			1,491.00	1,491.00	-	1,491.00	-
Laser printer	24-Feb-89	3	1,980 90			1,980.90	1,980.90	-	1,980.90	-
Computer	30-Mar-89	3	1,369.59			1,369 59	1,369.59	-	1,369.59	-
Computer software	17-Apr-89	3	378.08			378.08	378.08	-	378.08	-
2 Personal computers	02-Feb-90	5	8,823.96			8,823.96	8,823 96	-	8,823 96	-
HP Laser printer	02-Feb-90	5	1,629.00			1,629.00	1,629.00	-	1,629.00	-
Fax machine	11-Jan-91	5	638 99			638 99	638.99	-	638.99	-
HP Laserjet III	20-Jan-91	5	1,786.54			1,786 54	1,786.54	-	1,786.54	-
HP 500 desktop printer	20-Jan-91	5	625.70			625.70	625.70	-	625.70	-
IBM PS-2 computer & software	06-Jun-91	5	2,600 00			2,600.00	2,600 00	-	2,600 00	-
AST computer & monitor	30-Jun-91	5	1,050 00			1,050.00	1,050.00	-	1,050.00	-
AT computer & monitor	30-Jun-91	5	950.00			950.00	950.00	-	950.00	-
Computer - administrative mgr.	29-Dec-95	5	2,011.99			2,011.99	2,011.99	-	2,011.99	-
2 computer workstations	26-Jan-96	5	4,048.55			4,048 55	4,048 55	-	4,048.55	-
C-Star Client Database Softwaare	16-Aug-99	5	4,000.00			4,000.00	4,000.00	-	4,000 00	-
Printer - HP 4050N	19-Jul-99	5	1,623 74			1,623.74	1,623 74	-	1,623.74	-
Fax , monitor	26-Jan-96	5	1,269 82			1,269 82	1,269.82	-	1,269.82	-
Furniture - Reception Area	15-Aug-00	5	1,232.58			1,232.58	965 53	246.52	1,212.05	20.53
2 Refrigerators	06-Oct-00	10	3,277.81			3,277.81	1,229 18	327 78	1,556.96	1,720.85
Office Chair	20-Oct-00	10	541.20			541.20	198 44	54 12	252.56	288.64
Gateway Computer	31-May-01	3	2,211 48			2,211.48	2,211.48	-	2,211.48	-
			PY 53,848.19	0.00	-	53,848.19 PY	51,189.75	628.42	51,818.17	2,030 02

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquisition Date	Useful Life	Cost 6/30/04	Additions	Deletions	Cost 6/30/05	Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
OFFICE EQUIPMENT - Annex										
Phone system	19-Nov-92	5	1,124.00			1,124.00	1,124 00	-	1,124.00	-
Computer network-Fundmaster	23-Sep-92	5	7,175 00			7,175.00	7,175.00	-	7,175 00	-
Copier	30-Nov-92	5	798.67			798.67	798.67	-	798.67	-
Computer	08-Mar-92	5	2,703.31			2,703.31	2,703.31	-	2,703 31	-
Lateral file	31-Oct-89	10	365.15			365.15	365.15	-	365.15	-
Multi purpose table	31-Oct-89	10	299.64			299.64	299.64	-	299 64	-
Typing table	31-Oct-89	10	204.95			204.95	204.95	-	204.95	-
Task chair	31-Oct-89	10	251.64			251.64	251.64	-	251.64	-
Computer equipment	26-Jan-96	5	13,951.45			13,951.45	13,951.45	-	13,951.45	-
4 Monitors	24-Jan-00	5	3,680 40			3,680.40	3,251 02	429 38	3,680.40	-
Printer	28-Mar-00	5	1,244.86			1,244.86	1,058.13	186 73	1,244.86	(0.00)
Printer	27-Apr-00	5	1,840.23			1,840.23	1,533.52	306.71	1,840.23	0.00
5 Computers	21-Sep-00	5	2,681.20			2,681.20	2,010 90	536.24	2,547.14	134.06
5 Monitors	21-Sep-00	5	1,519.73			1,519.73	1,139.80	303.95	1,443.75	75 98
Computer equipment	21-Sep-00	5	289.55			289.55	217.17	57 91	275.08	14 47
Compaq Computers (12)	13-Mar-01	3	7,862.29			7,862.29	7,862.29	-	7,862.29	-
Gateway Computer	26-Mar-01	3	4,454.65			4,454.65	4,454.65	-	4,454.65	-
Computer Monitors (2)	02-Apr-01	3	2,613.49			2,613.49	2,613.49	-	2,613 49	-
Computers (6)	11-Jun-02	3	4,538.84			4,538.84	3,025.89	1,512 95	4,538.84	0.00
Computer Monitor	14-Jun-02	3	887 33			887.33	591.56	295 77	887.33	0.00
Printer	01-Jul-02	5	1,748.21			1,748.21	699.28	349 64	1,048.92	699.29
Network	16-May-02	5	5,833.92			5,833.92	2,333.56	1,166.78	3,500.34	2,333.58
Copier (Deposit)	13-Jun-03	5	3,000.00			3,000.00	600.00	600.00	1,200.00	1,800 00
Telephone system	10-Jun-03	10	11,083.04			11,083.04	1,108.30	1,108.30	2,216.60	8,866 44
Compaq evo computers	16-Jun-03	3	1,580.45			1,580.45	526 82	526 82	1,053.64	526.81
Computer upgrades software	10-Jun-03	3	1,634.49			1,634 49	544.83	544 83	1,089.66	544.83
HP6122 Inkject printer	24-Jun-03	5	526.66			526.66	105.33	105.33	210.66	316.00
10 Button LCD Speakerphone	13-Nov-03	5	811.88			811.88	108.25	162.38	270.63	541 25
10 Button LCD Speakerphone	12-Nov-03	5	719 25			719.25	95.90	143 85	239.75	479.50
Computer Monitor 17" Viewsonic	17-Oct-03	5	518.89			518.89	77 83	103.78	181.61	337.28
Computer Monitor	05-Jan-04	5	691.85			691 85	69.19	138 37	207.56	484.29
New Computers for all Work Station 20	02-Dec-03	5	3,502.95			3,502.95	408.68	700.59	1,109.27	2,393.68
Washing Machine 825	10-Oct-03	5	568 26			568.26	85.24	113.65	198 89	369.37
2HP Computers Server	09-Jul-03	5	6,908.34			6,908.34	1,381.67	1,381.67	2,763.34	4,145.00
26 HP Computers	15-Sep-03	5	19,110.46			19,110.46	3,185.08	3,822 09	7,007.17	12,103.29
Commercial 5 WHT Mixer	15-Oct-03	5	689.54			689.54	103.43	137.91	241.34	448.20
Telephone system	04-May-05	10	-	3,093.13		3,093.13	-	77.33	77.33	3,015 80
Telephone system	24-Jan-05	10		9,843.00		9,843.00	-	410.13	410 13	9,432.88
OFFICE EQUIPMENT - 825										
Toshiba Phone System	03-Jul-03	10	34,715.98			34,715.98	3,471.60	3,471.60	6,943.20	27,772.78
			PY 152,130.54	12,936.13	-	165,066.67	PY 69,537.22	18,694.67	88,231.89	76,834.79
TOTAL OFFICE EQUIPMENT			PY 205,978.73	12,936.13	-	218,914.86	PY 120,726.97	19,323.09	140,050.06	78,864.81

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquisition Date	Useful Life	Cost 6/30/04	Additions	Deletions	Cost 6/30/05	Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
DEPOT FURNITURE & EQUIPMENT										
Carpet	01-Jan-87	5	1,210.00			1,210.00	1,210.00	-	1,210 00	-
Furniture	01-Jan-87	5	2,460.15			2,460.15	2,460.15	-	2,460 15	-
Umbrellas and stands	01-Jan-88	5	298.09			298 09	298.09	-	298.09	-
Washer/dryer	28-Jan-88	10	950.79			950.79	950.79	-	950.79	-
Kitchen stove	01-Apr-88	10	2,023 50			2,023.50	2,023.50	-	2,023.50	-
Folding chairs	31-Oct-88	5	408 96			408.96	408 96	-	408.96	-
Food processor	16-May-89	10	463.27			463 27	463.27	-	463.27	-
Dishwasher	31-Aug-89	10	318.43			318.43	318.43	-	318.43	-
Refrigerator	31-Aug-89	10	744.44			744.44	744.44	-	744.44	-
Carpets	12-Mar-92	5	2,574.20			2,574 20	2,574.20	-	2,574 20	-
Furniture	12-Mar-92	5	1,163.69			1,163.69	1,163.69	-	1,163 69	-
			PY 12,615.52	-	-	12,615.52	PY 12,615.52	-	12,615.52	-
412 -NEW FACILITY FURNITURE & EQUIPMENT										
Shelving	07-Jul-89	10	894.60			894.60	894.60	-	894.60	-
Fire system	07-Jul-89	10	860.36			860.36	860.36	-	860.36	-
Worktable with sink	07-Jul-89	10	2,484.65			2,484.65	2,484.65	-	2,484.65	-
Disposer	07-Jul-89	10	701.84			701.84	701.84	-	701.84	-
Dishwasher	07-Jul-89	10	1,587.92			1,587.92	1,587.92	-	1,587.92	-
Worktable	07-Jul-89	10	1,674.18			1,674.18	1,674 18	-	1,674.18	-
Pot rack	07-Jul-89	10	645.39			645.39	645.39	-	645 39	-
Freezer	07-Jul-89	10	2,878.70			2,878.70	2,878.70	-	2,878.70	-
Refrigerator	07-Jul-89	10	2,477.19			2,477.19	2,477.19	-	2,477.19	-
Exhaust hood	07-Jul-89	10	1,565.55			1,565 55	1,565.55	-	1,565.55	-
Spreader	07-Jul-89	10	696.93			696.93	696.93	-	696.93	-
O B. range with oven	07-Jul-89	10	1,748.73			1,748.73	1,748.73	-	1,748 73	-
Serving counter	07-Jul-89	10	5,589.12			5,589.12	5,589.12	-	5,589.12	-
Phone system and connections	30-Jul-89	10	6,475.31			6,475.31	6,475.31	-	6,475.31	-
Folding partition	28-Aug-89	10	1,400.00			1,400.00	1,400.00	-	1,400.00	-
Boiler and tank	31-Aug-89	10	1,590.00			1,590.00	1,590.00	-	1,590.00	-
Gate and fencing	06-Oct-89	10	3,225.00			3,225.00	3,225.00	-	3,225.00	-
Disposer	19-Oct-89	10	266.25			266.25	266.25	-	266 25	-
Drapes	10-Oct-89	10	1,220.00			1,220.00	1,220.00	-	1,220.00	-
										-
Case workers' office:										-
Panel-power tack acoust,60	31-Oct-89	10	373 57			373 57	373 57	-	373.57	-
Panel-power, tack acoust,18	31-Oct-89	10	199 11			199.11	199.11	-	199 11	-
Light pkg-task	31-Oct-89	10	168.62			168.62	168.62	-	168.62	-
Lateral file	31-Oct-89	10	742.60			742.60	742.60	-	742.60	-
Wardrobe cabinet	31-Oct-89	10	310.67			310.67	310.67	-	310.67	-
Desk	31-Oct-89	10	445.56			445 56	445 56	-	445.56	-
Desk	31-Oct-89	10	445.56			445 56	445.56	-	445.56	-
Desk	31-Oct-89	10	408.59			408 59	408.59	-	408.59	-
Desk	31-Oct-89	10	408.59			408.59	408.59	-	408.59	-
Chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquisition Date	Useful Life	Cost 6/30/04	Additions	Deletions	Cost 6/30/05	Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
Chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-
Chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-
Task chair	31-Oct-89	10	251.64			251.64	251.64	-	251.64	-
Task chair	31-Oct-89	10	251.64			251.64	251.64	-	251.64	-
Task chair	31-Oct-89	10	251.64			251.64	251.64	-	251.64	-
Bookshelf	31-Oct-89	10	93.39			93.39	93.39	-	93.39	-
										-
First floor:										-
2 Channels	31-Jan-90	10	47.91			47.91	47.91	-	47.91	-
Bookshelf 30x7	31-Jan-90	10	73.90			73.90	73.90	-	73.90	-
Bookshelf 60x7	31-Jan-90	10	98.54			98.54	98.54	-	98.54	-
Tackboard 30x15	31-Jan-90	10	50.64			50.64	50.64	-	50.64	-
Tackboard 60x15	31-Jan-90	10	87.59			87.59	87.59	-	87.59	-
Light	31-Jan-90	10	177.92			177.92	177.92	-	177.92	-
										-
Second floor, reception area										-
End table	31-Oct-89	10	116.10			116.10	116.10	-	116.10	-
Storage bin	31-Oct-89	10	217.27			217.27	217.27	-	217.27	-
Tackboard	31-Oct-89	10	50.59			50.59	50.59	-	50.59	-
Task chair	31-Oct-89	10	210.14			210.14	210.14	-	210.14	-
Side chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-
Side chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-
Desk	31-Oct-89	10	445.56			445.56	445.56	-	445.56	-
Wall channels	31-Oct-89	10	22.71			22.71	22.71	-	22.71	-
Light pkg-task	31-Oct-89	10	144.64			144.64	144.64	-	144.64	-
										-
Second floor, admin. office:										-
Bookshelf	31-Oct-89	10	93.39			93.39	93.39	-	93.39	-
Bookshelf	31-Oct-89	10	93.39			93.39	93.39	-	93.39	-
Bookshelf	31-Oct-89	10	101.18			101.18	101.17	-	101.17	-
Bookshelf	31-Oct-89	10	101.18			101.18	101.17	-	101.17	-
Panel-power, tack acoust, 60	31-Oct-89	10	373.57			373.57	373.57	-	373.57	-
Panel-power, tack acoust, 60	31-Oct-89	10	373.57			373.57	373.57	-	373.57	-
Panel-power, tack acoust, 60	31-Oct-89	10	373.57			373.57	373.57	-	373.57	-
Panel-power, tack acoust, 30	31-Oct-89	10	264.61			264.61	264.61	-	264.61	-
Panel-power, tack acoust, 30	31-Oct-89	10	264.61			264.61	264.61	-	264.61	-
Panel-power, tack acoust, 24	31-Oct-89	10	232.84			232.84	232.84	-	232.84	-
Panel-power, tack acoust, 24	31-Oct-89	10	232.84			232.84	232.84	-	232.84	-
Panel-power, tack acoust, 24	31-Oct-89	10	232.84			232.84	232.84	-	232.84	-
Desk	31-Oct-89	10	445.56			445.56	445.56	-	445.56	-
Desk	31-Oct-89	10	445.56			445.56	445.56	-	445.56	-
Desk	31-Oct-89	10	445.56			445.56	445.56	-	445.56	-
Credenza	31-Oct-89	10	417.67			417.67	417.67	-	417.67	-
Credenza	31-Oct-89	10	417.67			417.67	417.67	-	417.67	-
Credenza	31-Oct-89	10	417.67			417.67	417.67	-	417.67	-
Task chair	31-Oct-89	10	251.64			251.64	251.64	-	251.64	-
Side chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-
Side chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-
Side chair	31-Oct-89	10	163.43			163.43	163.43	-	163.43	-

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquisition Date	Useful Life	Cost 6/30/04	Additions	Deletions	Cost 6/30/05	Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
Tufted chair	31-Oct-89	10	267.21			267.21	267.21	-	267.21	-
Tufted chair	31-Oct-89	10	267.21			267.21	267.21	-	267.21	-
Vertical file	31-Oct-89	10	329.47			329.47	329.47	-	329.47	-
Exec. Director's office:										-
Panel-mounted tackboard	31-Oct-89	10	83.02			83.02	83.02	-	83.02	-
Panel-mounted tackboard	31-Oct-89	10	83.02			83.02	83.02	-	83.02	-
Bookshelf	31-Oct-89	10	93.39			93.39	93.39	-	93.39	-
Credenza	31-Oct-89	10	417.67			417.67	417.67	-	417.67	-
Tufted chair	31-Oct-89	10	267.21			267.21	267.21	-	267.21	-
Side chair	31-Oct-89	10	184.84			184.84	184.84	-	184.84	-
Side chair	31-Oct-89	10	184.84			184.84	184.84	-	184.84	-
Side chair	31-Oct-89	10	184.84			184.84	184.84	-	184.84	-
Side chair	31-Oct-89	10	184.84			184.84	184.84	-	184.84	-
Round table	31-Oct-89	10	285.37			285.37	285.37	-	285.37	-
Wall channels	31-Oct-89	10	22.71			22.71	22.71	-	22.71	-
Second floor - secretary.										-
Channel	31-Jan-90	10	23.95			23.95	23.95	-	23.95	-
Tackboard 36x15	31-Jan-90	10	53.38			53.38	53.38	-	53.38	-
Bin-storage	31-Jan-90	10	196.39			196.39	196.39	-	196.39	-
Light	31-Jan-90	10	152.60			152.60	152.60	-	152.60	-
40 panel base beds	13-Nov-89	10	11,996.58			11,996.58	11,996.58	-	11,996.58	-
10 divider panels	13-Nov-89	10	3,693.42			3,693.42	3,693.42	-	3,693.42	-
Shelving	02-Nov-89	10	1,139.42			1,139.42	1,139.42	-	1,139.42	-
Printer stand	15-Nov-89	10	408.59			408.59	408.59	-	408.59	-
Desk	21-Nov-89	10	445.56			445.56	445.56	-	445.56	-
Keyboard shelf	29-Dec-89	10	173.58			173.58	173.58	-	173.58	-
Desk	29-Dec-89	10	370.55			370.55	370.55	-	370.55	-
Return-clamp	29-Dec-89	10	255.48			255.48	255.48	-	255.48	-
Self edge tackboard,36"x24"	29-Dec-89	10	101.06			101.06	101.06	-	101.06	-
Self edge tackboard,48"x24"	29-Dec-89	10	124.12			124.12	124.12	-	124.12	-
Self edge tackboard,72"x48"	29-Dec-89	10	192.15			192.15	192.15	-	192.15	-
Vacuum cleaner	27-Mar-90	5	711.42			711.42	711.42	-	711.42	-
Dryer	31-Aug-90	10	1,308.82			1,308.82	1,308.82	-	1,308.82	-
Awning	16-Nov-90	10	2,550.00			2,550.00	2,550.00	-	2,550.00	-
2 desk lights	06-Mar-90	10	356.68			356.68	356.68	-	356.68	-
Keyboard shelf	06-Mar-90	10	347.15			347.15	347.15	-	347.15	-
Return-clamp	31-Jan-90	10	255.48			255.48	255.48	-	255.48	-
Desk	31-Jan-90	10	370.55			370.55	370.55	-	370.55	-
Washer	31-Jan-91	10	493.60			493.60	493.60	-	493.60	-
Food processor	11-Feb-91	10	1,657.14			1,657.14	1,657.14	-	1,657.14	-
2 Dumor benches	25-Mar-91	10	1,037.92			1,037.92	1,037.92	-	1,037.92	-
Washer	28-Apr-93	10	540.16			540.16	540.16	-	540.16	-
Chairs	02-Jun-93	5	2,684.60			2,684.60	2,684.60		2,684.60	-
Ford 1988 truck	01-Jun-95	5	4,000.00			4,000.00	4,000.00	-	4,000.00	-
Desks	14-Apr-95	10	489.89			489.89	453.15	36.74	489.89	0.00
Office furniture for										-

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquistion Date	Useful Life	Cost 6/30/04	Additions	Deletions	Cost 6/30/05	Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
casework office	25-Mar-96	10	3,557.51			3,557 51	2,934.94	355.75	3,290.69	266.82
Office remodel	31-Mar-97	10	5,260.00			5,260.00	3,550.50	526.00	4,076.50	1,183 50
1993 Dodge Caravan SE	30-Jun-97	5	8,200 00			8,200 00	8,200.00	-	8,200.00	-
Carpeting	31-Mar-98	3	6,129.00			6,129.00	6,129 00	-	6,129 00	-
Washer	07-Jul-98	3	1,065.00			1,065.00	1,065.00	-	1,065.00	-
Sofa & Loveseat	03-Aug-01	5	1,836 00			1,836.00	1,101 60	367.20	1,468.80	367 20
Refrigerator/Freezer	23-Aug-01	5	6,446.40			6,446.40	3,867.84	1,289.28	5,157.12	1,289.28
Ice Binmobile	09-Oct-01	5	648.81			648.81	356 84	129.76	486 60	162.21
Folding Table & Chairs	29-Sep-01	10	3,233.78			3,233.78	889.29	323.38	1,212.67	2,021 11
Folding Table & Chairs	09-Jan-02	10	4,231 85			4,231.85	1,057.97	423.19	1,481.16	2,750 70
Washer & Dryer	09-Jan-02	5	4,430.00			4,430.00	2,215.00	886.00	3,101.00	1,329.00
			PY 134,987.03	-	-	134,987.03	PY 121,279.87	4,337.30	125,617.17	9,369.82
825 - Orange Grove.										
Poly Stacking Chairs	13-May-03	3	3,981.44		-	3,981.44	1,327.15	1,327.15	2,654 30	1,327.14
Silhouette back cathedral style chairs	13-May-03	3	747.00		-	747.00	249.00	249.00	498.00	249.00
Bed, Panel Base 2 draw	13-Jun-03	10	43,606.19		-	43,606.19	4,360.62	4,360.62	8,721.24	34,884 95
Refrigerated	24-Jun-03	5	790.17		-	790.17	158.03	158.03	316.06	474.11
Twin Blanket and Comforter	09-Jun-03	3	1,655 56		-	1,655.56	551.85	551.85	1,103 70	551.86
Children playgroungd furnitures	25-Jun-03	10	12,869 55		-	12,869.55	1,286.96	1,286.96	2,573 92	10,295.64
Lamps for family center	09-Jun-03	3	1,004.25		-	1,004.25	334.75	334.75	669.50	334 75
Grade innerspring mattres	18-Jun-03	5	9,586.87		-	9,586.87	1,917.37	1,917 37	3,834.74	5,752.13
Living room furnitures	30-May-03	5	2,395.57		-	2,395.57	479.11	479.11	958.22	1,437.35
Out door patio furnishing	29-May-03	5	9,306.00		-	9,306.00	1,861.20	1,861.20	3,722.40	5,583.60
Playard equipment	30-Jun-03	10	15,663.40		-	15,663.40	1,566.34	1,566.34	3,132.68	12,530.72
Grade innerspring mattress	21-May-03	5	3,618.33		-	3,618.33	723 67	723.67	1,447.34	2,170 99
Drinking fountain replacement	12-Jun-03	5	1,046.95		-	1,046.95	209.39	209.39	418.78	628 17
Dormitory Furniture	22-Jul-03	10	1,337.13			1,337.13	133.71	133.71	267.42	1,069.71
Motorizes Shade for F/C & Administration	04-Aug-03	10	9,232.50			9,232.50	923.25	923.25	1,846 50	7,386.00
Motorizes Shade for F/C & Administration	04-Aug-03	10	9,232.50			9,232.50	923.25	923.25	1,846.50	7,386.00
Firenze Chairs	29-Aug-03	10	3,644.07			3,644.07	364.41	364.41	728.82	2,915.25
Office Furniture for Administration 825	23-Sep-03	10	5,700 00			5,700.00	475.00	570.00	1,045.00	4,655.00
Office Furniture for Administration 826	23-Sep-03	10	10,000.00			10,000.00	833.33	1,000.00	1,833.33	8,166.67
Work Station Furniture	07-Oct-03	10	736.25			736 25	55.22	73.63	128.85	607.41
Furniture for Lounge & Exec. Assistance	24-Oct-03	10	2,208.30			2,208.30	165.62	220.83	386 45	1,821 85
Office Furniture for (officer)	24-Oct-03	10	71,774.83			71,774.83	5,383.11	7,177.48	12,560.59	59,214.24
Cabinetes for all Work Station	03-Nov-03	10	6,857.54			6,857.54	457.17	685 75	1,142.92	5,714.62
Office Furniture for (officer)	16-Dec-03	10	2,195.23			2,195.23	128.06	219.52	347.58	1,847.65
Floor Mats & Pile Chairmat	01-Mar-04	10	984.80			984.80	-	98.48	98 48	886.32
Office Furniture for (officer) for Kate Roslloff	17-May-04	10	522.17			522.17	-	52.22	52 22	469 95
Office Furniture for (officer) for Kate Roslloff	17-May-04	10	522.16			522.16	-	52.22	52.22	469 94
Shade for 825 Building	19-Nov-03	10	1,622.50			1,622.50	108.17	162.25	270.42	1,352.08
Shade for 825 Building	19-Nov-03	10	1,622.50			1,622.50	108.17	162.25	270.42	1,352.08
Office Furniture for (Tami Kimball)	23-Oct-03	5	952.55			952.55	142.88	190.51	333 39	619.16
One Formica Top & File	05-Jan-04	10	1,500.00			1,500.00	75.00	150.00	225.00	1,275 00
Knoll Reff work Stattion	08-Oct-03	5	9,950 00			9,950 00	1,492.50	1,990.00	3,482 50	6,467 50

Union Station Foundation
Fixed Assets - Detail
06/30/05

Description	Acquisition Date	Useful Life		Cost 6/30/04	Additions	Deletions	Cost 6/30/05		Accum Depr 6/30/04	*06/30/05 Depr	Accum Depr *06/30/05	NBV
**Kitcken Equipment (Bob Smith Restaurant)	13-Nov-02	5		8,042 00			8,042.00		1,608 40	1,608 40	3,216.80	4,825.20
**Cabinetry - Family Center	06-Sep-03	10		11,650 00			11,650.00		970.83	1,165 00	2,135 83	9,514 17
**Kitcken Equipment (Interactive Restaurant)	03-Nov-03	10		1,000.00			1,000.00		66.67	100 00	166.67	833.33
Total F&E Orange Grove:			PY	267,558.31	0.00	0 00	267,558.31	PY	29,440 19	33,048 60	62,488.79	205,069.52
TOTAL FURNITURE AND FIXTURES			PY	415,160.86	0.00	0.00	415,160.86	PY	163,335.58	37,385.90	200,721.48	214,439.34
VEHICLES												
99 Chev Van White Cargo Van	09-Jul-99	7		23,013.25			23,013.25		16,438.02	1,643.80	18,081.82	4,931 43
99 Chev Van White Passenger Van	09-Jul-99	7		30,574.47			30,574.47		21,838.91	2,183.89	24,022 80	6,551.67
94 Isuzu Trooper	01-Apr-01	7		-			-		-	-	-	-
95 Mazda Protégé	01-Apr-01	7		-			-		-	-	-	-
84 Mercedez Benz	01-May-01	7					-					
TOTAL VEHICLES			PY	53,587.72	-	-	53,587.72	PY	38,276.93	3,827.69	42,104.62	11,483.10
LAND IMPROVEMENTS:												
**LAND - Improvement 825	25-Jul-02	20		29,804.00			29,804.00		1,490.20	1,490 20	2,980.40	26,823.60
**LAND - Improvement 412	01-May-04	20		8,750.00			8,750.00		72.92	72.92	145 83	8,604.17
TOTAL LAND IMPROVEMENTS			PY	38,554.00	-	-	38,554.00	PY	1,563.12	1,563.12	3,126.23	35,427.77
LAND												
LAND - Cornet Lot	13-Aug-98			398,865 00			398,865.00					
LAND - Orange Grove+A7	28-Dec-00			1,285,000.00			1,285,000.00					
TOTAL LAND			PY	1,683,865.00	0.00	-	1,683,865.00					
Capitalized Campaign Costs				0.00			-					
TOTAL FIXED ASSETS			PY	7,245,272.50	12,936.13	0.00	7,258,208.63	PY	930,183.09	330,656.23	1,260,839.32	5,997,369.30

Note: Depreciable lives range from 3 to 40 years and appear reasonable.
₵ - Recalculated depreciation greater that $18,000, no discrepencies noted

[redacted]

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
	UNION STATION FOUNDATION	95-3958741
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. 825 E. ORANGE GROVE BLVD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PASADENA, CA 91104	

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 ▶ CYNTHIA FOSTER C/O UNION STATION
  Telephone No. ▶ (626) 240-4550 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 FEBRUARY 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 JUL 1, 2004, and ending JUN 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.

[redacted]

- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

Type or print. File by the extended due date for filing the return See instructions		
	Name of Exempt Organization UNION STATION FOUNDATION	**Employer identification number** 95-3958741
	Number, street, and room or suite no. If a P.O. box, see instructions. 825 E. ORANGE GROVE BLVD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PASADENA, CA 91104	

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

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

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ CYNTHIA FOSTER C/O UNION STATION
  Telephone No. ▶ (626) 240-4550 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 is for.

4 I request an additional 3-month extension of time until MAY 15, 2006.

5 For calendar year ______, or other tax year beginning JUL 1, 2004 and ending JUN 30, 2005.

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

7 State in detail why you need the extension

8a 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, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 $

c **Balance Due.** Subtract line 8b from line 8a. 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

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ [illegible] Title ▶ CPA Date ▶ 2/15/06

Notice to Applicant - To Be Completed by the IRS

[ ] We **have** approved this application. Please attach this form to the organization's return.

[ ] We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

[ ] We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

[ ] We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.

[ ] Other

Director By: Date

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	
	Name GOEHNER ACCOUNTANCY
	Number and street (include suite, room, or apt. no.) or a P.O. box number 251 S. LAKE AVENUE, SUITE 190
423832 01-10-05	**City or town, province or state, and country (including postal or ZIP code)** PASADENA, CA 91101