

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

2008

Open to Public Inspection

A For the 2008 calendar year, or tax year beginning _____, and ending _____

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

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

C Name of organization
HOUSTON ACHIEVEMENT PLACE

Doing Business As _____

Number and street (or P.O. box if mail is not delivered to street address) Room/suite
245 WEST 17TH STREET

City or town, state or country, and ZIP + 4
HOUSTON TX 77008

D Employer identification number
74-1802045

E Telephone number
713-868-1943

G Gross receipts \$ **6,298,002**

F Name and address of principal officer:
PAUL GILFORD
245 WEST 17TH STREET
HOUSTON TX 77008-4001

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)

I Tax-exempt status: 501(c) (**3**) (insert no.) 4947(a)(1) or 527

J Website: **WWW.HAPKIDS.ORG**

K Type of organization: Corporation Trust Association Other **u**

L Year of formation: _____ **M** State of legal domicile: _____

H(c) Group exemption number **u**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: SOCIAL SERVICE AGENCY		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	30
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	30
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	3,559,352	3,321,115
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	566,143	421,537
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	77,428	44,886
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,202,923	3,910,238
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	16,721	
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,808,242	1,938,820
	16a Professional fundraising fees (Part IX, column (A), line 11e)	46,030	26,200
	b Total fundraising expenses (Part IX, column (D), line 25) u	91,357	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	2,127,697	2,028,014
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,998,690	3,993,034	
19 Revenue less expenses. Subtract line 18 from line 12	204,233	-82,796	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
	21 Total liabilities (Part X, line 26)	3,670,877	3,343,482
	22 Net assets or fund balances. Subtract line 21 from line 20	125,267	142,160
		3,545,610	3,201,322

Part II Signature Block

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.

Sign Here

Signature of officer: **PAUL GILFORD** Date: **EXECUTIVE DIRECTOR**

Type or print name and title

Paid Preparer's Use Only

Preparer's signature: **MARK GERMAN** Date: **8/13/09** Check if self-employed: Preparer's identifying number (see instructions): **P00098590**

Firm's name (or yours if self-employed), address, and ZIP + 4: **GERMAN & COHN, P.C.** EIN: **u 76-0064484**
745 HEIGHTS BLVD Phone no.: **u 713-622-1098**
HOUSTON, TX 77007-1539

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

SOCIAL SERVICE AGENCY

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services. (Describe in Schedule O.) (Expenses \$ 3,474,004 including grants of \$) (Revenue \$ 2,743,186)

4e Total program service expenses u \$ 3,474,004 (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		X
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		X
14b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I	X	
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19	Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20	Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25.		X
24b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
25b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If "Yes," complete Schedule L, Part IV		X
b	Have a family member who had a direct or indirect business relationship with the organization? If "Yes," complete Schedule L, Part IV		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If "Yes," complete Schedule L, Part IV		X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1	X	
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4b	If "Yes," enter the name of the foreign country: u See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
7h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		X
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

		Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
1a	Enter the number of voting members of the governing body	1a	30
b	Enter the number of voting members that are independent	1b	30
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6	Does the organization have members or stockholders?	6	X
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9a	Does the organization have local chapters, branches, or affiliates?	9a	X
b	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	
10	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X
11	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	X

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13	Does the organization have a written whistleblower policy?	13	X
14	Does the organization have a written document retention and destruction policy?	14	X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
a	The organization's CEO, Executive Director, or top management official?	15a	X
b	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	15b	X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the states with which a copy of this Form 990 is required to be filed u TX
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization: u HOUSTON ACHIEVEMENT PLACE 245 WEST 17TH STREET HOUSTON TX 77008 713-868-1943

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

I List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

I List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

I List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

I List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MADELEINE APPEL	2	X					0	0	0	
PAUL GILFORD EXEC DIR	50			X	X	X	129,569	0	0	
W CLIFFORD ATHERTON JR PRESIDENT	2	X		X			0	0	0	
JOHN R BREEDING	2	X					0	0	0	
BARBARA CARROLL	2	X					0	0	0	
GLENN CLEMENTS	2	X					0	0	0	
MATTHEW DEAL	2	X					0	0	0	
CHAD DEATON	2	X					0	0	0	
BRYAN EMERSON	2	X					0	0	0	
GINA HARRELL	2	X					0	0	0	
BARBARA HENLEY	2	X					0	0	0	
JOHN HOPPER	2	X					0	0	0	
BROOK INGRAHAM	2	X					0	0	0	
CAROLYN JOHNSON	2	X					0	0	0	
JOHN KAJANDER	2	X					0	0	0	
WAYNE KINSEY	2	X					0	0	0	
STEPHANIE LARSEN	2	X					0	0	0	

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SCOTT LEMOND VICE PRES	2	X		X				0	0	0
BRUCE LEVY SECRETARY	2	X		X				0	0	0
LINDA L MURPHY	2	X						0	0	0
A Y NOOJIN III TREASURER	2	X		X				0	0	0
GARY RACHLIN	2	X						0	0	0
NATHANIEL RICHARDS	2	X						0	0	0
CAROLYN ROCH	2	X						0	0	0
J VICTOR SAMUELS	2	X						0	0	0
CHRISTIAN SEGER VICE PRES	2	X		X				0	0	0
MARTHA SENG	2	X						0	0	0
DAVE STEITZ	2	X						0	0	0
JOE TOLBERT	2	X						0	0	0
KAREN TRIPP	2	X						0	0	0
1b Total								0	0	0

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization **u 1**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization **u 0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	321,549				
	d Related organizations	1d					
	e Government grants (contributions)	1e	2,366,612				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	632,954				
	g Noncash contributions included in lines 1a-1f: \$						
	h Total. Add lines 1a-1f	u	3,321,115				
	Program Service Revenue		Busn. Code				
2a SCHOOL PROGRAM SERVICES			376,574			376,574	
b RENTAL AND MISCELLANEOUS			44,963			44,963	
c							
d							
e							
f All other program service revenue							
g Total. Add lines 2a-2f		u	421,537				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	u	42,890			42,890	
	4 Income from investment of tax-exempt bond proceeds	u					
	5 Royalties	u					
		(i) Real	(ii) Personal				
	6a Gross Rents						
	b Less: rental exps.						
	c Rental inc. or (loss)						
	d Net rental income or (loss)	u					
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other	2,375,995	13,765		
	b Less: cost or other basis & sales exps.			2,387,764			
	c Gain or (loss)			-11,769	13,765		
	d Net gain or (loss)	u		1,996	-11,769	13,765	
	8a Gross income from fundraising events (not including \$ 321,549 of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events	u					
9a Gross income from gaming activities. See Part IV, line 19	a						
b Less: direct expenses	b						
c Net income or (loss) from gaming activities	u						
10a Gross sales of inventory, less returns and allowances	a						
b Less: cost of goods sold	b						
c Net income or (loss) from sales of inventory	u						
	Miscellaneous Revenue	Busn. Code					
11a SALES TO THE PUBLIC			122,700			122,700	
b (THRIFT STORE)							
c							
d All other revenue							
e Total. Add lines 11a-11d	u		122,700				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e	u		3,910,238	-11,769	0	600,892	

Part IX Statement of Functional Expenses

**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,671,901	1,467,761	204,140	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	107,788	94,624	13,164	
10 Payroll taxes	159,131	139,701	19,430	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17	26,200			26,200
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses	40,332	24,115	15,249	968
14 Information technology				
15 Royalties				
16 Occupancy	230,628	148,941	17,574	64,113
17 Travel	43,674	41,401	2,273	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	23,763	17,428	6,259	76
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	40,696	11,151	29,545	
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a FOSTER CARE PAYMENTS	1,187,578	1,187,578		
b OTHER PROFESSIONAL FEES	307,373	226,918	80,455	
c UTILITIES	70,760	62,122	8,638	
d EQUIPMENT	29,890	17,978	11,912	
e ASSISTANCE TO CLIENTS	19,981	19,981		
f All other expenses	33,339	14,305	19,034	
25 Total functional expenses. Add lines 1 through 24f	3,993,034	3,474,004	427,673	91,357
26 Joint Costs. Check here <input checked="" type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest bearing	33,841	1	102,489
	2	Savings and temporary cash investments	543,834	2	1,088,831
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	420,784	4	249,116
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	69,543	9	73,226
	10a	Land, buildings, and equipment: cost basis	2,705,534		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D	1,537,655	10c	1,167,879
	11	Investments—publicly traded securities	1,411,794	11	661,941
	12	Investments—other securities. See Part IV, line 11		12	
	13	Investments—program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
16	Total assets. Add lines 1 through 15 (must equal line 34)	3,670,877	16	3,343,482	
Liabilities	17	Accounts payable and accrued expenses	125,267	17	142,160
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable		24	
	25	Other liabilities. Complete Part X of Schedule D		25	
	26	Total liabilities. Add lines 17 through 25	125,267	26	142,160
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets		27	
	28	Temporarily restricted net assets		28	
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds	3,545,610	32	3,201,322
33	Total net assets or fund balances	3,545,610	33	3,201,322	
34	Total liabilities and net assets/fund balances	3,670,877	34	3,343,482	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits?		

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) u	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,772,497	3,681,431	3,531,940	3,559,352	3,697,689	18,242,909
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1-3	3,772,497	3,681,431	3,531,940	3,559,352	3,697,689	18,242,909
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						18,242,909

Section B. Total Support

Calendar year (or fiscal year beginning in) u	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	3,772,497	3,681,431	3,531,940	3,559,352	3,697,689	18,242,909
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	36,015	14,561	95,881	77,247	56,656	280,360
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						18,523,269
12 Gross receipts from related activities, etc. (see instructions)					12	584,721
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	98.4864 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	98.7683 %
16a 33 1/3 % support test—2008. If the organization did not check the box on line 13, and line 14 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3 % support test—2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) u	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1-5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) u	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3 % support tests—2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3 % support tests—2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors
u Attach to Form 990, 990-EZ, and 990-PF.

OMB No. 1545-0047

2008

Name of the organization

Employer identification number

HOUSTON ACHIEVEMENT PLACE

74-1802045

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(**3**) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules **See attached listing**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

u Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

Employer identification number

HOUSTON ACHIEVEMENT PLACE

74-1802045

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two yes/no questions regarding donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes checkboxes for purposes of easements, a table for 'Held at the End of the Year' with rows 2a-2d, and several yes/no questions regarding monitoring and expenses.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a and 1b regarding reporting requirements and questions 2a and 2b regarding revenues and assets.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a** Board designated or quasi-endowment **u** _____ %
- b** Permanent endowment **u** _____ %
- c** Term endowment **u** _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	3a(i)	
(ii) related organizations	3a(ii)	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? **3b**

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments—Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		697,326		697,326
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		2,008,208	1,537,655	470,553
Total. Add lines 1a–1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)			u	1,167,879

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding
Fundraising or Gaming Activities

OMB No. 1545-0047

2008

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

u Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
- b Email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
TERRYLIN NEALE	CONSULTS		X	150,000	15,000	135,000
JENNIFER CATE HAWKINS	CONSULTS		X	112,000	11,200	100,800
Total				262,000	26,200	235,800

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1 ANNUAL GALA EVE _____ (event type)	(b) Event #2 _____ (event type)	(c) Other Events NONE _____ (total number)	(d) Total Events (Add col. (a) through col. (c))	
Revenue	1	Gross receipts	321,549		321,549	
	2	Less: Charitable contributions	321,549		321,549	
	3	Gross revenue (line 1 minus line 2)				
Direct Expenses	4	Cash prizes				
	5	Non-cash prizes				
	6	Rent/facility costs				
	7	Other direct expenses				
	8	Direct expense summary. Add lines 4 through 7 in column (d) ▶				()
	9	Net income summary. Combine lines 3 and 8 in column (d) ▶				()

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))	
Revenue	1	Gross revenue				
Direct Expenses	2	Cash prizes				
	3	Non-cash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
	6	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No	<input type="checkbox"/> Yes % <input type="checkbox"/> No		
	7	Direct expense summary. Add lines 2 through 5 in column (d) ▶				()
	8	Net gaming income summary. Combine lines 1 and 7 in column (d) ▶				()

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? _____

b If "No," Explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____

b If "Yes," Explain: _____

11 Does the organization operate gaming activities with nonmembers? _____

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? _____

	Yes	No
9a		
10a		
11		
12		

13 Indicate the percentage of gaming activity operated in:

- a The organization's facility
- b An outside facility

13a		%
13b		%

	Yes	No

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name **u**

Address **u**

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a		
------------	--	--

b If "Yes," enter the amount of gaming revenue received by the organization **u** \$ and the amount of gaming revenue retained by the third party **u** \$

c If "Yes," enter name and address:

Name **u**

Address **u**

16 Gaming manager information:

Name **u**

Gaming manager compensation **u** \$

Description of services provided **u**

- Director/officer
 Employee
 Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a		
------------	--	--

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year **u** \$

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990

u Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

FORM 990, PART III, LINE 4D - ALL OTHER SERVICES

THE AGENCY OPERATES FIVE FOSTER CARE GROUP HOMES AND PROVIDES FOSTER CARE SERVICES FOR CHILDREN WITH EMOTIONAL AND OR BEHAVIORAL PROBLEMS; INDIVIDUALS ACCEPTED IN THE PROGRAM MUST BE REFERRED BY CERTAIN AUTHORIZED AGENCIES. IN ADDITION, THE AGENCY PROVIDES PROJECT CLASS TEACHER TRAINING SERVICES IN SCHOOLS.

FORM 990, PART VI, LINE 10 - ORGANIZATION'S PROCESS USED TO REVIEW FORM 990
A COPY OF THE FORM 990 WAS PROVIDED TO THE MEMBERS OF THE ORGANIZATION'S GOVERNING BODY BEFORE IT WAS FILED, INVITING REVIEW FEEDBACK.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY
ANNUALLY, AS PART OF THE CONTRACTING PROCESS WITH THE TEXAS DEPARTMENT OF FAMILY AND PROTECTIVE SERVICES, HOUSTON ACHIEVEMENT PLACE IS REQUIRED TO MONITOR AND DISCLOSE INTERESTS THAT COULD GIVE RISE TO CONFLICTS. IN ADDITION, DISCLOSURE IS REQUIRED AT BOARD MEETINGS FOR ANY INTEREST THAT COULD GIVE RISE TO CONFLICTS.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL
ANNUALLY THE EXECUTIVE COMMITTEE REVIEWS COMPENSATION FOR THE EXECUTIVE DIRECTOR AND KEY PROGRAM STAFF TAKING INTO CONSIDERATION INDEPENDENT INPUT AND COMPARABILITY DATA. THIS REVIEW INCLUDES COMPENSATION TRENDS AND PRACTICES IN THE HOUSTON COMMUNITY.

Name of the organization

HOUSTON ACHIEVEMENT PLACE

Employer identification number

74-1802045

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

ANNUALLY THE EXECUTIVE COMMITTEE REVIEWS COMPENSATION FOR THE EXECUTIVE DIRECTOR AND KEY PROGRAM STAFF TAKING INTO CONSIDERATION INDEPENDENT INPUT AND COMPARABILITY DATA. THIS REVIEW INCLUDES COMPENSATION TRENDS AND PRACTICES IN THE HOUSTON COMMUNITY.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE ON ITS WEBSITE (WWW.HAPKIDS.ORG) UNDER THE QUICK FACTS SECTION.

SCH G, PART I, LINE 2B, COL (III) - CUSTODY OR CONTROL ARRANGEMENT

TERRYLIN NEALE

NONE

JENNIFER CATE HAWKINS

NONE

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2008

Open to Public Inspection

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **See separate instructions.**

Name of the organization **HOUSTON ACHIEVEMENT PLACE** Employer identification number **74-1802045**

Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
FOUNDATION FOR HOUSTON ACHIEVEMENT 245 WEST 17TH STREET 76-0579680 HOUSTON TX 77008	INVESTING	TX	501	7	

Part III Identification of Related Organizations Taxable as a Partnership

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Dispro- portionate alloc.?		(I) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No

Part IV Identification of Related Organizations Taxable as a Corporation or Trust

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership

Part V Transactions With Related Organizations

Note. Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to other organization(s)		X
c Gift, grant, or capital contribution from other organization(s)	X	
d Loans or loan guarantees to or for other organization(s)		X
e Loans or loan guarantees by other organization(s)		X
f Sale of assets to other organization(s)		X
g Purchase of assets from other organization(s)		X
h Exchange of assets		X
i Lease of facilities, equipment, or other assets to other organization(s)		X
j Lease of facilities, equipment, or other assets from other organization(s)		X
k Performance of services or membership or fundraising solicitations for other organization(s)		X
l Performance of services or membership or fundraising solicitations by other organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets		X
n Sharing of paid employees		X
o Reimbursement paid to other organization for expenses		X
p Reimbursement paid by other organization for expenses		X
q Other transfer of cash or property to other organization(s)		X
r Other transfer of cash or property from other organization(s)		X

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) FOUNDATION FOR HOUSTON ACHIEVEMENT		
(2) PLACE (CONTINUATION OF LINE 1)	C	200,000
(3)		
(4)		
(5)		
(6)		

Form **4562**
 Department of the Treasury
 Internal Revenue Service

Depreciation and Amortization
 (Including Information on Listed Property)

OMB No. 1545-0172

2008
 Attachment
 Sequence No. **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return **HOUSTON ACHIEVEMENT PLACE** Identifying number **74-1802045**

Business or activity to which this form relates
INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2009. Add lines 9 and 10, less line 12	▶ 13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	5,920
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	28,358

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2008	17	6,221
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property		5,919	15.0	HY	S/L	197
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property			27.5 yrs.	MM	S/L	
				27.5 yrs.	MM	S/L	
i	Nonresidential real property			39 yrs.	MM	S/L	
					MM	S/L	

Section C—Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instr.	22	40,696
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2008)

Form 990 - Federal General FootnoteDescription

CONTRIBUTIONS LISTING

INDIVIDUALS/CORPORATIONS

BETSY AND HUGHES ABELL FAMILY FNDN
2630 EXPOSITION BLVD., STE 106
AUSTIN, TX 78703
01/31/08
50,000.00

COCKRELL FAMILY FUND
4550 POST OAK PL., STE 100
HOUSTON, TX 77027
01/31/08
15,000.00

HOUSTON ENDOWMENT
600 TRAVIS, STE 6400
HOUSTON, TX 77002-3000
01/31/08
50,000.00

SPINDLETOP
4646 WEST SAM HOUSTON PKWY NORTH
HOUSTON, TX 77251-1212
01/31/08
25,000.00

VIVIAN L. SMITH FOUNDATION
1900 WEST LOOP S., STE 1050
HOUSTON, TX 77027
01/31/2008 15,000.00
07/31/2008 10,000.00

CHAPELWOOD UMC
11140 GREENBAY STREET
HOUSTON, TX 77024
01/31/2008 5,000.00
12/31/2008 5,000.00

DENHAM CAPITAL MANAGEMENT
200 CLARENDON STREET 25TH FLOOR
BOSTON, MA 02116
01/31/08
5,000.00

GILES O'MALLEY FOUNDATION
11002 WICKWOOD DRIVE
HOUSTON, TX 77024
02/29/08
5,000.00

THE LAWRENCE AND DARLENE
GILFORD FOUNDATION

Form 990 - Federal General Footnote (continued)

Description

126 PARK AVENUE
 GLENCOE, IL 60022
 02/29/08
 5,000.00

SALNERS FAMILY FOUNDATION
 MERRILL LYNCH TRUST COMPANY
 580 WESTLAKE PARK BLVD., STE 1100
 HOUSTON, TX 77079
 02/29/08
 5,000.00

BENCHMARK PERFORMANCE GROUP
 P.O. BOX 460868
 HOUSTON, TX 77056
 01/22/2008 25,000.00
 01/31/2008 5,000.00

THE WACHOVIA FOUNDATION
 NCO143
 301 SOUTH COLLEGE STREET
 CHARLOTTE, NC 28288-0143
 01/31/2008 10,000.00
 08/31/2008 10,000.00

CRC FOUNDATION
 7500 SAN FELIPE, STE. 860
 HOUSTON, TX 77063
 06/30/08
 5,000.00

SIMMONS FOUNDATION
 109 N. POST OAK LN., STE 220
 HOUSTON, TX 77024
 04/30/08
 20,000.00

BROWN FOUNDATION
 P.O. BOX 130646
 HOUSTON, TX 77219-0646
 04/30/2008 5,000.00
 05/31/2008 25,000.00

JULIE & DREW ALEXANDER
 501 FRIAR TUCK LANE
 HOUSTON, TX 77024
 07/31/08
 10,000.00

GULF WINDS INTERNATIONAL
 411 BRISBANE
 HOUSTON, TX 77061
 01/31/2008 5,750.00
 05/31/2008 5,000.00

Form 990 - Federal General Footnote (continued)

Description

THE POWELL FOUNDATION
2121 SAN FELIPE, STE 110
HOUSTON, TX 77019-5600
04/30/08
10,000.00

SHIRLEY AND DAVID TOOMIM FOUNDATION
109 N. POST OAK LANE, STE. 300
HOUSTON, TX 77024-7755
04/30/08
5,000.00

CFP FOUNDATION
11 GREENWAY PLAZA, STE. 2600
HOUSTON, TX 77046
06/30/08
5,000.00

LSF FOUNDATION
3 OURLANE PLACE
HOUSTON, TX 77024
06/30/08
10,000.00

DAVID WEEKLEY FAMILY FOUNDATION
1111 NORTH POST OAK ROAD
HOUSTON, TX 77055
06/30/08
50,000.00

TAPEATS FUND
11 GREENWAY PLAZA #2600
HOUSTON, TX 77046
06/30/08
10,000.00

MD ANDERSON FOUNDATION
PO BOX 2558
HOUSTON, TX 77252-8037
07/31/08
12,500.00

H-E-B TOURNAMENT OF CHAMPIONS
CHARITABLE TRUST
4301 WINDFERN
HOUSTON, TX 77041
07/31/08
5,000.00

BARBARA SKLAR
6344 WAKEFOREST
HOUSTON, TX 77005
07/31/08
5,000.00

Federal Statements**Form 990 - Federal General Footnote (continued)**Description

CLP CHEMICALS, L.P.
738 HWY 6 SOUTH, STE 290
HOUSTON, TX 77079
08/31/08
5,000.00

STERLING-TURNER
815 WALKER STREET, STE 1543
HOUSTON, TX 77002
09/30/08
25,000.00

MEMORIAL DRIVE PRESBYTERIAN
11612 MEMORIAL DRIVE
HOUSTON, TX 77024
10/31/08
15,000.00

EL PASO CORPORATE FOUNDATION
P.O. BOX 2511
HOUSTON, TX 77252-2511
11/30/08
10,000.00

THE FONDREN FOUNDATION
P. O. BOX 2558
HOUSTON, TX 77252
10/31/08
50,000.00

HOUSTON DISTRIBUTING COMPANY
7100 HIGH LIFE DRIVE
HOUSTON, TX 77066
10/31/08
5,000.00

RAY C. FISH FOUNDATION
2001 KIRBY DRIVE, STE 1005
HOUSTON, TX 77019
10/31/08
5,000.00

LINDA & JERRY STRICKLAND FAMILY FNDN
6349 BROMPTON
HOUSTON, TX 77005
10/31/08
10,000.00

BAKER HUGHES INC.
3900 ESSEX LANE, STE 1200
HOUSTON, TX 77027
10/31/08
10,000.00

Federal Statements**Form 990 - Federal General Footnote (continued)**

Description

SHAPIRO FAMILY FOUNDATION
1100 UPTOWN PARK BLVD. #142
HOUSTON, TX 77056-3284
01/31/08 5,000.00
11/30/08 5,000.00

JANET F. CLARK
2015 DUNSTAN ROAD
HOUSTON, TX 77005
11/30/08
10,000.00

SCHIRRMEISTER DIAZ-ARRASTIA BREM LLP
700 MILAM, 10TH FLOOR
HOUSTON, TX 77002
12/31/08
5,000.00

IRENE BOURKE
2903 PINE LAKE TRAIL
HOUSTON, TX 77068
12/31/08
5,000.00

MONICA TRIPLETT
6943 GULF FREEWAY
HOUSTON, TX 77087
12/31/08
10,000.00

Federal Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
15-year GDS Property:									
2020	FOUNDATION REPAIR	2/22/08	11,839		X	5,919	15 HY S/L	0	6,117
			<u>11,839</u>			<u>5,919</u>		<u>0</u>	<u>6,117</u>
Prior MACRS:									
390	AIR CONDITIONING UNIT - 03	12/21/00	1,040			1,040	10 MQ200DB	844	68
394	CARPETING - 04	12/20/01	1,933			1,933	7 HY 200DB	1,847	86
395	CARPETING - 07	12/20/01	1,978			1,978	7 HY 200DB	1,890	88
396	BUILDING 235 W 17TH - 21	7/20/01	45,500			45,500	39 MMS/L	7,535	1,166
398	A/C UNIT - 01	9/06/01	1,204			1,204	7 HY 200DB	1,150	54
399	A/C UNIT - 03	8/23/01	2,459			2,459	7 HY 200DB	2,349	110
400	A/C UNIT - 07	8/16/01	1,926			1,926	7 HY 200DB	1,840	86
401	A/C UNIT - 07	9/13/01	1,033			1,033	7 HY 200DB	987	46
402	XEROX COPIER - 33	2/19/01	12,350			12,350	7 HY 200DB	11,799	551
403	TOSHIBA PROJECTOR - 33	12/06/01	3,100			3,100	5 HY 200DB	3,100	0
404	A/C UNIT - 33	12/20/01	4,015			4,015	7 HY 200DB	3,836	179
405	XEROX COPIER - 63	4/26/01	11,402			11,402	7 HY 200DB	10,893	509
2004	ROOF - 63	7/01/02	28,459		X	19,921	10 HY 200DB	20,066	1,865
2017	REMODELING - 21	6/01/02	15,608		X	10,926	10 HY 200DB	11,005	1,023
2019	WOOD FENCE	11/08/07	5,851			5,851	15 HY S/L	195	390
			<u>137,858</u>			<u>124,638</u>		<u>79,336</u>	<u>6,221</u>
Other Depreciation:									
2	FILE CABINETS - 33	3/13/97	1,160			1,160	5 MO S/L	1,160	0
3	HVAC UNIT - 04	3/27/97	1,775			1,775	5 MO S/L	1,775	0
6	BATH - 01	7/27/81	310			310	10 MO S/L	310	0
7	LOTS 13 THRU 19 HOUSTON HEIGHTS	6/25/97	175,214			175,214	0 -- Land	0	0
8	HVAC UNIT - 33	5/29/97	1,475			1,475	5 MO S/L	1,475	0
9	LAPTOP COMPUTER (010D) - 33	7/02/97	2,190			2,190	5 MO S/L	2,190	0
10	VIDEO PROJECTOR - 33	9/18/97	3,800			3,800	5 MO S/L	3,800	0
11	VIDEO PROJECTOR - 33	11/11/97	3,259			3,259	5 MO S/L	3,259	0
12	COMPUTER (8075) - 07	11/25/97	1,200			1,200	5 MO S/L	1,200	0
13	LI HOSKINS - 01	3/16/84	8,496			8,496	10 MO S/L	8,496	0
15	REMODELING - 07	9/25/92	7,284			7,284	5 MO S/L	7,284	0
16	3 HP PRINTERS ((3838, 3841, 3799) - 33	12/04/97	2,397			2,397	5 MO S/L	2,397	0
17	HVAC UNIT - 07 (3799)	11/13/97	1,600			1,600	5 MO S/L	1,600	0
18	REMODELING - JUN - 03	6/15/80	944			944	10 MO S/L	944	0
19	REMODELING - JUL. - 03	7/03/80	72			72	10 MO S/L	72	0
23	WALLPAPER - 03	11/24/80	481			481	5 MO S/L	481	0
24	OUTLETS - 03	12/23/80	116			116	5 MO S/L	116	0
25	FENCE - 03	4/16/81	650			650	8 MO S/L	650	0
26	PORCH - 03	11/24/81	405			405	10 MO S/L	405	0
27	PORCH - 03	12/14/81	200			200	10 MO S/L	200	0
29	LI NATL HOME SUPP. - 03	3/17/83	20,225			20,225	10 MO S/L	20,225	0
30	PORCH - 03	11/24/81	550			550	10 MO S/L	550	0
31	REMODELING - 04	10/24/85	45,448			45,448	10 MO S/L	45,448	0
32	L.I. JULY - SEPT - 06	9/30/83	31,924			31,924	10 MO S/L	31,924	0
42	IMPROVEMENTS - 33	9/23/81	512			512	5 MO S/L	512	0
43	IMPROVEMENTS - 33	10/29/81	359			359	5 MO S/L	359	0
44	IMPROVEMENTS - 33	12/14/81	204			204	5 MO S/L	204	0
45	IMPROVEMENTS - 33	1/15/82	610			610	5 MO S/L	610	0
46	IMPROVEMENTS - 33	5/12/82	350			350	5 MO S/L	350	0
48	IMPROVEMENTS - 33	7/14/82	475			475	5 MO S/L	475	0
49	LI - NATL HOME SUPP. - 33	6/13/83	11,000			11,000	10 MO S/L	11,000	0
50	CARPORT REMODEL. - 33	5/07/84	10,411			10,411	15 MO S/L	10,411	0
51	REMODELING - 33	12/12/84	73,018			73,018	20 MO S/L	73,018	0
53	REMODELING / GUTTERS - 33	2/28/85	11,720			11,720	10 MO S/L	11,720	0
59	REMODELING - 03	8/07/86	33,371			33,371	10 MO S/L	33,371	0
60	REMODELING - 07	11/24/86	33,096			33,096	10 MO S/L	33,096	0
61	FENCE/WALK - 04	12/01/86	2,936			2,936	8 MO S/L	2,936	0
63	REMODELING - 04	12/30/87	6,381			6,381	3 MO S/L	6,381	0
64	REMODELING - 04	4/15/88	5,249			5,249	3 MO S/L	5,249	0
65	REMODELING - 06	9/08/88	66,244			66,244	10 MO S/L	66,244	0
70	REMODELING - 06	9/21/88	3,180			3,180	10 MO S/L	3,180	0
71	AIR CONDITIONING - 33	8/07/97	1,050			1,050	10 MO S/L	1,050	0
72	CARPETING - 04	4/26/90	2,695			2,695	5 MO S/L	2,695	0

Federal Asset Report

Form 990, Page 1

Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
75	CARPETING - 07	12/26/90	4,159			4,159	5 MO S/L	4,159	0
76	PORCH OFFICE/BATHROOM REMODEL	4/01/91	9,128			9,128	10 MO S/L	9,128	0
78	ROOF/PORCH REMODELING - 04	8/13/91	24,881			24,881	10 MO S/L	24,881	0
80	ROOF - 07	1/26/94	3,148			3,148	10 MO S/L	3,148	0
82	EIGHT FOOT FENCE - 63	12/21/95	5,498			5,498	15 MO S/L	4,398	367
83	HOSKINS REMODELING - 01	12/14/95	16,706			16,706	10 MO S/L	16,706	0
84	FACILITY IMPROVEMENTS - 33	5/31/96	14,278			14,278	15 MO S/L	11,026	952
85	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	525	39
86	LATERAL FILE - 33	7/14/94	580			580	15 MO S/L	522	39
87	LATERAL FILE - 33	7/14/94	580			580	15 MO S/L	522	39
92	HEATING UNIT - 05	12/27/89	2,300			2,300	3 MO S/L	2,300	0
93	AIR CONDITIONER UNIT - 01	12/14/89	800			800	10 MO S/L	800	0
94	CONDENSING UNIT - 01	12/14/89	800			800	3 MO S/L	800	0
100	ACQUA COOLER - 33	1/01/91	1,125			1,125	10 MO S/L	1,125	0
101	HVAC UNIT - 03	2/14/91	925			925	10 MO S/L	925	0
104	REFRIGERATOR - 07	11/05/92	799			799	10 MO S/L	799	0
110	REFRIGERATOR - 01	11/12/92	799			799	10 MO S/L	799	0
113	LASER PRINTER - 33	12/03/92	1,395			1,395	5 MO S/L	1,395	0
120	COMPUTER - 06	12/07/92	650			650	5 MO S/L	650	0
122	LASER PRINTER - 33	2/18/93	1,395			1,395	5 MO S/L	1,395	0
124	REFRIGERATOR - 33	8/12/93	530			530	10 MO S/L	530	0
125	STOVE COOKTOP - 01	12/02/93	517			517	10 MO S/L	517	0
126	DOUBLE OVEN - 07	12/02/93	852			852	10 MO S/L	852	0
137	LAP TOP COMPUTER (5246) - 33	3/08/95	2,499			2,499	5 MO S/L	2,499	0
138	AUGER - 33	4/05/95	1,360			1,360	5 MO S/L	1,360	0
139	COMPUTER - 63	4/27/95	1,277			1,277	5 MO S/L	1,277	0
140	LAP TOP COMPUTER (5145) - 33	8/31/95	2,299			2,299	5 MO S/L	2,299	0
141	COPIER #6745 - 63	8/16/95	8,427			8,427	5 MO S/L	8,427	0
143	47" TELEVISION - 05	11/30/95	1,498			1,498	5 MO S/L	1,498	0
144	HP SCANNER - 33	1/18/96	1,000			1,000	5 MO S/L	1,000	0
147	COMPUTER - 63	3/08/96	1,425			1,425	5 MO S/L	1,425	0
148	COMPUTER - 63	3/08/96	1,425			1,425	5 MO S/L	1,425	0
149	COMPUTER - 33	3/08/96	1,425			1,425	5 MO S/L	1,425	0
150	COMPUTER - 33	3/08/96	1,425			1,425	5 MO S/L	1,425	0
151	COMPUTER - 63	4/10/96	1,445			1,445	5 MO S/L	1,445	0
152	COMPUTER - 63	4/18/96	1,445			1,445	5 MO S/L	1,445	0
153	COMPUTER - 63	4/18/96	1,445			1,445	5 MO S/L	1,445	0
154	COMPUTER - 33	4/18/96	1,560			1,560	5 MO S/L	1,560	0
155	COMPUTER - 33	4/18/96	1,560			1,560	5 MO S/L	1,560	0
156	COMPUTER - 63	4/18/96	1,445			1,445	5 MO S/L	1,445	0
157	COMPUTER - 33	4/18/96	1,445			1,445	5 MO S/L	1,445	0
158	SEVEN COMPUTERS - 63	5/17/96	10,115			10,115	5 MO S/L	10,115	0
159	TWO COMPUTERS - 33	5/17/96	2,890			2,890	5 MO S/L	2,890	0
160	REFRIGERATOR - 04	8/01/96	597			597	5 MO S/L	597	0
161	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
162	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
163	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
164	COMPUTER - 63	8/08/96	1,208			1,208	5 MO S/L	1,208	0
166	HP PRINTER - 63	12/12/96	800			800	5 MO S/L	800	0
167	REMODELING - 01	4/11/80	188			188	10 MO S/L	188	0
168	REMODELING - MAR - 01	3/20/80	168			168	10 MO S/L	168	0
169	SET UP - 01	12/31/79	25,904			25,904	20 MO S/L	25,904	0
170	REMODELING - JAN - 01	1/01/81	543			543	10 MO S/L	543	0
171	REMODELING - FEB - 01	2/01/81	254			254	10 MO S/L	254	0
172	REMODELING - JAN - 01	1/28/82	1,340			1,340	10 MO S/L	1,340	0
173	REMODELING - FEB - 01	2/22/82	4,500			4,500	10 MO S/L	4,500	0
174	REMODELING - MAR - 01	3/30/82	5,135			5,135	10 MO S/L	5,135	0
175	REMODELING - APR - 01	4/23/82	2,250			2,250	10 MO S/L	2,250	0
176	REMODELING - MAY - 01	5/12/82	1,281			1,281	10 MO S/L	1,281	0
177	LI NATL HOME SUPPLY - 01	5/31/83	9,850			9,850	10 MO S/L	9,850	0
178	REMODELING - 01	11/25/85	21,657			21,657	10 MO S/L	21,657	0
180	REMOD. - APR. - 03	4/25/80	207			207	10 MO S/L	207	0
181	BUILDING - HOSKINS - 01	10/31/79	35,168			35,168	30 MO S/L	31,944	0
182	LAND - HOSKINS - 01	10/31/79	30,000			30,000	0 -- Land	0	0
183	BUILDING - BAYLAND - 03	10/31/79	95,000			95,000	30 MO S/L	86,292	0
184	LAND - BAYLAND - 03	10/31/79	30,000			30,000	0 -- Land	0	0
185	BUILDING - CENT. OFF.-33	9/01/81	103,000			103,000	30 MO S/L	92,700	0
186	LAND - CENT. OFF. - 33	9/01/81	25,000			25,000	0 -- Land	0	0
187	BUILDING - YALE - 06	7/01/83	88,000			88,000	30 MO S/L	79,200	0
188	LAND - YALE - 06	7/01/83	45,000			45,000	0 -- Land	0	0
189	BUILDING - BAUER - 07	6/22/84	125,000			125,000	30 MO S/L	79,688	3,750

Federal Asset Report

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Asset	Description	Date In Service	Cost	Bus %	Sec 179 Bonus	Basis for Depr	PerConv Meth	Prior	Current
190	LAND - BAUER - 07	6/22/84	25,000			25,000	0 -- Land	0	0
191	BUILDING - 33	6/22/92	161,500			161,500	30 MO S/L	78,059	4,845
192	LAND - 236 W. 17TH - 33	6/22/92	45,000			45,000	0 -- Land	0	0
193	BUILDING - LAZY OAKS -04	6/24/85	55,000			55,000	30 MO S/L	34,125	1,650
194	LAND - LAZY OAKS - 04	6/24/85	35,000			35,000	0 -- Land	0	0
201	CENTRAL OFFICE RENOVATION - 33	12/10/93	388,800			388,800	30 MO S/L	169,560	11,664
216	CARPET - 01	11/27/85	3,609			3,609	5 MO S/L	3,609	0
226	LATERAL FILE - 33	6/03/92	575			575	15 MO S/L	575	0
248	BLINDS - 33	12/11/81	379			379	5 MO S/L	379	0
250	BLINDS - 33	3/05/82	225			225	5 MO S/L	225	0
256	FILE CAB. - 33	4/24/84	1,191			1,191	15 MO S/L	1,191	0
257	FILE CAB. - 33	6/06/84	597			597	15 MO S/L	597	0
258	MINI BLINDS - 33	1/17/85	600			600	3 MO S/L	600	0
259	CARPET - 33	1/30/85	5,617			5,617	5 MO S/L	5,617	0
260	ROOM DIVIDER - 33	4/04/85	1,700			1,700	15 MO S/L	1,700	0
266	CARPET - 01	8/06/87	1,435			1,435	5 MO S/L	1,435	0
268	LATERAL FILE CABINET	3/17/88	555			555	15 MO S/L	555	0
269	LATERAL FILE - 33	7/20/88	555			555	15 MO S/L	555	0
273	LATERAL FILE - 33	8/30/90	589			589	15 MO S/L	589	0
274	LATERAL FILE - 33	9/10/91	563			563	15 MO S/L	563	0
275	LATERAL FILE - 33	9/14/90	589			589	15 MO S/L	589	0
276	LATERAL FILE - 33	10/16/91	563			563	15 MO S/L	563	0
277	LATERAL FILE - 33	7/22/92	575			575	15 MO S/L	575	0
278	LATERAL FILE - 33	11/12/92	587			587	15 MO S/L	587	0
279	LATERAL FILE - 33	2/25/93	595			595	15 MO S/L	595	0
280	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	525	39
281	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	525	39
283	LATERAL FILE - 33	6/08/94	580			580	15 MO S/L	525	39
285	LATERAL FILE - 33	6/20/91	583			583	15 MO S/L	583	0
286	LATERAL FILES (2) - 33	3/07/91	1,295			1,295	15 MO S/L	1,295	0
299	PHONE SYSTEM - 63	1/30/92	3,317			3,317	10 MO S/L	3,317	0
308	FAX MACHINE - 63	3/12/92	549			549	3 MO S/L	549	0
309	XEROX COPIER - 33	3/19/92	16,715			16,715	5 MO S/L	16,715	0
313	WATER HEATER - 03	6/24/81	273			273	15 MO S/L	273	0
320	REFRIGERATOR - 03	3/25/92	695			695	10 MO S/L	695	0
321	XEROX FAX - 33	4/01/92	1,200			1,200	3 MO S/L	1,200	0
336	PROJECTORS - 33	9/15/80	1,366			1,366	10 MO S/L	1,366	0
337	INDUST. AUDIO VIDEO - 33	11/19/81	1,215			1,215	5 MO S/L	1,215	0
345	AIR CONDITIONER - 33	4/16/84	5,000			5,000	10 MO S/L	5,000	0
346	PHONE SYSTEM - 33	10/30/84	9,000			9,000	10 MO S/L	9,000	0
354	SLIDE SHOW PROJ. - 33	7/11/84	630			630	10 MO S/L	630	0
364	AIR CONDITIONER - 03	6/02/88	1,440			1,440	10 MO S/L	1,440	0
368	TYPEWRITER 6010 - 33	10/12/88	755			755	5 MO S/L	755	0
369	AIR CONDITIONERS - 01	11/02/88	1,080			1,080	10 MO S/L	1,080	0
375	PARKING AREA - 33	7/31/98	33,635			33,635	20 MO S/L	15,836	1,682
376	COMPUTER - 33	1/15/98	1,299			1,299	5 MO S/L	1,299	0
378	A/C UNIT - 33	5/28/98	1,500			1,500	5 MO S/L	1,500	0
379	COMPUTER - 33	8/06/98	1,450			1,450	5 MO S/L	1,450	0
380	STORAGE SHED - 33	7/16/98	2,850			2,850	30 MO S/L	894	95
381	LAPTOP WINBOOK (ON79) - 33	3/18/99	3,298			3,298	5 MO S/L	3,298	0
382	LAPTOP WINBOOK (9A04) - 33	4/21/99	2,323			2,323	5 MO S/L	2,323	0
384	AC CONDENSING UNIT - 07	10/08/99	2,016			2,016	5 MO S/L	2,016	0
385	CARPETING - 03	8/03/00	5,149			5,149	5 MO S/L	5,149	0
386	CARPETING - 06	8/03/00	5,356			5,356	5 MO S/L	5,356	0
387	CARPETING - 33	3/09/00	3,452			3,452	5 MO S/L	3,452	0
388	CARPETING - 63	7/27/00	26,149			26,149	5 MO S/L	26,149	0
389	239 W. 17TH STREET PROPERTY - 33	10/27/00	167,100			167,100	0 -- Land	0	0
392	HEATING UNIT	1/27/00	1,061			1,061	10 MO S/L	840	106
393	GATEWAY COMPUTER - 33	9/21/00	1,253			1,253	5 MO S/L	1,253	0
397	LAND - 235 W 17TH - 21	7/20/01	120,012			120,012	0 -- Land	0	0
2018	SIDING	5/19/03	30,137			30,137	10 MO S/L	13,813	3,013
	Total Other Depreciation		<u>2,555,837</u>			<u>2,555,837</u>		<u>1,417,623</u>	<u>28,358</u>
	Total ACRS and Other Depreciation		<u>2,555,837</u>			<u>2,555,837</u>		<u>1,417,623</u>	<u>28,358</u>

Federal Asset Report

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Asset	Description	Date In Service	Cost	Bus Sec % 179 Bonus	Basis for Depr	Per Conv Meth	Prior	Current
	Grand Totals		2,705,534		2,686,394		1,496,959	40,696
	Less: Dispositions		0		0		0	0
	Less: Start-up/Org Expense		0		0		0	0
	Net Grand Totals		<u>2,705,534</u>		<u>2,686,394</u>		<u>1,496,959</u>	<u>40,696</u>

Federal Statements**Taxable Dividends from Securities**

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>
DIVIDENDS	\$ 28,224		25	
INTEREST	18,687		25	
ACCOUNT FEES (INCLUDES ALL ACCOUNTS)	-4,021		25	
TOTAL	<u>\$ 42,890</u>			

Federal Statements

Form 990, Part IX, Line 24f - All Other Expenses

<u>Description</u>	<u>Total Expenses</u>	<u>Program Service</u>	<u>Management & General</u>	<u>Fund Raising</u>
TELEPHONE	\$ 19,380	\$ 7,304	\$ 12,076	\$
MISCELLANEOUS EXPENSES	13,959	7,001	6,958	
TOTAL	<u>\$ 33,339</u>	<u>\$ 14,305</u>	<u>\$ 19,034</u>	<u>\$ 0</u>

Federal Statements**ANNUAL GALA EVENT****GALA EVENT CONTRIBUTIONS**

<u>Description</u>	<u>Amount</u>
CONTRIBUTIONS FROM ANNUAL GALA	\$ 321,549
TOTAL	\$ <u>321,549</u>