

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)

OMB No. 1545-0047

2012

Open to Public Inspection

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

A For the **2012** calendar year, or tax year beginning and ending

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization URBAN VENTURES LEADERSHIP FOUNDATION	D Employer identification number 36-3558710
	Doing Business As	E Telephone number 612-638-1000
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2924 FOURTH AVENUE SOUTH	G Gross receipts \$ 4,397,454.
	City, town, or post office, state, and ZIP code MINNEAPOLIS, MN 55408	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: TIMOTHY CLARK SAME AS C ABOVE		H(c) Group exemption number ▶
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.URBANVENTURES.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1987 M State of legal domicile: MN

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: BREAK THE CYCLE OF GENERATIONAL POVERTY THROUGH PROGRAMS SUPPORTING CHARACTER, FAMILY AND EDUCATION.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	15
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	14
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	87
	6 Total number of volunteers (estimate if necessary)	6	300
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	373,263.
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)	2,149,047.	2,732,514.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	133,249.	142,557.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	45,733.	47,480.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	199,026.	556,619.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,527,055.	3,479,170.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	151,416.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,810,528.	2,271,413.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 344,775.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,898,988.	2,239,783.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	3,860,932.	4,511,196.
19 Revenue less expenses. Subtract line 18 from line 12	-1,333,877.	-1,032,026.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	21,186,479.	20,355,895.
	22 Net assets or fund balances. Subtract line 21 from line 20	1,439,467.	1,453,573.
		19,747,012.	18,902,322.

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	Date			
	TIMOTHY CLARK, CEO Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name XIAOYAN LUO	Preparer's signature <i>[Signature]</i>	Date 10/9/13	Check if self-employed <input type="checkbox"/>	PTIN P01305207
	Firm's name ▶ CLIFTONLARSONALLEN LLP	Firm's EIN ▶ 41-0746749			
	Firm's address ▶ 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402	Phone no. 612-376-4500			

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: URBAN VENTURES LEADERSHIP FOUNDATION MISSION IS TO BREAK THE CYCLE OF GENERATIONAL POVERTY IN THE COMMUNITY, ONE PERSON, ONE FAMILY AT A TIME.

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 [X] 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 [X] No If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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 \$ 858,041. including grants of \$ 0.) (Revenue \$ 0.) THE URBAN VENTURES YOUTH HUB OFFERS YEAR-ROUND PROGRAMS FOR TEENS THAT INCLUDE MENTORING (ONE-TO-ONE AND GROUP), YOUTH LEADERSHIP, YOUTH EMPLOYMENT PROJECT, RECORDING STUDIO, INDOOR SKATE PARK, STUDENT LIBRARY THAT CONNECTS YOUTH TO POST-SECONDARY EDUCATION (COLLEGE, TRADES, FUNDING, ACT/SAT HELP, AND APPLICATION ASSISTANCE) AND SERVICE LEARNING. THE PROGRAM SERVED 316 YOUTH IN 2012.

4b (Code:) (Expenses \$ 777,180. including grants of \$ 0.) (Revenue \$ 0.) THE CENTER FOR FATHERING OFFERS GUIDANCE AND SUPPORT GROUPS WITH CURRICULUM FOR RESPONSIBLE PARENTING, HEALTHY RELATIONSHIPS/MARRIAGE AND SUPPORT IN NAVIGATING HOUSING, EMPLOYMENT AND PEER MENTORING. MEN AND WOMEN ARE WELCOME TO PROGRAMS. CHILDCARE AND A MEAL ARE PROVIDED WITH EACH PROGRAM. THE PROGRAMS ARE OFFERED AT NO COST.

READY? SET! WORK IS A PART OF CENTER FOR FATHERING PROGRAM. IT OFFERS MEN AND WOMEN JOB SKILLS TRAINING, RESUME WRITING, COMPUTER TRAINING, JOB SUPPORT, EMAIL AND PHONE ACCESS AND PERSONAL SUPPORT THROUGH FINDING, SECURING AND MAINTAINING A JOB. THE CENTER OFFERS MEN AND WOMEN (MANY WHO ARE FORMERLY INCARCERATED), WITH SUPERVISION AND STRUCTURE AS THEY RE-INTEGRATE INTO COMMUNITIES TO MAINTAIN HEALTHY

4c (Code:) (Expenses \$ 587,465. including grants of \$ 0.) (Revenue \$ 142,557.) URBAN STARS - URBAN STARS OFFERS YOUTH AGES 3-18 THE OPPORTUNITY TO PLAY BASKETBALL OR SOCCER PROVIDING COACHES WHO BUILD SKILLS AND CHARACTER INTO THE YOUTH. SPORTS OFFERS OPPORTUNITIES FOR YOUTH TO LEARN TO PLAY, BUILD CHARACTER, SPORTSMANSHIP, TEAM WORK, AND RESPONSIBILITY. 890 KIDS AND YOUTH PARTICIPATED IN URBAN STARS IN 2012.

4d Other program services (Describe in Schedule O.) (Expenses \$ 1,386,756. including grants of \$) (Revenue \$ 137,988.)

4e Total program service expenses 3,609,442.

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)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</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? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</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? <i>If "Yes," complete Schedule F, Parts II and IV</i>		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? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		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? <i>If "Yes," complete Schedule L, Part I</i>		X
25b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		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? <i>If "Yes," complete Schedule R, Part I</i>	X	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
35b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		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? <i>If "Yes," complete Schedule R, Part VI</i>		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

Form 990 questions and answers including: 1a Enter the number reported in Box 3 of Form 1096... 1b Enter the number of Forms W-2G included... 2a Enter the number of employees reported on Form W-3... 3a Did the organization have unrelated business gross income... 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... 5a Was the organization a party to a prohibited tax shelter transaction... 6a Does the organization have annual gross receipts that are normally greater than \$100,000... 7 Organizations that may receive deductible contributions under section 170(c)... 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations... 9 Sponsoring organizations maintaining donor advised funds... 10 Section 501(c)(7) organizations... 11 Section 501(c)(12) organizations... 12a Section 4947(a)(1) non-exempt charitable trusts... 13 Section 501(c)(29) qualified nonprofit health insurance issuers... 14a Did the organization receive any payments for indoor tanning services during the tax year?

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 15 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 14		
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?		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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, 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		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	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	X	
b	Other officers or key employees of the organization		X
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
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?		X
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **▶ MN**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶** _____
FOLA TIAMIYU - 612-638-1022
2924 FOURTH AVENUE SOUTH, MINNEAPOLIS, MN 55408

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

Check if Schedule O contains a response to any question in this Part VII

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- 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.
- 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.
- 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 neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) TIM CLARK CEO	39.00 1.00	X		X				76,827.	0.	0.
(2) JOHN THOMPSON CHAIR	2.00 1.00	X		X				0.	0.	0.
(3) JOYCE GILL SECRETARY	1.00 1.00	X		X				0.	0.	0.
(4) ROY FERBER TREASURER	2.00 1.00	X		X				0.	0.	0.
(5) JACQUIE BOYER BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(6) SCOTT ANDERSON BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(7) MARY CHOATE BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(8) JON EISELE BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(9) SKIP GAGE BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(10) RICHARD HUCKLE BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(11) MARY JANE MELENDEZ BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(12) BRUCE MOOTY BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(13) AL NUNESS BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(14) KEITH WYCHE BOARD MEMBER	1.00 1.00	X						0.	0.	0.
(15) MARK PETER LINDQUIST VICE PRESIDENT	39.00 1.00			X				31,022.	0.	48,968.

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

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes sub-totals for 1b, 1c, and 1d.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 0

Table with 3 columns: Question number, Question text, Yes/No response. Contains questions 3, 4, and 5 regarding compensation reporting.

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. Report compensation for the calendar year ending with or within the organization's tax year.

Table with 3 columns: (A) Name and business address, (B) Description of services, (C) Compensation. All rows are empty except for the header.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 0

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

			(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	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	326,625.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	938,677.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,467,212.				
	g Noncash contributions included in lines 1a-1f: \$		14,931.				
	h Total. Add lines 1a-1f		2,732,514.				
Program Service Revenue	2 a PROGRAM FEES	Business Code 611710	142,557.	142,557.			
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		142,557.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		51,953.		-2.	51,955.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	137,988.				
		(ii) Personal	0.				
		b Less: rental expenses					
		c Rental income or (loss)	137,988.				
	d Net rental income or (loss)		137,988.	137,988.			
	7 a Gross amount from sales of assets other than inventory	(i) Securities					
		(ii) Other					
		b Less: cost or other basis and sales expenses		4,473.			
		c Gain or (loss)		-4,473.			
	d Net gain or (loss)		-4,473.			-4,473.	
	8 a Gross income from fundraising events (not including \$ 326,625. of contributions reported on line 1c). See Part IV, line 18	a	188,544.				
		b Less: direct expenses	186,618.				
c Net income or (loss) from fundraising events			1,926.			1,926.	
9 a Gross income from gaming activities. See Part IV, line 19	a						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a	1,100,458.					
	b Less: cost of goods sold	727,193.					
	c Net income or (loss) from sales of inventory		373,265.		373,265.		
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS INCOME		900099	43,440.			43,440.	
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d			43,440.			
12 Total revenue. See instructions.			3,479,170.	280,545.	373,263.	92,848.	

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).

Check if Schedule O contains a response to any question in this Part IX

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 United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	156,817.	87,040.	50,096.	19,681.
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	1,798,689.	1,458,230.	181,076.	159,383.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	9,059.	7,144.	1,175.	740.
9 Other employee benefits	119,733.	94,106.	17,702.	7,925.
10 Payroll taxes	187,115.	147,814.	22,448.	16,853.
11 Fees for services (non-employees):				
a Management				
b Legal	204.		204.	
c Accounting	35,204.		35,204.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	264,591.	143,762.	37,074.	83,755.
12 Advertising and promotion	3,884.	580.	915.	2,389.
13 Office expenses	119,409.	90,113.	19,948.	9,348.
14 Information technology	17,736.	802.	14,232.	2,702.
15 Royalties				
16 Occupancy	460,723.	385,123.	57,600.	18,000.
17 Travel	102,048.	98,875.	13.	3,160.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	7,791.	6,910.	621.	260.
20 Interest	84,151.	84,151.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	762,524.	686,847.	60,254.	15,423.
23 Insurance	48,260.	33,989.	14,271.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PROGRAM EXPENSES	191,771.	189,837.	1,035.	899.
b MEALS/ENTERTAINMENT	50,804.	45,564.	3,704.	1,536.
c DUES AND FEES	26,241.	7,418.	16,102.	2,721.
d TAXES	8,619.	8,619.	0.	
e All other expenses	55,823.	32,518.	23,305.	
25 Total functional expenses. Add lines 1 through 24e	4,511,196.	3,609,442.	556,979.	344,775.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	495,001.	1	688,141.
	2	Savings and temporary cash investments	345,630.	2	152,625.
	3	Pledges and grants receivable, net	562,398.	3	283,410.
	4	Accounts receivable, net	50,571.	4	85,449.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net	611,557.	7	591,300.
	8	Inventories for sale or use	45,607.	8	102,295.
	9	Prepaid expenses and deferred charges	47,015.	9	61,510.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 22,388,309.		
	b	Less: accumulated depreciation	10b 5,749,837.	10c	16,638,472.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	1,831,287.	12	1,752,693.
	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)	21,186,479.	16	20,355,895.	
Liabilities	17	Accounts payable and accrued expenses	153,851.	17	232,762.
	18	Grants payable		18	
	19	Deferred revenue	12,000.	19	0.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other 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	1,208,616.	23	1,155,811.
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	65,000.	25	65,000.
	26	Total liabilities. Add lines 17 through 25	1,439,467.	26	1,453,573.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	17,272,063.	27	16,490,373.
	28	Temporarily restricted net assets	213,000.	28	150,000.
	29	Permanently restricted net assets	2,261,949.	29	2,261,949.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input 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		32	
33	Total net assets or fund balances	19,747,012.	33	18,902,322.	
34	Total liabilities and net assets/fund balances	21,186,479.	34	20,355,895.	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	3,479,170.
2	Total expenses (must equal Part IX, column (A), line 25)	2	4,511,196.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,032,026.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	19,747,012.
5	Net unrealized gains (losses) on investments	5	187,336.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	18,902,322.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
c	If "Yes" to line 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	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? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

Form 990 (2012)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization **URBAN VENTURES LEADERSHIP FOUNDATION** Employer identification number **36-3558710**

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

- The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)
- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
 - 2 A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
 - 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
 - 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
 - 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
 - 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
 - 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - 8 A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - 9 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 exempt 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).** (Complete Part III.)
 - 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
 - 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Non-functionally integrated
 - e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	
 - h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,021,450.	3,414,925.	3,668,071.	2,149,047.	2,732,514.	14,986,007.
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 through 3	3,021,450.	3,414,925.	3,668,071.	2,149,047.	2,732,514.	14,986,007.
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)						2,411,415.
6 Public support. Subtract line 5 from line 4.						12,574,592.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3,021,450.	3,414,925.	3,668,071.	2,149,047.	2,732,514.	14,986,007.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	109,855.	149,453.	182,269.	153,519.	189,941.	785,037.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	11,184.	6,556.	2,085.			19,825.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,132.		40,800.	3,048.	38,967.	83,947.
11 Total support. Add lines 7 through 10						15,874,816.
12 Gross receipts from related activities, etc. (see instructions)					12	653,238.
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 2012 (line 6, column (f) divided by line 11, column (f))	14	79.21 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	76.06 %
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. 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 - 2011. 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"/>	

Schedule A (Form 990 or 990-EZ) 2012

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 through 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 \$5,000 or 1% of the amount on line 13 for the year						
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) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. 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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number

36-3558710

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 an organization 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

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization URBAN VENTURES LEADERSHIP FOUNDATION	Employer identification number 36-3558710
---	---

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<hr/> <hr/> <hr/> <hr/>	\$ <u>631,637.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<hr/> <hr/> <hr/> <hr/>	\$ <u>351,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<hr/> <hr/> <hr/> <hr/>	\$ <u>209,853.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<hr/> <hr/> <hr/> <hr/>	\$ <u>172,634.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	<hr/> <hr/> <hr/> <hr/>	\$ <u>156,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	<hr/> <hr/> <hr/> <hr/>	\$ <u>289,190.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization URBAN VENTURES LEADERSHIP FOUNDATION	Employer identification number 36-3558710
---	---

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization URBAN VENTURES LEADERSHIP FOUNDATION	Employer identification number 36-3558710
---	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number
36-3558710

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply).
- Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area
- Protection of natural habitat Preservation of a certified historic structure
- Preservation of open space
- 2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
- | | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |
- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- 4 Number of states where property subject to conservation easement is located ▶ _____
- 5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- 6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- 7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- 8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- 9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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.

- 1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.
- b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
- (i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- (ii) Assets included in Form 990, Part X ▶ \$ _____
- 2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
- a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____
- b Assets included in Form 990, Part X ▶ \$ _____

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

- 3 Using the organization's acquisition, 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 XIII.
- 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 Escrow and Custodial Arrangements. Complete if the 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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the 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	1,645,178.	1,533,142.	1,090,834.	951,808.	1,391,944.
b Contributions	333,667.	333,000.	333,333.		
c Net investment earnings, gains, and losses	187,336.	-80,755.	165,763.	139,051.	-440,136.
d Grants or scholarships					
e Other expenditures for facilities and programs	90,764.	140,209.	56,788.		
f Administrative expenses					
g End of year balance	2,075,417.	1,645,178.	1,533,142.	1,090,859.	951,808.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment 0.00 %
 - b Permanent endowment 100.00 %
 - c Temporarily restricted endowment 0.00 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

- 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 | X | |
| (ii) related organizations | | X |
- b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,528,846.		1,528,846.
b Buildings		18,943,455.	4,213,396.	14,730,059.
c Leasehold improvements				
d Equipment		1,916,008.	1,536,441.	379,567.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 16,638,472.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN		
(B) OKABENA-ENDOWMENT	1,741,750.	END-OF-YEAR MARKET VALUE
(C) INVESTMENT IN O Z		
(D) PROPERTIES	2,317.	END-OF-YEAR MARKET VALUE
(E) INVESTMENT IN MPLS		
(F) FDN-ENDOWMENT	8,626.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	1,752,693.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LINE OF CREDIT	65,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	65,000.

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: THE ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE URBAN VENTURES IN PERPETUITY.

PART X, LINE 2: URBAN VENTURES LEADERSHIP FOUNDATION IS EXEMPT FROM FEDERAL TAXES ON RELATED INCOME UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. ALSO, THE ORGANIZATION HAS BEEN DESIGNATED AS A PUBLICLY SUPPORTED ORGANIZATION UNDER SECTION 170 OF THE SAME CODE. ACCORDINGLY, CONTRIBUTIONS QUALIFY FOR DEDUCTION TO THE EXTENT PROVIDED IN THAT CODE.

Part XIII Supplemental Information (continued)

THE ORGANIZATION IS ALSO EXEMPT FROM STATE INCOME TAX ON RELATED INCOME.

UVLF OPPORTUNITIES, INC., AND CITYKID JAVA, LLC. ARE DISREGARDED ENTITIES FOR INCOME TAX PURPOSES.

THE ORGANIZATION FOLLOWS THE GUIDANCE THAT CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENTS. THE ORGANIZATION'S TAX RETURNS ARE SUBJECT TO REVIEW AND EXAMINATION BY FEDERAL, STATE AND LOCAL AUTHORITIES. THE TAX RETURNS FOR YEARS 2009-2011 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19,
or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open To Public
Inspection

Name of the organization **URBAN VENTURES LEADERSHIP FOUNDATION** Employer identification number **36-3558710**

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a Mail solicitations
 - b Internet and email solicitations
 - c Phone solicitations
 - d In-person solicitations
 - e Solicitation of non-government grants
 - f Solicitation of government grants
 - g Special fundraising events
- 2 a 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.

(i) Name and address 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			

Total

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

232081
01-07-13

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		FALL EVENT (COMMUNITY B (event type)	FALL EVENT (COMMUNITY B (event type)	3 (total number)	
Revenue	1 Gross receipts	397,200.	61,839.	56,130.	515,169.
	2 Less: Contributions	290,000.	36,625.	0.	326,625.
	3 Gross income (line 1 minus line 2)	107,200.	25,214.	56,130.	188,544.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes		1,377.		1,377.
	6 Rent/facility costs		14,720.		14,720.
	7 Food and beverages	31,556.	2,268.		33,824.
	8 Entertainment	7,816.	500.		8,316.
	9 Other direct expenses	55,761.	2,586.	70,034.	128,381.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(186,618)
	11 Net income summary. Combine line 3, column (d), and line 10				1,926.

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))
		1 Gross revenue			
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<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 line 1, column d, and line 7					

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? Yes No

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain: _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 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
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c** If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

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? Yes No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number

36-3558710

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

LIFE-STYLES, ESTABLISH ACCEPTABLE LIVING ARRANGEMENTS AND FIND JOBS.

804 MEN ATTENDED CENTER FOR FATHERING PROGRAM. 516 MEN AND WOMEN WERE
SERVED IN READY? SET! WORK PROGRAM AND 65% WERE EMPLOYED.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

REAL ESTATE - FACILITY MAINTENANCE.

EXPENSES \$ 429,742. INCLUDING GRANTS OF \$ 0. REVENUE \$ 137,988.

LEARNING LAB - THE LEARNING LAB PROVIDES EDUCATION ENRICHMENT FOR
READING, MATH, LANGUAGE ARTS, SCIENCE AND TECHNOLOGY AS WELL AS
HANDS-ON LEARNING THAT APPLIES CORE CURRICULUM TO REAL LIFE ACTIVITIES.
THE LEARNING LAB SERVES YOUTH GRADES 1-8 IN YEAR-ROUND PROGRAMS FIVE
DAYS A WEEK AFTER SCHOOL AND FOUR FULL DAYS IN SUMMER. THERE IS NO COST
FOR STUDENTS TO ATTEND PLUS MEALS AND TRANSPORTATION ARE PROVIDED.
THERE WERE 112 PAPTICIPANTS IN 2012.

EXPENSES \$ 402,316. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

CITYKID JAVA, LLC IS A FOR PROFIT SUBSIDIARY OF URBAN VENTURES. THE
MISSION IS TO DRIVE FUNDS TOWARD PROGRAMS AT URBAN VENTURES FOCUSED
AROUND YOUTH. SELL A PREMIUM COFFEE PRODUCT IN A MARKET PLACE, PROMOTE
URBAN VENTURES PROGRAMS THROUGH RELATIONSHIP AND EMPLOY KIDS CITYKID
JAVA CAFES.

EXPENSES \$ 341,186. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization URBAN VENTURES LEADERSHIP FOUNDATION	Employer identification number 36-3558710
--	--

SIEMPRE PADRES & GO LATINO - LATINO MEN AND WOMEN RECEIVE PARENTING EDUCATION. CLASSES IN THE ENGLISH LANGUAGE AND COMPUTER COMPETENCY ARE ALSO OFFERED. THEY SHARE THE JOYS AND CONCERNS OF PARENTING CHILDREN AT ALL AGES AND STAGES, FIND SUPPORT FROM PEERS AND HAVE ACCESS TO CLASSES THAT HELP THESE NEW AMERICANS TO BECOME STABLE IN THE COMMUNITY, AND IN JOBS. (PROGRAMS ARE OFFERED IN ENGLISH AND SPANISH). THE PROGRAM SERVED 165 PARTICIPANTS IN 2012.

EXPENSES \$ 160,086. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

STUDIO 180 TAKES WHAT WE'VE LEARNED AT URBAN VENTURES - THE SUCCESSES AND FAILURES - AND SHARES IT WITH THOSE WHO ARE COMMITTED TO URBAN RENEWAL IN OTHER CITIES AROUND THE GLOBE. THE PROGRAM IS DESIGNED TO LISTEN AND DISCUSS THE ROADBLOCKS IN A STUDIO OR "LABORATORY" SETTING. THE PROGRAM COMBINES THE HINDSIGHT AND INSIGHT OF URBAN VENTURES TO GIVE OTHERS THE FORESIGHT TO CREATE POSITIVE CHANGE IN THEIR COMMUNITIES.

EXPENSES \$ 53,426. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 1: THE ORGANIZATION'S EXECUTIVE COMMITTEE CONSISTS OF THE CHAIR, VICE CHAIR, SECRETARY AND TREASURER OF THE BOARD. THE EXECUTIVE COMMITTEE SHALL ACT DURING INTERVALS OF MEETINGS OF THE BOARD AND IS SUBJECT TO CONTROL AND DIRECTION OF THE BOARD. THE EXECUTIVE COMMITTEE DOES MAINTAIN THE AUTHORITY OF POWERS OF THE BOARD AS DELEGATED FROM TIME TO TIME. THE EXECUTIVE COMMITTEE DOES NOT HAVE THE POWER TO ELECT DIRECTORS OR TO AMEND THE ARTICLES OF INCORPORATION OR BYLAWS.

Name of the organization URBAN VENTURES LEADERSHIP FOUNDATION	Employer identification number 36-3558710
--	--

FORM 990, PART VI, SECTION B, LINE 11: THE FINANCE COMMITTEE REVIEWS THE TAX RETURN DOCUMENT AND ASKS QUESTIONS, IF ANY. THE COMMITTEE PASSES A RESOLUTION TO ACCEPT THE TAX RETURN IF THEY AGREE THAT THE RETURN IS ACCURATE TO THE BEST OF THEIR KNOWLEDGE. THE CHAIRMAN OF THE COMMITTEE PRESENTS THE TAX RETURN TO THE BOARD AND REQUESTS A RESOLUTION TO ACCEPT THE TAX RETURN.

FORM 990, PART VI, SECTION B, LINE 12C: THE POLICY IS MONITORED THROUGH REVIEW OF CONFLICT OF INTEREST QUESTIONNAIRE PROVIDED TO BOARD AND OFFICERS ANNUALLY. WHEN A QUESTION OF OR POTENTIAL FOR A CONFLICT OF INTEREST ARISES, THE PRESIDENT OF URBAN VENTURES MUST BE NOTIFIED; THE PRESIDENT HAS DISCRETIONARY AUTHORITY TO DETERMINE IF A CONFLICT EXISTS AND TO ESTABLISH APPROPRIATE BOUNDARIES. IF A CONFLICT OCCURS, THE INDIVIDUAL IS GIVEN A CHANCE TO RESOLVE THE ISSUE, OTHERWISE THE PERSON WOULD BE DISQUALIFIED FROM VOTING ON A RELATED MATTER. PROCEEDINGS RELATED TO CONFLICTS OF INTEREST ARE DOCUMENTED IN THE MEETING MINUTES OR AS OTHERWISE APPROPRIATE.

FORM 990, PART VI, SECTION B, LINE 15A: THE BOARD REVIEWS AND APPROVES THE COMPENSATION FOR CEO. THE BOARD USED THE MINNESOTA NON-PROFIT SALARY AND BENEFITS SURVEY TO DETERMINE THE COMPENSATION. THE SALARY WAS BASED ON SIZE AND SCOPE OF SIMILAR ORGANIZATIONS AND DOCUMENTED IN THE MEETING MINUTES. THE MOST RECENT SALARY AND COMPENSATION DETERMINATION TOOK PLACE DURING 2011 FOR CEO, TIMOTHY CLARK. TIMOTHY CLARK BEGAN AS CEO IN 2012.

THE CEO SETS OTHER EMPLOYEES' COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number

36-3558710

AVAILABLE UPON REQUEST.

Lined area for additional information.

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(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, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	(k) Percentage ownership
							Yes	No			

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(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	(i) Section 512(b)(13) controlled entity?	
								Yes	No

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.
 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?
 a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
 b Gift, grant, or capital contribution to related organization(s)
 c Gift, grant, or capital contribution from related organization(s)
 d Loans or loan guarantees to or for related organization(s)
 e Loans or loan guarantees by related organization(s)
 f Dividends from related organization(s)
 g Sale of assets to related organization(s)
 h Purchase of assets from related organization(s)
 i Exchange of assets with related organization(s)
 j Lease of facilities, equipment, or other assets to related organization(s)
 k Lease of facilities, equipment, or other assets from related organization(s)
 l Performance of services or membership or fundraising solicitations for related organization(s)
 m Performance of services or membership or fundraising solicitations by related organization(s)
 n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
 o Sharing of paid employees with related organization(s)
 p Reimbursement paid to related organization(s) for expenses
 q Reimbursement paid by related organization(s) for expenses
 r Other transfer of cash or property to related organization(s)
 s Other transfer of cash or property from related organization(s)

	Yes	No
1a	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1b	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1c	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1d	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1e	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1f	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1g	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1h	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1i	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1j	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1k	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1l	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1m	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1n	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1o	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1p	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1q	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1r	<input checked="" type="checkbox"/>	<input type="checkbox"/>
1s	<input checked="" type="checkbox"/>	<input type="checkbox"/>

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	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))

2012

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning _____, and ending _____

<p>A <input type="checkbox"/> Check box if address changed</p> <p>B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)</p> <p>C Book value of all assets at end of year 20,355,895.</p>	<p>Print or Type</p>	<p>Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) URBAN VENTURES LEADERSHIP FOUNDATION</p> <p>Number, street, and room or suite no. If a P.O. box, see instructions. 2924 FOURTH AVENUE SOUTH</p> <p>City or town, state, and ZIP code MINNEAPOLIS, MN 55408</p> <p>F Group exemption number (see instructions) _____</p> <p>G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust</p>	<p>D Employer identification number (Employees' trust, see instructions.) 36-3558710</p> <p>E Unrelated business activity codes (See instructions) 445200</p>
---	-----------------------------	---	---

H Describe the organization's primary unrelated business activity. **▶ RETAIL COFFEE AND PRODUCT SALES**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation. **▶**

J The books are in care of **▶ FOLA TIAMIYU** Telephone number **▶ 612-638-1022**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales 1,100,458.			
b Less returns and allowances c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		25,635.
4a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5	STMT 2	-2.
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (see instructions; attach statement)	12		
13 Total. Combine lines 3 through 12	13		25,633.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions)
(except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach statement)	18	
19 Taxes and licenses	19	
20 Charitable contributions (see instructions for limitation rules)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach statement)	28	
29 Total deductions. Add lines 14 through 28	29	0.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	25,633.
31 Net operating loss deduction (limited to the amount on line 30)	31	25,633.
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	0.
33 Specific deduction (generally \$1,000, but see instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	0.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation).
 Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____
c Income tax on the amount on line 34 **35c** 0.

36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax (see instructions) **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see instructions) **40b**

c General business credit. Attach Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) **42**

43 Total tax. Add lines 41 and 42 **43** 0.

44 a Payments: A 2011 overpayment credited to 2012 **44a** 2,997.

b 2012 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Credit for small employer health insurance premiums (Attach Form 8941) **44f**

g Other credits and payments: Form 2439 Form 4136 Other 1,915. Total **44g** 1,915.

45 Total payments. Add lines 44a through 44g **45** 4,912. SEE STATEMENT 3

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47**

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 4,912.

49 Enter the amount of line 48 you want: Credited to 2013 estimated tax 4,912. Refunded **49** 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here Yes No X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. Yes No X

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **COST**

1 Inventory at beginning of year	1	45,607.	6 Inventory at end of year	6	102,295.
2 Purchases	2	783,881.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	1,074,823.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. statement)	4a				X
b Other costs (attach statement)	4b	347,630.			
5 Total. Add lines 1 through 4b	5	1,177,118.			

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer _____ Date _____ **CEO** Title _____

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

Paid Preparer Use Only

Print/Type preparer's name: XIAOYAN LUO
 Preparer's signature: [Signature]
 Date: 10/9/13
 Check if self-employed if not self-employed
 PTIN: P01305207
 Firm's name: CLIFTONLARSONALLEN LLP
 Firm's address: 220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402
 Firm's EIN: 41-0746749
 Phone no.: 612-376-4500

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	
(1)		
(2)		
(3)		
(4)		
Total	0.	Total 0.

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) **0.**

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ... **0.**

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
		(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)			
(2)			
(3)			
(4)			

4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals **0.** **0.**

Enter here and on page 1, Part I, line 7, column (A). Enter here and on page 1, Part I, line 7, column (B).

Total dividends-received deductions included in column 8 **0.**

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

7. Taxable income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Totals **0.** **0.**

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		Enter here and on page 1, Part I, line 9, column (A). 0.		Enter here and on page 1, Part I, line 9, column (B). 0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals		Enter here and on page 1, Part I, line 10, col. (A). 0.	Enter here and on page 1, Part I, line 10, col. (B). 0.			Enter here and on page 1, Part II, line 26. 0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I		0.	0.			0.
Totals, Part II (lines 1-5)		Enter here and on page 1, Part I, line 11, col. (A). 0.	Enter here and on page 1, Part I, line 11, col. (B). 0.			Enter here and on page 1, Part II, line 27. 0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)			
(2)			
(3)			
(4)			
Total. Enter here and on page 1, Part II, line 14			0.

FOOTNOTES

STATEMENT 1

NOL CARRYFORWARD SCHEDULE

NOL GENERATED IN 2011

163,847.

NOL USED IN 2012

-25,633.

TOTAL NET OPERATING LOSS CARRYFORWARD AT 12/31/2012

138,214.

FORM 990-T INCOME (LOSS) FROM PARTNERSHIPS STATEMENT 2

DESCRIPTION	AMOUNT
INVESTMENT IN OKABENA SPECIAL OPPORTUNITIES FUND LLC	-2.
TOTAL TO FORM 990-T, PAGE 1, LINE 5	-2.

FORM 990-T OTHER CREDITS AND PAYMENTS STATEMENT 3

DESCRIPTION	AMOUNT
FORM 1099-B FEDERAL INCOME TAX WITHHELD - 3M COMPANY	1,915.
TOTAL INCLUDED ON FORM 990-T, PAGE 2, PART IV, LINE 44G	1,915.

FORM 990-T COST OF GOODS SOLD - OTHER COSTS STATEMENT 4

DESCRIPTION	AMOUNT
SALARIES AND WAGES	239,321.
TAXES AND BENEFITS	19,719.
TRAVEL AND LODING	9,640.
DEPRECIATION	5,785.
OCCUPANCY	12,000.
TELEPHONE	5,181.
REPAIRS AND MAINTENANCE	844.
TAXES	862.
OFFICE SUPPLIES	10,179.
DUES & FEES	4,265.
BAD DEBTS	2,138.
POSTAGE & SHIPPING	4,454.
INSURANCE	1,827.
PROFESSIONAL FEES	2,696.
UTILITIES	3,587.
INTEREST	3,599.
PRINTING	6,019.
OTHER EXPENSES	15,514.
TOTAL TO FORM 990-T, SCHEDULE A, LINE 4B	347,630.

PAYER'S name, street address, city, state, ZIP code, and telephone no.

Wells Fargo Shareowner Services
 P.O. Box 64854
 St. Paul, MN 55164-1854

1-800-656-5432

Confidential

OMB No. 1545-0715

Page 2 of 2

Copy B for Recipient: This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The IRS requires us to remind you that you are ultimately responsible for the accuracy of your tax return.

PAYER'S federal identification number
 41-1610482

RECIPIENT'S identification number
 36-3558710

RECIPIENT'S account number
 4003357881

RECIPIENT'S name and address

URBAN VENTURES
 2924 4TH AVE S
 MINNEAPOLIS MN 55408-2438

Box 8: Description

3M Company (MM01)
 Common Stock

Summary of Proceeds from Broker and Barter Exchange Transactions

Box 1a Date of Sale or Exchange	Box 1e Quantity Sold *	Box 1b Date of Acquisition	Box 2a ** Sale Price of Stocks, Bonds, etc.	Box 3 Cost or Other Basis	Box 4 Federal Income Tax Withheld	Box 5 Wash Sale Loss Disallowed	Transaction Description
Box 6a: Non-Covered Securities ***							
01/20/2012	80.000		\$6,837.60		\$1,914.53		Sale of Shares
11/13/2012	25.092		\$2,256.41		\$0.00		Sale of Shares
11/13/2012	13.985		\$1,257.61		\$0.00		Sale of Shares
11/13/2012	0.923		\$83.00		\$0.00		Sale of Shares
Non-Covered Subtotals *			\$10,434.62		\$1,914.53		
Grand Totals *			\$10,434.62		\$1,914.53		

* The Quantity Sold, Subtotals and Grand Totals are provided as a courtesy; these values are not provided to the Internal Revenue Service.

** The amounts listed under Box 2a, Sale Price of Stocks, Bonds, etc., are reported as gross proceeds; commissions and/or option premiums have not been deducted.

*** Box 6a for non-covered securities are NOT reported to the IRS.

View your tax documents, and more, while signed into your account at shareowneronline.com

- New users: enroll by selecting **Sign Up Now!**, select **Authentication ID**, and then check **I do not have my Authentication ID**.
- Tax information is also available on our automated phone system at 1-800-656-5432