

CHANGE OF ACCOUNTING PERIOD

Form **990**

**Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

**2013**

Department of the Treasury  
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.  
Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

Open to Public Inspection

**A** For the 2013 calendar year, or tax year beginning **JAN 1, 2014** and ending **JUN 30, 2014**

<b>B</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	<b>C</b> Name of organization <b>URBAN VENTURES LEADERSHIP FOUNDATION</b>		<b>D</b> Employer identification number <b>36-3558710</b>
	Doing Business As		<b>E</b> Telephone number <b>612-638-1000</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>1,663,987.</b>
	<b>2924 FOURTH AVENUE SOUTH</b>		
	City or town, state or province, country, and ZIP or foreign postal code <b>MINNEAPOLIS, MN 55408</b>		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<b>F</b> Name and address of principal officer: <b>TIMOTHY S. CLARK</b> <b>SAME AS C ABOVE</b>		<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>I</b> 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		<b>H(c)</b> Group exemption number	
<b>J</b> Website: <b>WWW.URBANVENTURES.ORG</b>		<b>L</b> Year of formation: <b>1987</b> <b>M</b> State of legal domicile: <b>MN</b>	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other			

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>BREAK THE CYCLE OF GENERATIONAL POVERTY THROUGH PROGRAMS SUPPORTING CHARACTER, FAMILY AND EDUCATION.</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>14</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>13</b>
	<b>5</b> Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>	<b>0</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>320</b>
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	<b>132,896.</b>
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>-40,293.</b>	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	<b>3,371,511.</b>	<b>986,689.</b>
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>101,863.</b>	<b>19,490.</b>
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>13,045.</b>	<b>921.</b>
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>496,527.</b>	<b>288,258.</b>
		<b>3,982,946.</b>	<b>1,295,358.</b>
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>0.</b>	<b>0.</b>
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>	<b>0.</b>
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>2,919,617.</b>	<b>1,449,862.</b>
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>	<b>0.</b>
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	<b>299,023.</b>	
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	<b>2,316,976.</b>	<b>1,340,365.</b>
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>5,236,593.</b>	<b>2,790,227.</b>	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	<b>-1,253,647.</b>	<b>-1,494,869.</b>	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	<b>19,462,492.</b>	<b>18,176,434.</b>
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	<b>1,523,740.</b>	<b>1,672,044.</b>
		<b>17,938,752.</b>	<b>16,504,390.</b>

**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.

<b>Sign Here</b>	Signature of officer	Date			
	<b>TIMOTHY S. CLARK, CEO</b> Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>AMY HENDLEY</b>	Preparer's signature <i>Amy S. Hendley</i>	Date <b>11/13/14</b>	Check if self-employed <input type="checkbox"/>	PTIN <b>P01300654</b>
	Firm's name <b>CLIFTONLARSONALLEN LLP</b>	Firm's EIN <b>41-0746749</b>	Firm's address <b>220 SOUTH SIXTH STREET, SUITE 300 MINNEAPOLIS, MN 55402</b>	Phone no. <b>612-376-4500</b>	

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 or note to any line in this Part III [X]

1 Briefly describe the organization's mission: URBAN VENTURES LEADERSHIP FOUNDATION'S 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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

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 \$ 627,193. 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 LIFE-STYLES,

4b (Code: ) (Expenses \$ 437,965. 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 222 YOUTH IN THE FIRST HALF OF 2014.

4c (Code: ) (Expenses \$ 293,042. including grants of \$ 0.) (Revenue \$ 19,490.) 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. THE PROGRAM SERVED 647 KIDS AND YOUTH IN THE FIRST HALF OF 2014.

4d Other program services (Describe in Schedule O.) (Expenses \$ 816,339. including grants of \$ ) (Revenue \$ 135,280.)

4e Total program service expenses 2,174,539.

**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 Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <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 other assistance to or for any foreign organization? <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 other assistance to or for foreign individuals? <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 or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b 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? If "Yes," complete Schedule L, Part I		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		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? If "Yes," complete Schedule L, Part III		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):		
a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV		X
c 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? If "Yes," complete Schedule L, Part IV		X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I	X	
34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b 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)? If "Yes," complete Schedule R, Part V, line 2		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI		X
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 or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
	b If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes," to line 5a or 5b, did the organization file Form 8866-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	<b>Section 501(c)(7) organizations. Enter:</b>		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	<b>Section 501(c)(12) organizations. Enter:</b>		
11a	Gross income from members or shareholders		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

**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 or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year 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.		
	1a		14
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent		
	1b		13
<b>2</b>	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
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7a</b>	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>b</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
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	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
<b>10a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>b</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?		
	10b		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
	12c	X	
<b>13</b>	Did the organization have a written whistleblower policy?	X	
<b>14</b>	Did the organization have a written document retention and destruction policy?	X	
<b>15</b>	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?		
<b>a</b>	The organization's CEO, Executive Director, or top management official	X	
<b>b</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).		
<b>16a</b>	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>b</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?		
	16b		

**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 or note to any line 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) TIMOTHY S. CLARK CEO	39.00 1.00	X		X				0.	0.	0.
(2) JOHN EISELE 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) SCOTT ANDERSON BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(6) TIKKI BROWN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(7) ANN FOLKMAN BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(8) SKIP GAGE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(9) RICHARD HUCKLE BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(10) TONY JONES BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(11) GAYLEN KNACK BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(12) MARY JANE MELENDEZ BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(13) JASON REED BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(14) CHRIS ROBERTS BOARD MEMBER	1.00 0.00	X						0.	0.	0.
(15) MARK PETER LINDQUIST VICE PRESIDENT	39.00 1.00			X				0.	0.	0.
(16) FOLA TIAMIYU CONTROLLER	39.00 1.00			X				0.	0.	0.

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

(A) Name and title	(B) Average hours per week (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			
<b>1b Sub-total</b> .....							0.	0.	0.	
<b>c Total from continuation sheets to Part VII, Section A</b> .....							0.	0.	0.	
<b>d Total (add lines 1b and 1c)</b> .....							0.	0.	0.	

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**

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

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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 or note to any line in this Part VIII

			(A)	(B)	(C)	(D)		
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514		
Contributions, Gifts, Grants and Other Similar Amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c	53,297.				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	532,628.				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	400,764.				
	g	Noncash contributions included in lines 1a-1f: \$						
	h	<b>Total.</b> Add lines 1a-1f		986,689.				
Program Service Revenue	2 a	PROGRAM FEES	Business Code	611710	19,490.	19,490.		
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	<b>Total.</b> Add lines 2a-2f		19,490.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		921.		921.		
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross rents	(i) Real	135,280.				
			(ii) Personal	0.				
			b	Less: rental expenses	0.			
			c	Rental income or (loss)	135,280.			
	d	Net rental income or (loss)		135,280.	135,280.			
	7 a	Gross amount from sales of assets other than inventory	(i) Securities					
			(ii) Other					
			b	Less: cost or other basis and sales expenses				
			c	Gain or (loss)				
d	Net gain or (loss)							
8 a	Gross income from fundraising events (not including \$ 53,297. of contributions reported on line 1c). See Part IV, line 18	a	22,102.					
b	Less: direct expenses	b	29,974.					
c	Net income or (loss) from fundraising events		-7,872.		-7,872.			
9 a	Gross income from gaming activities. See Part IV, line 19	a						
b	Less: direct expenses	b						
c	Net income or (loss) from gaming activities							
10 a	Gross sales of inventory, less returns and allowances	a	471,551.					
		b	Less: cost of goods sold	b	338,655.			
		c	Net income or (loss) from sales of inventory		132,896.	132,896.		
Miscellaneous Revenue			Business Code					
11 a	MISCELLANEOUS INCOME		900099	27,954.		27,954.		
b								
c								
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d			27,954.				
12	<b>Total revenue.</b> See instructions.			1,295,358.	154,770.	132,896.	21,003.	

**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 or note to any line 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	139,635.	58,583.	62,039.	19,013.
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	1,100,092.	883,903.	80,943.	135,246.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	5,464.	4,600.	204.	660.
9 Other employee benefits	54,013.	45,205.	3,048.	5,760.
10 Payroll taxes	150,658.	115,068.	16,957.	18,633.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	30,717.		30,717.	
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.)	171,632.	97,218.	34,809.	39,605.
12 Advertising and promotion	5,940.	2,402.		3,538.
13 Office expenses	53,959.	28,159.	10,313.	15,487.
14 Information technology	17,042.	17,021.	21.	
15 Royalties				
16 Occupancy	319,498.	269,741.	22,828.	26,929.
17 Travel	12,136.	11,210.	728.	198.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	6,372.	5,567.	805.	
20 Interest	31,237.	31,237.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	400,001.	349,293.	28,969.	21,739.
23 Insurance	29,520.	20,467.	9,053.	
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	155,598.	145,257.	2,537.	7,804.
b MEALS/ENTERTAINMENT	39,017.	36,107.	2,157.	753.
c DUES AND FEES	24,571.	24,571.	0.	0.
d TAXES	7,989.	7,989.	0.	
e All other expenses	35,136.	20,941.	10,537.	3,658.
25 Total functional expenses. Add lines 1 through 24e	2,790,227.	2,174,539.	316,665.	299,023.
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 or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	720,647.	1	125,736.
	2	Savings and temporary cash investments	338,700.	2	226,925.
	3	Pledges and grants receivable, net	263,552.	3	55,149.
	4	Accounts receivable, net	77,099.	4	67,944.
	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	0.	7	0.
	8	Inventories for sale or use	124,241.	8	74,799.
	9	Prepaid expenses and deferred charges	28,759.	9	59,023.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 22,544,507.		
	b	Less: accumulated depreciation	10b 6,897,058.	10c	15,647,449.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11	1,955,307.	12	1,919,409.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11		15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	19,462,492.	16	18,176,434.	
Liabilities	17	Accounts payable and accrued expenses	259,447.	17	262,452.
	18	Grants payable		18	
	19	Deferred revenue		19	
	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	1,159,044.	23	1,122,592.
	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	105,249.	25	287,000.
	26	<b>Total liabilities.</b> Add lines 17 through 25	1,523,740.	26	1,672,044.
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	15,573,106.	27	14,191,259.
	28	Temporarily restricted net assets	470,364.	28	417,849.
	29	Permanently restricted net assets	1,895,282.	29	1,895,282.
	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	<b>Total net assets or fund balances</b>	17,938,752.	33	16,504,390.	
34	<b>Total liabilities and net assets/fund balances</b>	19,462,492.	34	18,176,434.	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,295,358.
2	Total expenses (must equal Part IX, column (A), line 25)	2	2,790,227.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,494,869.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,938,752.
5	Net unrealized gains (losses) on investments	5	60,507.
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	16,504,390.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line 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		

Form 990 (2013)

**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.

▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

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?
  - (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?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(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	
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2013

**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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	3,414,925.	3,668,071.	2,149,047.	2,732,514.	4,358,200.	16,322,757.
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 .....	3,414,925.	3,668,071.	2,149,047.	2,732,514.	4,358,200.	16,322,757.
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) .....						2,375,536.
6 Public support. Subtract line 5 from line 4.						13,947,221.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4 .....	3,414,925.	3,668,071.	2,149,047.	2,732,514.	4,358,200.	16,322,757.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	149,453.	301,976.	153,519.	189,941.	343,970.	1,138,859.
9 Net income from unrelated business activities, whether or not the business is regularly carried on .....	6,556.	2,085.				8,641.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....		40,800.	3,048.	43,440.	38,063.	125,351.
11 Total support. Add lines 7 through 10 .....						17,595,608.
12 Gross receipts from related activities, etc. (see instructions) .....					12	1,092,886.
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 2013 (line 6, column (f) divided by line 11, column (f)) .....	14	79.27 %
15 Public support percentage from 2012 Schedule A, Part II, line 14 .....	15	79.69 %
16a 33 1/3% support test - 2013. 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 - 2012. 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 - 2013. 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 - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>	

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

(Complete only if you checked the box on line 9 of Part I 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> 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 .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</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 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.) .....						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (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**

<b>15</b> Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2012 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2012 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a** 33 1/3% support tests - 2013. 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 - 2012. 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

**Part IV** Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.  
Also complete this part for any additional information. (See instructions).

SCHEDULE A, PART II, LINE 10, EXPLANATION FOR OTHER INCOME:

MISCELLANEOUS REVENUE

2010 AMOUNT: \$ 40,800.

2011 AMOUNT: \$ 3,048.

2012 AMOUNT: \$ 43,440.

2013 AMOUNT: \$ 38,063.

SCHEDULE A, PART II: CHANGE IN ACCOUNTING PERIOD

THE ORGANIZATION IS FILING A SHORT YEAR RETURN AS A RESULT OF  
A CHANGE IN THEIR FISCAL YEAR-END. SCHEDULE A, PART II, COLUMN E IS  
COMBINED FOR THE 18 MONTH PERIOD ENDED JUNE 30, 2014 TO REFLECT THE CHANGE  
IN YEAR END FROM DECEMBER 31, 2013 TO JUNE 30, 2014.



**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.

▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

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? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> 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? .....	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

- Purpose(s) of conservation easements held by the organization (check all that apply).
 

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- 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
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_
- Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_
- 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)? .....
- 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.

- 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.
- 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 .....	▶ \$ _____
- 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
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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	1,942,650.	1,741,750.	1,645,178.	1,533,142.	1,090,834.
b Contributions		0.	0.	333,000.	333,333.
c Net investment earnings, gains, and losses	60,507.	290,077.	187,336.	-80,755.	165,763.
d Grants or scholarships					
e Other expenditures for facilities and programs	97,000.	89,177.	90,764.	140,209.	56,788.
f Administrative expenses					
g End of year balance	1,906,157.	1,942,650.	1,741,750.	1,645,178.	1,533,142.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  .00 %
- b Permanent endowment  99.43 %
- c Temporarily restricted endowment  .57 %

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	<input checked="" type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input checked="" type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

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

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. 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		19,023,262.	4,983,695.	14,039,567.
c Leasehold improvements				
d Equipment		1,992,399.	1,913,363.	79,036.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				15,647,449.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. 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	1,906,157.	END-OF-YEAR MARKET VALUE
(C) INVESTMENT IN OZ		
(D) PROPERTIES	2,317.	END-OF-YEAR MARKET VALUE
(E) INVESTMENT IN MPLS		
(F) FDN-ENDOWMENT	10,935.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	1,919,409.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LINE OF CREDIT	287,000.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	287,000.

2. Liability for uncertain tax positions. 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.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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.**

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

UVLF OPPORTUNITIES, INC., AND CITYKID JAVA, LLC. ARE DISREGARDED ENTITIES.

Part XIII Supplemental Information (continued)

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 2011-2013 ARE OPEN TO EXAMINATION BY FEDERAL AND STATE AUTHORITIES.



**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))
	GOLF EVENT (event type)	(event type)	NONE (total number)	
<b>Revenue</b>				
1 Gross receipts .....	68,297.			68,297.
2 Less: Contributions .....	53,297.			53,297.
3 Gross income (line 1 minus line 2) .....	15,000.			15,000.
<b>Direct Expenses</b>				
4 Cash prizes .....	0.			
5 Noncash prizes .....	1,060.			1,060.
6 Rent/facility costs .....	14,163.			14,163.
7 Food and beverages .....	6,770.			6,770.
8 Entertainment .....				
9 Other direct expenses .....				
10 Direct expense summary. Add lines 4 through 9 in column (d) .....				21,993.
11 Net income summary. Subtract line 10 from line 3, column (d) .....				-6,993.

**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))
<b>Revenue</b>				
1 Gross revenue .....				
<b>Direct Expenses</b>				
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. Subtract line 7 from line 1, column (d) .....				

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  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: \_\_\_\_\_





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.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No. 1545-0047

2013

Open to Public  
Inspection

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number  
36-3558710

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

ESTABLISH ACCEPTABLE LIVING ARRANGEMENTS AND FIND JOBS.

THE CENTER HAD 509 MEN PARTICIPATE IN THE FATHERING PROGRAM AND 314 MEN  
AND WOMEN PARTICIPATE IN THE READY? SET! WORK PROGRAM IN THE FIRST HALF  
OF 2014.

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

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 115  
PARTICIPANTS IN THE FIRST HALF OF 2014.

EXPENSES \$ 259,425. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

REAL ESTATE - FACILITY MAINTENANCE

EXPENSES \$ 123,772. INCLUDING GRANTS OF \$ 0. REVENUE \$ 135,280.

SIEMPRE PADRES - 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

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number

36-3558710

JOBS. PROGRAMS ARE OFFERED IN ENGLISH AND SPANISH. THE PROGRAM SERVED  
82 PARTICIPANTS IN THE FIRST HALF OF 2014.

EXPENSES \$ 111,226. 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 \$ 45,618. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

URBAN VENTURES KID'S CAFE HAS BEEN SERVING NUTRITIOUS MEALS TO CHILDREN  
AND YOUTH FACING FOOD INSECURITY SINCE 2008. THIS  
PROFESSIONALLY-MANAGED FACILITY PROVIDES 4,000 NUTRITIOUS MEALS TO  
URBAN VENTURES PROGRAM PARTICIPANTS EACH MONTH.

EXPENSES \$ 29,868. 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 AT CITYKID  
JAVA CAFES.

EXPENSES \$ 167,188. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

CITYKID ENTERPRISES - URBAN VENTURES' INITIATIVE TO FIGHT FOOD

INJUSTICE IN INNER-CITY NEIGHBORHOODS. ORGANIC-PRODUCE IS GROWN AND

332212  
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number

36-3558710

DISTRIBUTED AT REASONABLE PRICES TO FAMILIES WHO NEED ACCESS TO HEALTHY  
FOOD, NUTRITION EDUCATION AND THE HELP THAT NUTRITION BRINGS ASSISTS IN  
CLOSING THE ACADEMIC OPPORTUNITY GAP.

EXPENSES \$ 79,242. 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.

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 BOARD OF DIRECTORS RECEIVES A COPY OF THE RETURN PRIOR TO  
FILING WITH THE IRS.

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 CEO OF URBAN VENTURES  
MUST BE NOTIFIED; THE CEO 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.

Name of the organization

URBAN VENTURES LEADERSHIP FOUNDATION

Employer identification number

36-3558710

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 2013 FOR CEO, TIMOTHY S. CLARK WHO 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 AVAILABLE UPON REQUEST.

**SCHEDULE R (Form 990)**  
 Department of the Treasury Internal Revenue Service  
**Related Organizations and Unrelated Partnerships**  
 ▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37. ▶ Attach to Form 990. ▶ See separate instructions.  
 ▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).  
 Name of the organization: **URBAN VENTURES LEADERSHIP FOUNDATION**  
 Employer identification number: **36-3558710**

**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
CITYKD JAVA - 16-1634275 2924 FOURTH AVENUE SOUTH MINNEAPOLIS, MN 55408	COFFEE SALES	MINNESOTA	471,902.	176,926.	URBAN VENTURES LEADERSHIP FOUNDATION

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
UVLF OPPORTUNITIES, INC. - 30-0516328 3041 FOURTH AVENUE SOUTH MINNEAPOLIS, MN 55408	REAL ESTATE	MINNESOTA	501(C)(2)	N/A	URBAN VENTURES LEADERSHIP FOUNDATION		X



Part V Transactions With Related Organizations Complete if the organization answered "Yes" on 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?

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

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

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







CHANGE OF ACCOUNTING PERIOD

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

OMB No. 1545-0087

For calendar year 2013 or other tax year beginning **JAN 1, 2014**, and ending **JUN 30, 2014**

**2013**

Department of the Treasury  
Internal Revenue Service

Information about Form 990-T and its instructions is available at [www.irs.gov/form990t](http://www.irs.gov/form990t).

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

Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

<b>A</b> <input type="checkbox"/> Check box if address changed		Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.) <b>URBAN VENTURES LEADERSHIP FOUNDATION</b>	Employer identification number (Employers' trust, see instructions.) <b>36-3558710</b>
<b>B</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)	Print or Type	Number, street, and room or suite no. If a P.O. box, see instructions. <b>2924 FOURTH AVENUE SOUTH</b>	Unrelated business activity codes (See instructions.) <b>445200</b>
		City or town, state or province, country, and ZIP or foreign postal code <b>MINNEAPOLIS, MN 55408</b>	
<b>C</b> Book value of all assets at end of year <b>18,176,434.</b>	<b>F</b> Group exemption number (See instructions.)		
	<b>G</b> 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		

**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
1 a	Gross receipts or sales <b>471,551.</b>			
b	Less returns and allowances <input type="checkbox"/> Balance	<b>471,551.</b>		
2	Cost of goods sold (Schedule A, line 7)	<b>511,844.</b>		
3	Gross profit. Subtract line 2 from line 1c	<b>-40,293.</b>		<b>-40,293.</b>
4 a	Capital gain net income (attach Form 8949 and Schedule D)			
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c	Capital loss deduction for trusts			
5	Income (loss) from partnerships and S corporations (attach statement)			
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest, annuities, royalties, and rents from controlled organizations (Sch. F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (See instructions; attach schedule.)			
13	<b>Total.</b> Combine lines 3 through 12	<b>-40,293.</b>		<b>-40,293.</b>

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)		(Exception 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 schedule)	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 schedule)	28	
29	<b>Total deductions.</b> Add lines 14 through 28	29	<b>0.</b>
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	<b>-40,293.</b>
31	Net operating loss deduction (limited to the amount on line 30)	31	<b>0.</b>
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	<b>-40,293.</b>
33	Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33	<b>1,000.</b>
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	<b>-40,293.</b>

**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 schedule) 42

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

44 a Payments: A 2012 overpayment credited to 2013 44a

b 2013 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 44g Total

45 Total payments. Add lines 44a through 44g 45

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 0.

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48 0.

49 Enter the amount of line 48 you want: Credited to 2014 estimated tax 49 0. Refunded

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

1 At any time during the 2013 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

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

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	124,241.	6 Inventory at end of year	6	74,799.
2 Purchases	2	289,213.	7 Cost of goods sold, Subtract line 6 from line 5. Enter here and in Part I, line 2	7	511,844.
3 Cost of labor	3				
4a Additional section 263A costs (att. schedule)	4a		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes No	
b Other costs (attach schedule)	4b	173,189.			X
5 Total. Add lines 1 through 4b	5	586,643.			

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: AMY HENDLEY  
 Preparer's signature: *Amy S. Hendley*  
 Date: 11/12/14  
 Check  if self-employed  
 PTIN: P01300654  
 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

**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		
(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)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(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)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B)
0.		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 schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	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			Enter here and on page 1, Part I, line 7, column (A). 0.	Enter here and on page 1, Part I, line 7, column (B). 0.
Total dividends-received deductions included in column 8			0.	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. Not 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)					
Nonexempt Controlled Organizations					
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			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 0.	Add columns 8 and 11. Enter here and on page 1, Part I, line 8, column (B). 0.	

**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 schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b>	0.			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)						
<b>Totals</b>	0.	0.				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)						
<b>Totals (carry to Part II, line (5))</b>	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)						
<b>Totals from Part I</b>	0.	0.				0.
<b>Totals, Part II (lines 1-5)</b>	0.	0.				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)		%	
<b>Total. Enter here and on page 1, Part II, line 14</b>			0.

FOOTNOTES

STATEMENT 1

NOL CARRYFORWARD SCHEDULE

NOL GENERATED IN 2011	163,847.
NOL USED IN 2012	-25,633.
NOL GENERATED IN 2013	125,211.
NOL GENERATED THROUGH 6/30/2014	40,293.
<b>TOTAL NOL CARRYFORWARD AT 6/30/2014</b>	<b>303,718.</b>

PARTNER STATEMENT ON CONTROLLED FOREIGN CORPORATION REPORTING:

THE TAXPAYER MAY BE REQUIRED TO FILE FORM 5471 FOR THE FOREIGN CORPORATION LISTED BELOW, BUT IS NOT DOING SO UNDER THE MULTIPLE FILERS EXCEPTION PURSUANT TO TREAS. REG. SECTION 1.6038-2(J). THE TAXPAYER'S FILING REQUIREMENT WILL BE SATISFIED BY:

OKABENA DIVERSIFIED EQUITY FUND, LLC  
 1800 IDS CENTER, MINNEAPOLIS, MN 55402  
 EIN: 41-1563584

THE RETURN WILL BE FILED IN OGDEN, UT

NAME OF FOREIGN CORPORATION:  
 FRONTIER MARKET OPPORTUNITIES FUND, LTD.  
 IVA GLOBAL FUND (CAYMAN)(US INVESTORS) LTD.  
 SIT OFFSHORE CUSTOM ALPHA SPC (A)

PARTNER STATEMENT ON CONTROLLED FOREIGN CORPORATION REPORTING:

THE TAXPAYER MAY BE REQUIRED TO FILE FORM 5471 FOR THE FOREIGN CORPORATION LISTED BELOW, BUT IS NOT DOING SO UNDER THE MULTIPLE FILERS EXCEPTION PURSUANT TO TREAS. REG. SECTION 1.6038-2(J). THE TAXPAYER'S FILING REQUIREMENT WILL BE SATISFIED BY:

OKABENA FIXED INCOME FUND, LLC  
 1800 IDS CENTER, MINNEAPOLIS, MN 55402  
 EIN: 74-3049966

THE RETURN WILL BE FILED IN OGDEN, UT

NAME OF FOREIGN CORPORATION:  
 SIT OFFSHORE CUSTOM ALPHA SPC (B)

FORM 990-T	COST OF GOODS SOLD - OTHER COSTS	STATEMENT	2
DESCRIPTION		AMOUNT	
SALARIES AND WAGES		98,913.	
TAXES AND BENEFITS		12,446.	
PROFESSIONAL FEES		7,198.	
TRAVEL AND LODING		3,868.	
DEPRECIATION		2,631.	
SUPPLIES		5,268.	
OCCUPANCY		6,000.	
TELEPHONE		1,514.	
DUES & FEES		2,295.	
POSTAGE & SHIPPING		8,992.	
MARKETING		2,411.	
INTEREST		3,301.	
OTHER EXPENSES		18,352.	
TOTAL TO FORM 990-T, SCHEDULE A, LINE 4B		173,189.	