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Return of Organization Exempt From Income Tax

2008

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

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

Open to Public Inspection

For the 2008 calendar year, or tax year beginning

, 2008, and ending

B Check if applicable

Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

Please use
IRS label
or print
or type.
See
specific
instruc-
tions.TICKET TO DREAM FOUNDATION
PO BOX 7070
CITRUS HEIGHTS, CA 95621

D Employer identification Number

90-0355853

E Telephone number

916-751-4354

G Gross receipts \$ 1,931,243.

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included?

If 'No,' attach a list (see instructions)

H(c) Group exemption number ►

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

J Website: ► N/A

K Type of organization Corporation Trust Association Other ► L Year of Formation 2008 M State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TICKET TO DREAM FOUNDATION PROVIDES IN-KIND AND MONETARY CONTRIBUTIONS TO NON-PROFIT ORGANIZATIONS LOCATED IN CALIFORNIA, WASHINGTON AND OREGON WITH PARTICULAR EMPHASIS ON CHARITIES RELATED TO CHILDREN IN NEED.

2 Check this box ▶ if the organization discontinued its operations or disposed of more than 25% of its assets.

3 Number of voting members of the governing body (Part VI, line 1a) **3** **5**

4 Number of independent voting members of the governing body (Part VI, line 1b) **4** **5**

5 Total number of employees (Part V, line 2a) **5** **0**

6 Total number of volunteers (estimate if necessary) **6** **150**

7a Total gross unrelated business revenue from Part VIII, line 12, column (C) **7a** **0.**

b Net unrelated business taxable income from Form 990-T, line 34 **7b** **0.**

Activities & Governance	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year		Current Year	
			1,831,118.			
		9 Program service revenue (Part VIII, line 2g)				
		10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)				
		11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)				
		12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)				

Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year		Current Year	
		1,804,008.			
	14 Benefits paid to or for members (Part IX, column (A), line 4)				
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)				
	16a Professional fundraising fees (Part IX, column (A), line 11e)				
	b Total fundraising expenses (Part IX, column (D), line 25)				
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)				
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)				
	19 Revenue less expenses. Subtract line 18 from line 12				

Net Assets or Fund Balances	20 Total assets (Part X, line 16)	RECEIVED		OGDEN, UT		Beginning of Year	End of Year
		12/1/11	RSOSC				
	21 Total liabilities (Part X, line 26)					0.	37,827.
	22 Net assets or fund balances. Subtract line 21 from line 20					0.	37,827.

Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge			
	Mary M. Carson 12/7/11			
	Signature of officer Mary M. Carson Treasurer Type or print name and title			

Paid Preparer's Use Only	Preparer's signature	<i>Bethany O. Staub</i>	Date	Check if self employed ▶ <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self employed, address, and ZIP + 4)	BROWN, FINK, BOYCE & ASTLE, LLP ► 83 SCRIPPS DRIVE, SUITE 210 SACRAMENTO, CA 95825	12/6/11	<input type="checkbox"/> N/A	
	EIN			Phone no ▶ (916) 924-0800	

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

SEE SCHEDULE O2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?
If 'Yes,' describe these new services on Schedule O Yes No3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?
If 'Yes,' describe these changes on Schedule O Yes No

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

4a (Code _____) (Expenses \$ 1,759,028. including grants of \$ 1,730,008.) (Revenue \$ 1,704,168.)

IN-KIND DONATIONS ARE PROVIDED THROUGH THE YEAR ROUND IN-STORE COLLECTION DRIVES AT SLEEP TRAIN AND SLEEP COUNTRY RETAIL LOCATIONS, WHICH PROVIDE NECESSITIES (NEW AND GENTLY USED SHOES, CLOTHING, SCHOOL SUPPLIES, COATS AND TOYS) FOR LOCAL FOSTER CHILDREN. ITEMS ARE RECEIVED AND DONATED IMMEDIATELY TO NON-PROFIT ORGANIZATIONS IN THE COMMUNITY. MONETARY CONTRIBUTIONS ARE ALSO RECEIVED DURING THESE DRIVES. NEW ITEMS ARE PURCHASED WITH THE MONETARY CONTRIBUTIONS AND INCLUDED WITH THE OTHER IN-KIND DONATIONS. RECIPIENT ORGANIZATIONS ARE REQUIRED TO COMPLETE AN APPLICATION AND AGREEMENT ON AN ANNUAL BASIS TO BE CONSIDERED AS A RECIPIENT. SEE SCHEDULE I FOR THIS YEAR'S RECIPIENTS OF IN-KIND DONATIONS. THE SLEEP TRAIN, INC PROVIDES LEASE SPACE FOR IN-STORE COLLECTION DRIVES AND PAID EMPLOYEES TO MANAGE THESE COLLECTION DRIVES. 75% OF TICKET TO DREAM EFFORTS ARE DEVOTED TO THESE IN-STORE COLLECTION DRIVES.

4b (Code _____) (Expenses \$ 80,000. including grants of \$ 80,000.) (Revenue \$ 100,125.)

MONETARY CONTRIBUTIONS FROM FUNDRAISING EVENTS SUCH AS THE SLEEP TRAIN CHARITY GOLF CLASSIC WHICH TAKE PLACE IN CALIFORNIA IN THE FALL EACH YEAR AND SLEEP COUNTRY PAJAMA BOWL WHICH TAKE PLACE IN OREGON AND WASHINGTON IN THE SPRING EACH YEAR. PAID EMPLOYEES OF THE SLEEP TRAIN, INC. MANAGE THESE ACTIVITIES IN ADDITION TO MANY VOLUNTEERS. THE BOARD OF DIRECTORS DETERMINES THE BENEFICIARIES OF THE SLEEP TRAIN CHARITY GOLF CLASSIC EACH YEAR BASED ON NEEDS OF THE LOCAL COMMUNITY WITHIN THE CHARITABLE FOCUS. PARTICIPANTS OF THE SLEEP COUNTRY PAJAMA BOWL ARE PROVIDED A LIST OF POTENTIAL BENEFICIARIES AND HAVE THE OPPORTUNITY TO CHOOSE WHICH NON-PROFIT ORGANIZATION WILL RECEIVE THE FUNDS THEY RAISED AND CONTRIBUTED. SEE SCHEDULE I FOR THIS YEAR'S RECIPIENTS OF MAJOR MONETARY CONTRIBUTIONS. 25% OF TICKET TO DREAM EFFORTS ARE DEVOTED TO THESE EVENTS.

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

4d Other program services (Describe in Schedule O)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► \$ 1,839,028. (Must equal Part IX, Line 25, column (B))

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee

a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? If 'Yes,' complete Schedule L, Part IV

b Have a family member who had a direct or indirect business relationship with the organization? If 'Yes,' complete Schedule L, Part IV

c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? If 'Yes,' complete Schedule L, Part IV

29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M

30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M

31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I

32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II

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

34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1

35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2

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

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

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Form 990 (2008)

	Yes	No
28a		X
28b		X
28c		X
29	X	
30		X
31	X	
32		X
33		X
34		X
35		X
36		X
37		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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Form 990 (2008)

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

Section A. Governing Body and Management

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

Section B. Policies

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

Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► <u>CA OR WA</u>
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public SEE SCHEDULE O
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: MAURI KNOWLES PO BOX 7070 CITRUS HEIGHTS CA 95621

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

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

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

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- 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) or 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 the organization did not compensate any officer, director, trustee, or key employee.

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

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

2 Total number of individuals (including those in 1a) who received more than \$100,000 in 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	3	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	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person	5	X

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	126,950.				
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,704,168.				
	g Noncash contribs included in lns 1a-1f		\$ 1,704,168.				
	h Total. Add lines 1a-1f			1,831,118.			
PROGRAM SERVICE REVENUE	2a	Business Code					
	b						
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f						
	3 Investment income (including dividends, interest and other similar amounts)						
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
6a Gross Rents	(i) Real	(ii) Personal					
b Less rental expenses							
c Rental income or (loss)							
d Net rental income or (loss)							
7a 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)							
8a Gross income from fundraising events (not including \$ 126,950. of contributions reported on line 1c) See Part IV, line 18	a 100,125.						
b Less direct expenses	b 53,728.						
c Net income or (loss) from fundraising events			46,397.	46,397.			
9a Gross income from gaming activities See Part IV, line 19	a						
b Less direct expenses	b						
c Net income or (loss) from gaming activities							
10a Gross sales of inventory, less returns and allowances	a						
b Less cost of goods sold	b						
c Net income or (loss) from sales of inventory.							
Miscellaneous Revenue	Business Code						
11a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			1,877,515.	46,397.	0.	0.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	1,804,008.	1,804,008.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	7			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a NON-CASH MISC DONATATIONS	30,160.	30,160.		
b PJ BOWL DEPOSIT	4,860.	4,860.		
c BANK CHARGES	660.		660.	
d				
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	1,839,688.	1,839,028.	660.	0.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing		1	37,827.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost basis	10a		
	b Less accumulated depreciation Complete Part VI of Schedule D	10b		10c
	11 Investments – publicly-traded securities			11
	12 Investments – other securities See Part IV, line 11			12
	13 Investments – program related See Part IV, line 11			13
	14 Intangible assets			14
	15 Other assets See Part IV, line 11			15
	16 Total assets Add lines 1 through 15 (must equal line 34)		0.	16 37,827.
LIABILITIES	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable		24	
	25 Other liabilities Complete Part X of Schedule D		25	
	26 Total liabilities Add lines 17 through 25		0.	26 0.
	NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here □ and complete lines 27 through 29 and lines 33 and 34.		
	27 Unrestricted net assets		27	37,827.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here □ 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, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.		0.	33 37,827.
	34 Total liabilities and net assets/fund balances.		0.	34 37,827.

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990 Cash Accrual Other

2a Were the organization's financial statements compiled or reviewed by an independent accountant?
b Were the organization's financial statements audited by an independent accountant?
c If 'Yes' to 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?

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?
b If 'Yes,' did the organization undergo the required audit or audits?

	Yes	No
2a		X
2b		X
2c		
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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TICKET TO DREAM FOUNDATION

Employer identification number
90-0355853

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: (Please check only **one** organization)

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 cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**. (Attach Schedule H)
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)**. (see instructions)
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or 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 – Other
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 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?
h
i

- (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?

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

h Provide the following information about the organizations the organization supports.

Total

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule A (Form 990 or 990-EZ) 2008

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

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

Section A. Public Support**Calendar year (or fiscal year beginning in) ▶**

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')					1,831,118.	1,831,118.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge						0.
4 Total. Add lines 1-3	0.	0.	0.	0.	1,831,118.	1,831,118.
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)						0.
6 Public support. Subtract line 5 from line 4						1,831,118.

Section B. Total Support**Calendar year (or fiscal year beginning in) ▶**

	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	0.	0.	0.	0.	1,831,118.	1,831,118.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0.
11 Total support. Add lines 7 through 10						1,831,118.
12 Gross receipts from related activities, etc. (see instructions)					12	100,125.

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 ▶ **Section C. Computation of Public Support Percentage**

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

BAA

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶

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

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%
19a 33-1/3 support tests – 2008. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33-1/3 support tests – 2007. If the organization did not check a box on line 14 or 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 ► <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

Part IV

Part IV **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. (see instructions)

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545 0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

TICKET TO DREAM FOUNDATION

Employer identification number

90-0355853

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

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

<input type="checkbox"/> Mail solicitations	<input type="checkbox"/> Solicitation of non-government grants
<input type="checkbox"/> Email solicitations	<input type="checkbox"/> Solicitation of government grants
<input type="checkbox"/> Phone solicitations	<input type="checkbox"/> Special fundraising events
<input type="checkbox"/> In person solicitations	

2a Did the organization have written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

Yes No

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

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

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

	(a) Event #1 GOLF TOURNEY (event type)	(b) Event #2 (event type)	(c) Other Events (total number)	(d) Total Events (Add col. (a) through col. (c))
1 Gross receipts	227,075.			227,075.
2 Less. Charitable contributions	126,950.			126,950.
3 Gross revenue (line 1 minus line 2)	100,125.			100,125.
4 Cash prizes				
5 Non-cash prizes	1,950.			1,950.
6 Rent/facility costs	48,310.			48,310.
7 Other direct expenses	3,468.			3,468.
8 Direct expense summary Add lines 4- through 7 in column (d)				53,728.
9 Net income summary. Combine lines 3 and 8 in column (d)				46,397.

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

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

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

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

b If 'No,' Explain

YES	NO
9a	

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

b If 'Yes,' Explain

10a

11 Does the organization operate gaming activities with nonmembers?

11

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

12

13 Indicate the percentage of gaming activity operated in

- The organization's facility
- An outside facility

13a	%	YES	NO
13b	%		

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

Name ► _____

Address ► _____

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

- If 'Yes,' enter the amount of gaming revenue received by the organization \$ _____ and the amount of gaming revenue retained by the third party \$ _____
- If 'Yes,' enter name and address

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

Independent contractor

15a

17 Mandatory distributions

- Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?
- Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

17a

SCHEDULE I
(Form 990)

**Grants and Other Assistance to Organizations,
Governments and Individuals in the U.S.**

Department of the Treasury
Internal Revenue Service

Name of the organization
TICKET TO DREAM FOUNDATION

- Complete if the organization answered 'Yes,' on Form 990, Part IV, lines 21 or 22.
- Attach to Form 990.

2008

**Open to Public
Inspection**

OMB No. 1545-0047

Employer identification number
90-0355853

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered 'Yes' on Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

(1) (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
							SEE PART IV
ASPIRANET 400 OYSTER POINT BLVD STE #501 S. SAN FRANCISCO, CA 94080	94-2442955	3	0.	289,052.	FMV/COST FOR NE	CLOTHING, SHOES, ETC	FOSTER KIDS PROGRAM
BETHANY CHRISTIAN SERVICES 12360 LAKE CITY WAY NE, STE 301 SEATTLE, WA 98125	31-1196728	3	0.	18,975	FMV/COST FOR NE	CLOTHING, SHOES, ETC	FOSTER KIDS PROGRAM
BLUE SKIES FOR CHILDREN 1901 STATE ST. STE B BELLINGHAM, WA 98225	91-2061794	3	0.	14,025.	FMV/COST FOR NE	CLOTHING, SHOES, ETC	FOSTER KIDS PROGRAM
BOYS & GIRLS CLUBS GREATER SACRAMENTO 5212 LEMON HILL AVE SACRAMENTO, CA 95824	68-0338324	3	15,000	0.			DIRECT SERVICES
BRIDGE THE GAP 13023 NE HWY 99, STE 7 VANCOUVER, WA 98686	68-0523104	3	0.	32,466.	FMV/COST FOR NE	CLOTHING, SHOES, ETC	FOSTER KIDS PROGRAM
CAPITAL KIDS CONNECTION 2103 HARRISON NEW, STE 2726 OLYMPIA, WA 98502	27-0305807	3	0	22,710	FMV/COST FOR NE	CLOTHING, SHOES, ETC.	FOSTER KIDS PROGRAM
CASA OF LANE COUNTY 174 DEADMOND FERRY ROAD SPRINGFIELD, OR 97477	93-1185120	3	0	26,848.	FMV/COST FOR NE	CLOTHING, SHOES, ETC.	FOSTER KIDS PROGRAM
CHILDREN'S VILLAGE OF SONOMA COUNTY 1321 LIA LANE SANTA ROSA, CA 95404	68-0412763	3	0	41,875	FMV/COST FOR NE	CLOTHING, SHOES, ETC.	FOSTER KIDS PROGRAM

2 Enter total number of section 501(c)(3) and government organizations

3 Enter total number of other organizations

34

0

Schedule I (Form 990) 2008

TEEA3901L 12/19/08

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered 'Yes' on Form 990, Part IV, line 22. Use Schedule L (Form 990) if additional space is needed.

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Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

PART 1 LINE 3 GRANTMAKER'S DESCRIPTION OF HOW GRANTS ARE USED

RECIPIENT ORGANIZATIONS ARE REQUIRED TO COMPLETE AN APPLICATION AND AGREEMENT ON AN ANNUAL BASIS TO BE CONSIDERED AS A RECIPIENT. GRANTS ARE ONLY MADE TO SECTION 501 (C) (3) OR GOVERNMENT ORGANIZATIONS.

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule I (Form 990)

► Attach to Form 990 to list additional information for
Part II and Part III, Schedule I (Form 990).

2008

OMB No. 1545-0047

Open to Public
Inspection

Name of the organization

TICKET TO DREAM FOUNDATION

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHRISTIAN COMMUNITY PLACEMENT CE 4890 32ND STREET SALEM, OR 97317	94-3112571	3			38,016	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
COMMUNITY AND FAMILY SERVICES FD 1502 ROLAND AVENUE PORT ORCHARD, WA 98366	91-1976364	3			29,675	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
COMP HLTH THERAPEUTIC FOSTER CAR P. O. BOX 3810, MS 40 EVERETT, WA 98213	91-1180810	3			16,825	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
EMQ FAMILIESFIRST 2100 FIFTH STREET AVENUE DAVIS, CA 95618	94-2295953	3		50,000	72,302	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
FAITH HOMES-EPISCOPAL SVC YOUTH 3519 SOUTH 30TH STREET TACOMA, WA 98048	91-0727100	3			60,925	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
FAMILIES FOR KIDS 433 MINOR AVENUE SEATTLE, WA 98109	93-0386860	3			29,675	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
FOSTER A DREAM 4585 PACHECO BLVD, # 110 MARTINEZ, CA 94553	54-2064728	3			183,305	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
FOSTER FAMILY CARE NETWORK 722 NE 162ND STREET PORTLAND, OR 97230	27-0007290	3			45,621	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
GIVE US THIS DAY 2536 NE 15TH PORTLAND, OR 97212	93-0745151	3			58,137		FOSTER KIDS

2 Enter total number of Section 501(c)(3) and government organizations

3 Enter total number of other organizations

SCHEDULE I-1
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

TICKET TO DREAM FOUNDATION

Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
INTENSIVE CHILDREN SVC/KITSAP 5455 ALMIRA DRIVE NE BREMERTON, WA 98311	91-1020106	3			16,425.	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
JUNIOR ACHIEVEMENT OF SACRAMENTO P. O. BOX 255602 SACRAMENTO, CA 95865	94-6080866	3		15,000			DIRECT SERVICES
JUST IN TIME P. O. BOX 81292 SAN DIEGO, CA 92138	20-5448416	3		50,000.			DIRECT SERVICES
KIDS DREAM OF SNOHOMISH COUNTY PO BOX 957 EVERETT, WA 98206	91-0575955	3			29,875	FMV/ COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
LANE COUNTY FOSTER&ADOPTIVE ASSN 4241 ROYAL AVE EUGENE, OR 97402	93-0900054	3			6,959	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
OLIVE CREST HOMES/ABUSED CHILDREN 555 TECHNOLOGY CT, # 300 RIVERSIDE, CA 92507	95-2877102	3			48,445.	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
OLIVE CREST 515 116TH AVE NE, STE 174 BELLEVUE, WA 98004	95-2877102	3			111,580	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
OREGON FOSTER PARENT ASSN 707 13TH STREET, STE 275 SALEM, OR 97301	91-1803863	3			102,962.	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
RIVER OAK CENTER FOR CHILDREN 5030 EL CAMINO AVENUE CARMICHAEL, CA 95608	94-2519001	3			56,242.		

2 Enter total number of Section 501 (c)(3) and government organizations

3 Enter total number of other organizations

OMB No. 1155-0047
2008

► Attach to Form 990 to list additional information for
Part II and Part III, Schedule I (Form 990).

Open to Public
Inspection

Employer identification number

90-0355853

Continuation Sheet for Schedule I (Form 990)

Continuation Sheet for Schedule I (Form 990)

Department of the Treasury
Internal Revenue Service

TICKET TO DREAM

Name of the organization

► Attach to Form 990 to list additional information for Part II and Part III, Schedule I (Form 990).

TICKET TO DREAM FOUNDATION						
Part I Continuation of Grants and Other Assistance to Governments and Organizations in the U.S. (Schedule I (Form 990), Part II.)						
(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Description of non-cash assistance	(h) Purpose of grant or assistance
SAN DIEGO CENTER FOR CHILDREN 3002 ARMSTRONG STREET SAN DIEGO, CA 92111	3 95-1661089			13,520.	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
SAN DIEGO COUNTY FOSTER PARENT A 1089 EL CAJON BLVD, STE D EL CAJON, CA 92020	3 33-0925183			15,760	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
SAN DIEGO YOUTH SERVICES FOSTER 3225 WING STREET SAN DIEGO, CA 92110	3 95-2648050			40,180	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
ST. OF WASHINGTON, SOC&HEALTH SVCS 953 VILLAGE WAY SUITE 100 MONROE, WA 98272	3			51,525.	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
TREEHOUSE 2100 24TH AVENUE S, # 200 SEATTLE, WA 98144	3 91-1425676			108,300.	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
TRILLIUM FAMILY SERVICES 3415 SE POWELL BLVD PORTLAND, OR 97202	3 93-0386966			34,841	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
VALLEY OF THE MOON CHILDREN'S FD PO BOX 1161 SANTA ROSA, CA 95406	3 68-0343720			50,025	FMV/COST FOR NEW ITEMS CLOTHING, SHOES, ETC.	FOSTER KIDS
YOUTH AND FAMILY PROGRAMS 2577 CALIFORNIA PARK DRIVE CHICO, CA 95928	3 68-0027507			6,937.		FOSTER KIDS

2 Enter total number of Section 501(c)(3) and government organizations

3 Enter total number of other organizations

**SCHEDULE M
(Form 990)**Department of the Treasury
Internal Revenue Service**Non-Cash Contributions**

OMB No. 1545-0047

2008**Open to Public
Inspection**

Name of the organization

TICKET TO DREAM FOUNDATIONEmployer identification number
90-0355853**Part I | Types of Property**

	(a) Check if applicable	(b) Number of Contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded				
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (_____)				
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				
29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement			29	

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?
 b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?
 b If 'Yes,' describe in Part II

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.

	Yes	No
30a		X
31		X
32a		X

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2008

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE O
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**

OMB No 1545 0047

2008Open to Public
Inspection

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

Name of the organization

TICKET TO DREAM FOUNDATION

Employer identification number

90-0355853

EXPLANATION OF AMENDED RETURN

THIS AMENDED FORM 990 REFLECTS NON-CASH CONTRIBUTIONS RECEIVED (SCHEDULE M) AND CASH AND NON-CASH CONTRIBUTIONS PAID TO OTHER CHARITABLE ORGANIZATIONS (SCHEDULE I). IN ADDITION, THE DESCRIPTIONS OF ORGANIZATION'S MISSION AND ACTIVITIES STATEMENTS WERE UPDATED WITH MORE DETAILS.

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

TICKET TO DREAM FOUNDATION PROVIDES IN-KIND AND MONETARY CONTRIBUTIONS TO NON-PROFIT ORGANIZATIONS LOCATED IN CALIFORNIA, WASHINGTON AND OREGON WHERE SLEEP TRAIN, MATTRESS DISOUNTERS AND SLEEP COUNTRY USA DO BUSINESS. OUR CHARITABLE PURPOSE IS TO SUPPORT WORTHY CHARITABLE CAUSES AND CHARITIES WITH PARTICULAR EMPHASIS ON CHARITIES RELATED TO CHILDREN IN NEED.

FORM 990, PART VI, LINE 2 - BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECT

THERE ARE BUSINESS AND FAMILY RELATIONSHIPS BETWEEN OFFICERS AND DIRECTORS. DALE CARLSEN (BOARD MEMBER) IS THE OWNER OF THE SLEEP TRAIN, INC. WHO EMPLOYS MIKE WILSON (BOARD MEMBER), MAURI KNOWLES (OFFICER) AND SARAH TIERNEY (OFFICER). DALE CARLSEN (BOARD MEMBER) AND KATHRYN CARLSEN (OFFICER) ARE MARRIED. THE SLEEP TRAIN, INC. IS A MAJOR SUPPORTER OF THE IN-STORE COLLECTION DRIVES AND PROVIDES SPACE FOR COLLECTIONS AND MEETINGS, PAID WORKERS AND VOLUNTEERS FOR TICKET TO DREAM FOUNDATION. HOWEVER, THE SLEEP TRAIN, INC. DOES NOT HAVE CONTROL OVER TICKET TO DREAM FOUNDATION BECAUSE THREE OUT OF THE FIVE VOTING BOARD OF DIRECTORS ARE UNRELATED TO THE SLEEP TRAIN, INC IN EITHER A BUSINESS OR FAMILY RELATIONSHIP.

FORM 990, PART VI, LINE 10 - FORM 990 REVIEW PROCESS

THE INITIAL REVIEW OF THE FORM 990 IS PERFORMED BY OFFICERS OF THE ORGANIZATION WITH SUBSEQUENT BOARD MEETING DISCUSSIONS. A COPY IS PROVIDED TO ALL MEMBERS BEFORE FILING.

Name of the organization

TICKET TO DREAM FOUNDATION

Employer identification number

90-0355853

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF C

THE BOARD OF DIRECTORS REVIEWS ALL OFFICERS AND DIRECTORS ANNUALLY TO DETERMINE THAT THERE ARE NO CONFLICTS OF INTEREST IN ADDITION TO REQUIRING DISCLOSURE OF POTENTIAL CONFLICTS BY SUCH PERSONS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

DOCUMENTS ARE AVAILABLE UPON REQUEST.