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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)

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning** 07/01, 2008, and ending 06/30, 20 09

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

**C Name of organization** SAFE PASSAGES  
 Doing Business As  
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite  
**250 FRANK H OGAWA PLZ**  
 City or town, state or country, and ZIP + 4  
**OAKLAND, CA 94612-2035**

**D Employer identification number**  
**20 4535835**

**E Telephone number**  
**( 510 ) 238-2131**

**G Gross receipts \$** 4,718,633

**F Name and address of principal officer** ANTONIO GASTELUM  
**250 FRANK H OGAWA PLZ, STE 6306, OAKLAND, CA 9461**

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

**H(c)** Group exemption number ▶

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

**J Website:** ▶ www.safepassages.org

**K Type of organization**  Corporation  Trust  Association  Other ▶

**L Year of formation** 2006

**M State of legal domicile** CA

**Part I Summary**

**1** Briefly describe the organization's mission or most significant activities: To develop charitable and educational programs for high need children and families.

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

<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	<b>5</b>
<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	<b>3</b>
<b>5</b> Total number of employees (Part V, line 2a)	<b>5</b>	<b>17</b>
<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	<b>0</b>
<b>7a</b> Total gross unrelated business revenue from Part VIII, line 12, column (C)	<b>7a</b>	<b>0</b>
<b>7b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	<b>0</b>

	Prior Year	Current Year
<b>8</b> Contributions and grants (Part VIII, line 1h)	895,806	3,823,528
<b>9</b> Program service revenue (Part VIII, line 2g)	471,489	868,427
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 5)	0	26,678
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,367,295	4,718,633
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0	0
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	795,270	1,576,757
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0	0
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24f)	725,268	2,276,536
<b>18</b> Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	1,520,538	3,853,293
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	-153,243	865,340

	Beginning of Year	End of Year
<b>20</b> Total assets (Part X, line 16)	242,736	1,108,077
<b>21</b> Total liabilities (Part X, line 26)	0	0
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	242,736	1,108,077

**Part II Signature Block**

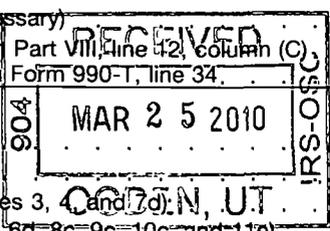
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature of officer: Antonio Gastelum Date: 11/16/2009  
 Antonio Gastelum, Chief Financial Officer  
 Type or print name and title

**Paid Preparer's Use Only**  
 Preparer's signature: \_\_\_\_\_ Date: \_\_\_\_\_  
 Check if self-employed  Preparer's identifying number (see instructions): \_\_\_\_\_  
 Firm's name (or yours if self-employed), address, and ZIP + 4: \_\_\_\_\_  
 EIN: \_\_\_\_\_ Phone no: ( ) \_\_\_\_\_

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

ENVELOPE POSTMARK DATE MAR 24 2010 APR 16 2010



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**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	✓	
<b>2</b> Is the organization required to complete Schedule B, Schedule of Contributors?	✓	
<b>3</b> 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		✓
<b>4 Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		✓
<b>5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
<b>6</b> 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		✓
<b>7</b> 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		✓
<b>8</b> Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		✓
<b>9</b> 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		✓
<b>10</b> Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		✓
<b>11</b> 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		✓
<b>12</b> 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		✓
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		✓
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the U.S.?		✓
<b>b</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		✓
<b>15</b> 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		✓
<b>16</b> 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		✓
<b>17</b> Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I		✓
<b>18</b> Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		✓
<b>19</b> Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		✓
<b>20</b> Did the organization operate one or more hospitals? If "Yes," complete Schedule H		✓
<b>21</b> Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		✓
<b>22</b> Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		✓
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J		✓
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25.		✓
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		✓
<b>b</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		✓
<b>26</b> 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		✓
<b>27</b> 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		✓

**Part IV Checklist of Required Schedules** *(continued)*

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

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U S Information Returns. Enter -0- if not applicable		
<b>1a</b>			92
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		0
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	✓	
<b>2a</b>	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		17
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	✓	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		✓
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</b>	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)?		✓
<b>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.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		✓
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		✓
<b>5c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		✓
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		✓
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		✓
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		✓
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		✓
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	✓	
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	✓	
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12.		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11a</b>	Gross income from members or shareholders		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		

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

**Section A. Governing Body and Management**

		Yes	No
For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.			
<b>1a</b>	Enter the number of voting members of the governing body	5	
<b>b</b>	Enter the number of voting members that are independent	3	
<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?		✓
<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?		✓
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		✓
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets?		✓
<b>6</b>	Does the organization have members or stockholders?		✓
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		✓
<b>b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		✓
<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?	✓	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	✓	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates?		✓
<b>b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
<b>10</b>	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		✓
<b>11</b>	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		✓

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13	✓	
<b>b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	✓	
<b>c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	✓	
<b>13</b>	Does the organization have a written whistleblower policy?		✓
<b>14</b>	Does the organization have a written document retention and destruction policy?		✓
<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?	✓	
<b>b</b>	Other officers or key employees of the organization? 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?		✓
<b>b</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?		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **CA**
- 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  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **See Statement 3**





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	0				
	b	Membership dues	1b	0				
	c	Fundraising events	1c	0				
	d	Related organizations	1d	0				
	e	Government grants (contributions)	1e	500,000				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	3,323,528				
	g	Noncash contributions included in lines 1a-1f \$		0				
	h	<b>Total.</b> Add lines 1a-1f		3,823,528				
	Program Service Revenue	2a	School site-based children's p	Business Code 611710	868,427	868,427	0	0
b								
c								
d								
e								
f		All other program service revenue		0	0	0	0	
g		<b>Total.</b> Add lines 2a-2f		868,427				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		26,678	0	0	26,678	
	4	Income from investment of tax-exempt bond proceeds		0	0	0	0	
	5	Royalties		0	0	0	0	
	6a	Gross Rents	(i) Real	(ii) Personal				
	b	Less: rental expenses						
	c	Rental income or (loss)	0	0				
	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)	0	0				
	d	Net gain or (loss)						
8a	Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c). See Part IV, line 18	a						
		b	Less: direct expenses					
		c	Net income or (loss) from fundraising events					
9a	Gross income from gaming activities See Part IV, line 19	a						
		b	Less: direct expenses					
		c	Net income or (loss) from gaming activities					
10a	Gross sales of inventory, less returns and allowances	a						
		b	Less cost of goods sold					
		c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d			0				
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			4,718,633	868,427	0	26,678	

**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	0	0		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	0	0		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	0	0		
4 Benefits paid to or for members	0	0		
5 Compensation of current officers, directors, trustees, and key employees	261,375	0	261,375	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	981,838	981,838	0	0
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	89,074	70,368	18,706	0
9 Other employee benefits	147,630	116,571	31,059	0
10 Payroll taxes	96,840	76,480	20,360	0
11 Fees for services (non-employees).				
a Management	0	0	0	0
b Legal	0	0	0	0
c Accounting	0	0	0	0
d Lobbying	0	0	0	0
e Professional fundraising services See Part IV, line 17	0	0	0	0
f Investment management fees	0	0	0	0
g Other	2,003,736	2,003,736	0	0
12 Advertising and promotion	0	0	0	0
13 Office expenses	68,781	68,781	0	0
14 Information technology	0	0	0	0
15 Royalties	0	0	0	0
16 Occupancy	117,608	117,608	0	0
17 Travel	29,990	29,990	0	0
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19 Conferences, conventions, and meetings	24,025	24,025	0	0
20 Interest	0	0	0	0
21 Payments to affiliates	0	0	0	0
22 Depreciation, depletion, and amortization	0	0	0	0
23 Insurance	0	0	0	0
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 <b>PRINTING</b>	5,088	5,088	0	0
b <b>PROGRAM MATERIALS/INCENTIVES</b>	27,308	27,308	0	0
c				
d				
e				
f All other expenses	0	0	0	0
25 <b>Total functional expenses.</b> Add lines 1 through 24f	3,853,293	3,521,793	331,500	0
26 <b>Joint Costs.</b> 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	
<b>Assets</b>	1	Cash—non-interest-bearing . . . . .	242,736	1	278,657
	2	Savings and temporary cash investments . . . . .	0	2	829,420
	3	Pledges and grants receivable, net . . . . .	0	3	0
	4	Accounts receivable, net . . . . .	0	4	0
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L . . . . .	0	5	0
	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 . . . . .	0	6	0
	7	Notes and loans receivable, net . . . . .	0	7	0
	8	Inventories for sale or use . . . . .	0	8	0
	9	Prepaid expenses and deferred charges . . . . .	0	9	0
	10a	Land, buildings, and equipment, cost basis <b>10a</b> . . . . .			
	b	Less, accumulated depreciation Complete Part VI of Schedule D <b>10b</b> . . . . .	0	10c	
	11	Investments—publicly traded securities . . . . .	0	11	0
	12	Investments—other securities. See Part IV, line 11 . . . . .	0	12	
	13	Investments—program-related See Part IV, line 11 . . . . .	0	13	
	14	Intangible assets . . . . .	0	14	0
	15	Other assets. See Part IV, line 11 . . . . .	0	15	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	242,736	16	1,108,077	
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .	0	17	0
	18	Grants payable . . . . .	0	18	0
	19	Deferred revenue . . . . .	0	19	0
	20	Tax-exempt bond liabilities . . . . .	0	20	0
	21	Escrow account liability Complete Part IV of Schedule D . . . . .	0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .	0	22	0
	23	Secured mortgages and notes payable to unrelated third parties . . . . .	0	23	0
	24	Unsecured notes and loans payable . . . . .		24	0
	25	Other liabilities Complete Part X of Schedule D . . . . .	0	25	
	26	<b>Total liabilities.</b> Add lines 17 through 25 . . . . .	0	26	0
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets . . . . .		27	
	28	Temporarily restricted net assets . . . . .		28	
	29	Permanently restricted net assets . . . . .		29	
	<b>Organizations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 30 through 34.</b>				
	30	Capital stock or trust principal, or current funds . . . . .	242,736	30	1,108,077
	31	Paid-in or capital surplus, or land, building, or equipment fund . . . . .	0	31	0
	32	Retained earnings, endowment, accumulated income, or other funds . . . . .	0	32	0
33	<b>Total net assets or fund balances . . . . .</b>	242,736	33	1,108,077	
34	<b>Total liabilities and net assets/fund balances . . . . .</b>	242,736	34	1,108,077	

**Part XI Financial Statements and Reporting**

		Yes	No
1	Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .		<input checked="" type="checkbox"/>
b	Were the organization's financial statements audited by an independent accountant? . . . . .		<input checked="" type="checkbox"/>
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .		
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? . . . . .		<input checked="" type="checkbox"/>
b	If "Yes," did the organization undergo the required audit or audits? . . . . .		



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	0	0	340,833	895,806	3,823,528	5,060,167
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf	0	0	0	0	0	0
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge	0	41,667	125,000	0	0	166,667
<b>4 Total.</b> Add lines 1-3	0	41,667	465,833	895,806	3,823,528	5,226,834
<b>5</b> 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
<b>6 Public support.</b> Subtract line 5 from line 4						5,226,834

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4	0	41,667	465,833	895,806	3,823,528	5,226,834
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	0	0	0	0	26,678	26,678
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on	0	0	0	0	0	0
<b>10</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	0	0	0	0	0	0
<b>11 Total support.</b> Add lines 7 through 10						5,253,512
<b>12</b> Gross receipts from related activities, etc (see instructions)					12	868,427
<b>13 First five years.</b> 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 checked="" type="checkbox"/>						

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

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	%
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	%
<b>16a 33 1/3 % support test—2008.</b> 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 type="checkbox"/>		
<b>b 33 1/3 % support test—2007.</b> 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"/>		
<b>17a 10%-facts-and-circumstances test—2008.</b> 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>b 10%-facts-and-circumstances test—2007.</b> 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"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 1-5 . . . . .						
<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 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 . . . . .						
<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) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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) . . . . .						
<b>14 First five years.</b> 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 <b>stop here</b> . . . . . <input type="checkbox"/>						

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

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

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

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

- 19a 33 1/3 % support tests—2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- b 33 1/3 % support tests—2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 %, check this box and **stop here**. The organization qualifies as a publicly supported organization ►
- 20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ►





Name of the organization

Employer identification number

**SAFE PASSAGES**

**20 : 4535835**

Area with horizontal dashed lines for supplemental information.

- Statement 1 : Reasonable Cause Explanations**
- Statement 2 : Program Service Accomplishments**
- Statement 3 : The Books Are In Care Of**
- Statement 4 : Contractor Compensation**
- Statement 5 : Additional Information for Responses to Specific Questions for The Form 990 or Others**

Statement 1

Form 990

Page 1

Line Number

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20-4535835

Reasonable Cause Explanations

Explanation

N/A

Statement 2

Form 990

Page 2

Line Number Part III Line 4a

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Program Service Accomplishments

Activity Code	Description	Expense	Grants	Revenue
	Nonprofit Management Programs Secured \$25 million in non-supplantive, redirected local investment plus \$15 million in private donations for services and facilities for high-need children and families in targeted economically distressed neighborhoods of Oakland, California (Cole/West Oakland, Havenscourt, Roosevelt, Simmons, and Madison)	\$3,521,793	\$0	\$4,191,955
<b>Total:</b>		<b>\$3,521,793</b>	<b>\$0</b>	<b>\$4,191,955</b>

Statement 3

Form 990

Page 6

Line Number: Part VI Section C Line 20

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The Books Are In Care Of

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Name and address:

Telephone Number

ANTONIO GASTELUM  
250 FRANK H OGAWA PLZ  
OAKLAND, CA 94612-2035

(510)238-2131

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**Statement 4**

Form 990

Page 8

Line Number Part VII Section B

**SAFE PASSAGES**

**20-4535835**

**Contractor Compensation**

<b>Name and address:</b>	<b>Description Of Services</b>	<b>Compensation</b>
OAKLAND UNIFIED SCHOOL DISTRICT 1025 SECOND AVE OAKLAND, CA 94606	Program and site-based children's services	\$463,738
<b>Total:</b>		<b>\$463,738</b>

Statement 5

Form Schedule O

Page 1

Line Number: ScheduleO

SAFE PASSAGES

20-4535835

Additional Information for Responses to Specific Questions for The Form 990 or Others

Reference	Explanation
Form 990, Header, Line B	N/A
Form 990, Part VI, Section A, Line 10	All financial and organizational documents are routinely presented to Board of Directors for approval and receipt. Copies of IRS Form 990s and other organization documents are made publicly available upon request at primary office, 250 Frank H Ogawa Plz, Ste 6306, Oakland, CA, 94612
Form 990, Part VI, Section B, Line 12c	Corporation officers are required to agendize potential conflicts of interest for presentation before the Board of Directors for discussion and resolution. In addition, Board Members are required to disclose potential conflicts before the Board of Directors for discussion and resolution
Form 990, Part VI, Section B, Line 15	County-wide comprehensive comparability studies for non-profit and government executive, fiscal, staff, and policy positions are periodically presented to the Board of Directors, most recently in September 2008 and July 2006, as part of regular Board-approved salary schedule and band-setting processes
Form 990, Part VI, Section C, Line 19	All governing documents, conflict of interest policy, and financial statements are made available to the public upon request at our primary address, 250 Frank H Ogawa Plz, Ste 6306, Oakland, CA, 94612, during regular business hours