EXTENSION ATTACHED

Form **990** — Department of the Treasury, Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047 — **2003** — Open to Public Inspection

A For the 2003 calendar year, or tax year beginning , 2003, and ending

B Check if applicable: [X] Address change; [ ] Name change; [ ] Initial return; [ ] Final return; [ ] Amended return; [ ] Application pending	Please use IRS label or print or type. See Specific Instructions
C Name of organization	ALLIANCE FOR EXCELLENT EDUCATION, INC.
Number and street (or P O box if mail is not delivered to street address)	1201 CONNECTICUT AVENUE NW
Room/suite	901
City or town, state or country, and ZIP + 4	WASHINGTON, DC 20036
D Employer identification number	11-3487339
E Telephone number	(202) 828-0828
F Accounting method	[ ] Cash [X] Accrual [ ] Other (specify) ▶

● **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

H and I are not applicable to section 527 organizations

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

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? [ ] Yes [ ] No (If "No," attach a list See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? [ ] Yes [X] No

I Group Exemption Number ▶

G Website: ▶ WWW.ALL4ED.ORG

J Organization type (check only one) ▶ [X] 501(c) (3) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

K Check here ▶ [ ] if the organization's gross receipts are normally not more than $25,000 The organization need not file a return with the IRS, but if the organization received a Form 990 Package in the mail, it should file a return without financial data **Some states require a complete return.**

M Check ▶ [ ] if the organization is **not** required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 38,733,819.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See page 18 of the instructions)

Revenue	1	Contributions, gifts, grants, and similar amounts received STMT 1				
	a	Direct public support	1a	598,008.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c			
	d	Total (add lines 1a through 1c) (cash $ 485,100. noncash $ 112,908.)			1d	598,008.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	17,525.
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments STMT 2			4	47,132.
	5	Dividends and interest from securities STMT 3			5	223,726.
	6 a	Gross rents	6a			
	b	Less rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	
	7	Other investment income (describe ▶ STMT 4)			7	8,149.

		(A) Securities		(B) Other
8 a	Gross amount from sales of assets other than inventory	37,839,279.	8a	
b	Less cost or other basis and sales expenses	37,214,514.	8b	
c	Gain or (loss) (attach schedule)	624,765.	8c	

Revenue	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	624,765.
	9	Special events and activities (attach schedule) If any amount is from gaming, check here ▶ [ ]				
	a	Gross revenue (not including $ ______ of contributions reported on line 1a)	9a			
	b	Less direct expenses other than fundraising expenses	9b			
	c	Net income or (loss) from special events (subtract line 9b from line 9a)			9c	
	10 a	Gross sales of inventory, less returns and allowances	10a			
	b	Less cost of goods sold	10b			
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)			10c	
	11	Other revenue (from Part VII, line 103)			11	
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	1,519,305.
Expenses	13	Program services (from line 44, column (B))			13	2,005,725.
	14	Management and general (from line 44, column (C))			14	306,780.
	15	Fundraising (from line 44, column (D))			15	88,168.
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	2,400,673.
Net Assets	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	-881,368.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	13,278,613.
	20	Other changes in net assets or fund balances (attach explanation) STMT 5			20	430,451.
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	12,827,696.

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For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2003)

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Part II Statement of Functional Expenses All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others (See page 22 of the instructions)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) (cash $ 250,000. noncash $)	22	250,000.	250,000.		
23 Specific assistance to individuals (attach schedule)	23				
24 Benefits paid to or for members (attach schedule)	24				
25 Compensation of officers, directors, etc	25	203,096.	162,476.	20,310.	20,310.
26 Other salaries and wages	26	572,507.	445,725.	88,325.	38,457.
27 Pension plan contributions	27	69,261.	56,021.	7,331.	5,909.
28 Other employee benefits	28	52,502.	43,726.	6,265.	2,511.
29 Payroll taxes	29	56,314.	44,848.	8,098.	3,368.
30 Professional fundraising fees	30				
31 Accounting fees	31	23,734.		23,734.	
32 Legal fees	32	18,148.		18,148.	
33 Supplies	33				
34 Telephone	34	23,416.	19,243.	2,691.	1,482.
35 Postage and shipping	35	58,269.	52,145.	4,977.	1,147.
36 Occupancy	36	89,724.	72,676.	10,767.	6,281.
37 Equipment rental and maintenance	37	3,788.	2,921.	615.	252.
38 Printing and publications	38	114,936.	113,326.	1,159.	451.
39 Travel	39	96,730.	85,145.	9,620.	1,965.
40 Conferences, conventions, and meetings	40	114,622.	114,509.	71.	42.
41 Interest	41				
42 Depreciation, depletion, etc (attach schedule)	42	25,112.	20,340.	3,014.	1,758.
43 Other expenses not covered above (itemize) STMT 6	43a	628,514.	522,624.	101,655.	4,235.
b	43b				
c	43c				
d	43d				
e	43e				
44 **Total functional expenses** (add lines 22 through 43) *Organizations completing columns (B)-(D), carry these totals to lines 13-15*	44	2,400,673.	2,005,725.	306,780.	88,168.

Joint Costs. Check ▶ ☐ if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ▶ ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs $ ______ , (ii) the amount allocated to Program services $ ______ , (iii) the amount allocated to Management and general $ ______ , and (iv) the amount allocated to Fundraising $ ______

Part III Statement of Program Service Accomplishments (See page 25 of the instructions)

What is the organization's primary exempt purpose? ▶ STMT 7

All organizations must describe their exempt purpose achievements in a clear and concise manner State the number of clients served, publications issued, etc Discuss achievements that are not measurable (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others)

		Program Service Expenses (Required for 501(c)(3) and (4) orgs , and 4947(a)(1) trusts, but optional for others)
a	THE ALLIANCE CREATED REPORTS AND PUBLICATIONS, ORGANIZED BRIEFINGS, EVENTS AND CONFERENCES IN SUPPORT OF THE EDUCATION OF AT-RISK STUDENTS. (Grants and allocations $)	1,755,725.
b	GRANT TO AMERICA GRADUATES TO CREATE NATIONAL SUPPORT FOR THE POLICIES AND ACTIONS NEEDED TO IMPROVE THE GRADUATION RATES OF AMERICAN HIGH SCHOOL STUDENTS. (Grants and allocations $ 250,000.)	250,000.
c	(Grants and allocations $)	
d	(Grants and allocations $)	
e	Other program services (attach schedule) (Grants and allocations $)	
f	**Total of Program Service Expenses** (should equal line 44, column (B), Program services) ▶	2,005,725.

Part IV Balance Sheets (See page 25 of the instructions.)

Note: *Where required, attached schedules and amounts within the description column should be for end-of-year amounts only*			(A) Beginning of year		(B) End of year
Assets 45 Cash - non-interest-bearing			124,396.	45	145,539.
46 Savings and temporary cash investments			2,718,302.	46	905,392.
47a Accounts receivable	47a				
b Less allowance for doubtful accounts	47b			47c	
48a Pledges receivable	48a				
b Less allowance for doubtful accounts	48b			48c	
49 Grants receivable				49	
50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
51a Other notes and loans receivable (attach schedule)	51a				
b Less allowance for doubtful accounts	51b			51c	
52 Inventories for sale or use				52	
53 Prepaid expenses and deferred charges STMT 8			28,341.	53	64,220.
54 Investments - securities (attach schedule) STMT 9 ▶ ☐ Cost ☒ FMV			10,046,568.	54	11,849,941.
55a Investments - land, buildings, and equipment basis	55a				
b Less. accumulated depreciation (attach schedule)	55b			55c	
56 Investments - other (attach schedule)				56	
57a Land, buildings, and equipment basis STMT 11	57a	117,340.			
b Less accumulated depreciation (attach schedule)	57b	47,056.	75,203.	57c	70,284.
58 Other assets (describe ▶ STMT 12)			373,670.	58	215,185.
59 **Total assets** (add lines 45 through 58) (must equal line 74)			13,366,480.	59	13,250,561.
Liabilities 60 Accounts payable and accrued expenses			87,867.	60	172,865.
61 Grants payable			NONE	61	250,000.
62 Deferred revenue				62	
63 Loans from officers, directors, trustees, and key employees (attach schedule)				63	
64a Tax-exempt bond liabilities (attach schedule)				64a	
b Mortgages and other notes payable (attach schedule)				64b	
65 Other liabilities (describe ▶)				65	
66 **Total liabilities** (add lines 60 through 65)			87,867.	66	422,865.
Net Assets or Fund Balances **Organizations that follow SFAS 117, check here** ▶ ☒ and complete lines 67 through 69 and lines 73 and 74					
67 Unrestricted			13,278,613.	67	12,629,788.
68 Temporarily restricted				68	197,908.
69 Permanently restricted				69	
Organizations that do not follow SFAS 117, check here ▶ ☐ and complete lines 70 through 74					
70 Capital stock, trust principal, or current funds				70	
71 Paid-in or capital surplus, or land, building, and equipment fund				71	
72 Retained earnings, endowment, accumulated income, or other funds				72	
73 **Total net assets or fund balances** (add lines 67 through 69 **or** lines 70 through 72, column (A) **must** equal line 19, column (B) **must** equal line 21)			13,278,613.	73	12,827,696.
74 **Total liabilities and net assets / fund balances** (add lines 66 and 73)			13,366,480.	74	13,250,561.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization How the public perceives an organization in such cases may be determined by the information presented on its return Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See page 27 of the instructions.)

a	Total revenue, gains, and other support per audited financial statements ▶	a	1,886,469.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments $ 430,451.		
(2)	Donated services and use of facilities $		
(3)	Recoveries of prior year grants $		
(4)	Other (specify) STMT 13 $ -63,287.		
	Add amounts on lines (1) through (4) ▶	b	367,164.
c	Line a minus line b ▶	c	1,519,305.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify) $		
	Add amounts on lines (1) and (2) ▶	d	
e	Total revenue per line 12, Form 990 (line c plus line d) ▶	e	1,519,305.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements ▶	a	2,337,386.
b	Amounts included on line a but not on line 17, Form 990		
(1)	Donated services and use of facilities $		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify) $		
	Add amounts on lines (1) through (4) ▶	b	
c	Line a minus line b ▶	c	2,337,386.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 $		
(2)	Other (specify) STMT 14 $ 63,287.		
	Add amounts on lines (1) and (2) ▶	d	63,287.
e	Total expenses per line 17, Form 990 (line c plus line d) ▶	e	2,400,673.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated, see page 27 of the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
SEE STATEMENT 15		203,096.	19,510.	NONE

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than $100,000 from your organization and all related organizations, of which more than $10,000 was provided by the related organizations? ▶ ☐ Yes ☒ No

If "Yes," attach schedule - see page 28 of the instructions

Part VI Other Information (See page 28 of the instructions.)

			Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77		X
78 a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc , to any other exempt or nonexempt organization?	80a	X	
b	If "Yes," enter the name of the organization ▶ AMERICA GRADUATES and check whether it is [X] exempt or [ ] nonexempt			
81 a	Enter direct and indirect political expenditures See line 81 instructions — 81a			
b	Did the organization file Form 1120-POL for this year?	81b	N/A	
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a		X
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III) — 82b N/A			
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	N/A	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A	
85	*501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members?	85a	N/A	
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b	N/A	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year			
c	Dues, assessments, and similar amounts from members — 85c N/A			
d	Section 162(e) lobbying and political expenditures — 85d N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices — 85e N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) — 85f N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A	
86	*501(c)(7) orgs* Enter a Initiation fees and capital contributions included on line 12 — 86a N/A			
b	Gross receipts, included on line 12, for public use of club facilities — 86b N/A			
87	*501(c)(12) orgs* Enter a Gross income from members or shareholders — 87a N/A			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) — 87b N/A			
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Part IX	88		X
89 a	*501(c)(3) organizations* Enter Amount of tax imposed on the organization during the year under section 4911 ▶ N/A, section 4912 ▶ N/A, section 4955 ▶ N/A			
b	*501(c)(3) and 501(c)(4) orgs* Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ N/A			
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ N/A			
90 a	List the states with which a copy of this return is filed ▶ N/A			
b	Number of employees employed in the pay period that includes March 12, 2003 (See instructions)	90b	15	
91	The books are in care of ▶ ALLIANCE FOR EXCELLENT EDUC Telephone no ▶ 202-828-0828 Located at ▶ 1201 CONNECTICUT AVENUE NW, WASH DC ZIP + 4 ▶ 20036			
92	*Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041* - Check here ▶ [ ] and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A			

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Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: *Enter gross amounts unless otherwise indicated*	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a AMER HS POLICY CON					17,525.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	47,132.	
96 Dividends and interest from securities			14	223,726.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income			14	8,149.	
100 Gain or (loss) from sales of assets other than inventory			18	624,765.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				903,772.	17,525.

105 Total (add line 104, columns (B), (D), and (E)) ▶ 921,297.

Note: *Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I*

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes X No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes X No

Note: *If "Yes" to (b), file Form 8870 and Form 4720 (see instructio* [redacted]

Please Sign Here

Under penalties of perjury, I declare that I have examined this ret [redacted] and belief, it is true, correct, and complete Declaration of prepa [redacted]

▶ Susan Frost
Signature of officer

▶ Susan Frost, President
Type or print name and title

Paid Preparer's Use Only

Preparer's signature ▶

Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ MILLER, ELLIN & COM [redacted]
750 LEXINGTON AVENU [redacted]
NEW YORK, NY [redacted]

SCHEDULE A
(Form 990 or 990-EZ)
Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n), or Section 4947(a)(1) Nonexempt Charitable Trust
Supplementary Information - (See separate instructions.)
▶ MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No 1545-0047
2003

Name of the organization: ALLIANCE FOR EXCELLENT EDUCATION, INC.
Employer identification number: 11-3487339

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than $50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
CYNTHIA SADLER 9334 OLD MT VERNON ROAD ALEXANDRIA, VA 22309	EXEC VICE-PRES 40 HRS	154,508.	15,172.	NONE
SCOTT JOFTUS 6703 BARR ROAD BETHESDA, MD 20816	DIR OF PUBLIC POLICY 40 HRS	78,288.	7,829.	NONE
SUSAN LEVINE 605 ST MULBEERY COURT ANNAPOLIS, MD 21401	DIR. FINANCE & ADMIN 40 HRS	67,923.	6,638.	NONE
Total number of other employees paid over $50,000 ▶	NONE			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than $50,000	(b) Type of service	(c) Compensation
HAMILTON, RABINOVITZ & ALSCHULER, INC. 1100 17TH STREET NW, WASHINGTON DC 20036	EXECUTIVE SEARCH	70,000.
THE SHERIDAN GROUP 1224 M STREET NW, WASHINGTON, DC 20005	CONSULTANT	157,625.
Total number of others receiving over $50,000 for professional services ▶	NONE	

Part III Statements About Activities (See page 2 of the instructions.)

			Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ $ 255,723. (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)	1	X	
	Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? *(If the answer to any question is "Yes," attach a detailed statement explaining the transactions)*			
a	Sale, exchange, or leasing of property?	2a		X
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c		X
d	Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? STMT 16	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3a	Do you make grants for scholarships, fellowships, student loans, etc ? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b		
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4	X	

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is (Please check only **ONE** applicable box)

5 ☐ A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)

6 ☐ A school Section 170(b)(1)(A)(ii) (Also complete Part V)

7 ☐ A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)

8 ☐ A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)

9 ☐ A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state** ▶

10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)

11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

11b ☐ A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)

12 ☐ 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 charitable, etc , 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) (Also complete the **Support Schedule** in Part IV-A)

13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in **(1)** lines 5 through 12 above, or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 ☐ An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) *Use cash method of accounting.*

Note: *You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.*

Calendar year (or fiscal year beginning in) ▶	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	2,001,600.	NONE	9,100.	10,097,500.	12,108,200.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc , purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	198,397.	342,977.	496,753.	239,275.	1,277,402.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 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					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	2,199,997.	342,977.	505,853.	10,336,775.	13,385,602.
24 Line 23 minus line 17	2,199,997.	342,977.	505,853.	10,336,775.	13,385,602.
25 Enter 1% of line 23	22,000.	3,430.	5,059.	103,368.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶ 26a 267,712.

b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a **Do not file this list with your return.** Enter the total of all these excess amounts ▶ 26b 9,829,788.

c Total support for section 509(a)(1) test Enter line 24, column (e) ▶ 26c 13385602.

d Add Amounts from column (e) for lines 18 1,277,402. 19 ______ 22 ______ 26b 9,829,788. ▶ 26d 11107190.

e Public support (line 26c minus line 26d total) STMT 17 ▶ 26e 2,278,412.

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ 26f 17.0214 %

27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" **Do not file this list with your return.** Enter the sum of such amounts for each year

(2002) ______ (2001) ______ (2000) NOT APPLICABLE (1999) ______

b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the **larger** of **(1)** the amount on line 25 for the year or **(2)** $5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) **Do not file this list with your return.** After computing the difference between the amount received and the larger amount described in **(1)** or **(2)**, enter the sum of these differences (the excess amounts) for each year

(2002) ______ (2001) ______ (2000) ______ (1999) ______

c Add Amounts from column (e) for lines 15 ______ 16 ______ 17 ______ 20 ______ 21 ______ ▶ 27c

d Add Line 27a total ______ and line 27b total ______ ▶ 27d

e Public support (line 27c total minus line 27d total) ▶ 27e

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) ▶ 27f

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ 27g %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ 27h %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, *prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief* description of the nature of the grant **Do not file this list with your return.** Do not include these grants in line 15

Part V **Private School Questionnaire** (See page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV) NOT APPLICABLE

			Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31		
	If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)			
32	Does the organization maintain the following			
a	Records indicating the racial composition of the student body, faculty, and administrative staff?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)			
33	Does the organization discriminate by race in any way with respect to			
a	Students' rights or privileges?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)			
34a	Does the organization receive any financial aid or assistance from a governmental agency?	34a		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement	34b		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation	35		

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)
(To be completed **ONLY** by an eligible organization that filed Form 5768)

Check ▶ a [ ] if the organization belongs to an affiliated group Check ▶ b [ ] if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		NONE
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		255,723.
38 Total lobbying expenditures (add lines 36 and 37)	38		255,723.
39 Other exempt purpose expenditures	39		2,144,950.
40 Total exempt purpose expenditures (add lines 38 and 39)	40		2,400,673.
41 Lobbying nontaxable amount Enter the amount from the following table -			
If the amount on line 40 is - **The lobbying nontaxable amount is -**			
Not over $500,000 ... 20% of the amount on line 40			
Over $500,000 but not over $1,000,000 ... $100,000 plus 15% of the excess over $500,000			
Over $1,000,000 but not over $1,500,000 ... $175,000 plus 10% of the excess over $1,000,000	41		270,034.
Over $1,500,000 but not over $17,000,000 ... $225,000 plus 5% of the excess over $1,500,000			
Over $17,000,000 ... $1,000,000			
42 Grassroots nontaxable amount (enter 25% of line 41)	42		67,509.
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44		

Caution: *If there is an amount on either line 43 or line 44, you must file Form 4720*

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below
See the instructions for lines 45 through 50 on page 11 of the instructions)

	Lobbying Expenditures During 4-Year Averaging Period				
Calendar year (or fiscal year beginning in) ▶	**(a)** 2003	**(b)** 2002	**(c)** 2001	**(d)** 2000	**(e)** Total
45 Lobbying nontaxable amount	270,034.	198,969.	158,561.		627,564.
46 Lobbying ceiling amount (150% of line 45(e))					941,346.
47 Total lobbying expenditures	255,723.	12,074.	NONE		267,797.
48 Grassroots nontaxable amount	67,509.	49,742.	39,640.		156,891.
49 Grassroots ceiling amount (150% of line 48(e))					235,337.
50 Grassroots lobbying expenditures	NONE	NONE	NONE		NONE

Part VI-B **Lobbying Activity by Nonelecting Public Charities**
(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers	N/	A	
b Paid staff or management (Include compensation in expenses reported on lines **c** through **h**)	N/	A	
c Media advertisements	N/	A	
d Mailings to members, legislators, or the public	N/	A	
e Publications, or published or broadcast statements	N/	A	
f Grants to other organizations for lobbying purposes	N/	A	
g Direct contact with legislators, their staffs, government officials, or a legislative body	N/	A	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means	N/	A	
i Total lobbying expenditures (Add lines **c** through **h**)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 12 of the instructions.)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of			
(i) Cash	51a(i)	X	
(ii) Other assets	a(ii)		X
b Other transactions			
(i) Sales or exchanges of assets with a noncharitable exempt organization	b(i)		X
(ii) Purchases of assets from a noncharitable exempt organization	b(ii)		X
(iii) Rental of facilities, equipment, or other assets	b(iii)		X
(iv) Reimbursement arrangements	b(iv)		X
(v) Loans or loan guarantees	b(v)		X
(vi) Performance of services or membership or fundraising solicitations	b(vi)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
51A(I)	250,000.	AMERICA GRADUATES	GRANT

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ▶ [X] Yes [ ] No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
AMERICA GRADUATES	501(C)(4)	COMMON DIRECTORS

FORM 990, PART I - INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS

DESCRIPTION	AMOUNT
BERNARD L. MADOFF - US GOV'T INTEREST	29,995.
CERTIFICATE OF DEPOSITS	16,470.
CHARLES SCHWAB & CO INC	266.
NEUBERGER BERMAN LLC	401.
TOTAL	47,132.

FORM 990, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	AMOUNT
AG&J POWER OPPORTUNITY FUND, LP	21,370.
BERNARD L. MADOFF	58,085.
CHARLES SCHWAB & CO INC	979.
HARVEST OFFSHORE INVESTMENTS	549.
JPMORGAN CHASE BANK	5,274.
NEUBERGER BERMAN LLC	8,791.
VANGUARD SHORT-TERM TREASURY FUND	128,678.
TOTAL	223,726.

FORM 990, PART I - OTHER INVESTMENT INCOME

DESCRIPTION	AMOUNT
AG&J POWER OPPORTUNITY FUND, LP	8,149.
TOTAL	8,149.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		430,451.
	TOTAL	430,451.

FORM 990, PART II - OTHER EXPENSES

DESCRIPTION	TOTAL	PROGRAM SERVICES	MANAGEMENT AND GENERAL	FUNDRAISING
CONSULTING FEES	415,288.	408,683.	6,299.	306.
OFFICE EXPENSE & SUPPLIES	65,957.	47,497.	15,283.	3,177.
DUES AND SUBSCRIPTIONS	16,538.	13,270.	2,516.	752.
FOREIGN TAXES	26.		26.	
INSURANCE	12,838.		12,838.	
INVESTMENT ADVISORY FEES	63,261.		63,261.	
INTERNS AND TEMPORARY HELP	49,886.	49,474.	412.	
OTHER PROFESSIONAL FEES	4,720.	3,700.	1,020.	
TOTALS	628,514.	522,624.	101,655.	4,235.

FORM 990, PART III - ORGANIZATION'S PRIMARY EXEMPT PURPOSE
==

TO MAKE IT POSSIBLE FOR AMERICA'S SIX MILLION, AT-RISK MIDDLE AND AND HIGH SCHOOL STUDENTS TO ACHIEVE HIGH STANDARDS AND GRADUATE PREPARED FOR COLLEGE AND SUCCESS IN LIFE.

FORM 990, PART IV - PREPAID EXPENSES AND DEFERRED CHARGES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
PREPAID EXPENSES		26,004.	64,220.
DEFERRED LEGAL COSTS		2,337.	NONE
	TOTALS	28,341.	64,220.

ALLIANCE FOR EXCELLENT EDUCATION, INC. 11-3487339

FORM 990, PART IV - INVESTMENTS - SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
CHARLES SCHWAB & CO	NONE	422,057.
NEUBERGER BERMAN LLC	NONE	1,058,379.
VANGUARD ST TREASURY FUND	3,737,482.	2,319,329.
JPMORGAN CHASE BANK	NONE	484,380.
WPG FARBER OVERSEAS FUND	273,661.	333,295.
BERNARD L MADOFF	5,527,328.	6,082,249.
AG&J POWER OPPORTUNITIES FUND	508,097.	538,021.
GRACIE CAPITAL INT'L FUND	NONE	612,231.
TOTALS	10,046,568.	11,849,941.

STATEMENT 9

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	ACCUMULATED DEPRECIATION DETAIL BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER EQUIPMENTC	SL	23,429.			23,429.	7,029.	4,686.		11,715.
OFFICE FURNITURE	SL	13,680.			13,680.	2,931.	1,954.		4,885.
WEBSITE DEVELOP	SL	11,629.			11,629.	4,845.	3,876.		8,721.
LASER PRINTER	SL	1,550.			1,550.	431.	517.		948.
OFFICE FURNITURE	SL	835.			835.	89.	119.		208.
OFFICE FURNITURE	SL	307.			307.	36.	61.		97.
PROJECTOR	SL	5,760.			5,760.	576.	1,152.		1,728.
COMPUTER EQUIPMENTC	SL	1,716.			1,716.	286.	572.		858.
OFFICE FURNITURE	SL	12,693.			12,693.	756.	1,813.		2,569.
SOFTWARE	SL	536.			536.	74.	179.		253.
COMPUTER EQUIPMENTC	SL	3,986.			3,986.	443.	1,329.		1,772.
COMPUTER EQUIPMENTC	SL	687.			687.	57.	229.		286.
SOFTWARE	SL	261.			261.	22.	87.		109.
COMPUTER EQUIPMENTC	SL	1,049.			1,049.	58.	350.		408.
SOFTWARE	SL	765.			765.	43.	255.		298.
OFFICE FURNITURE	SL	484.			484.	NONE	69.		69.
SOFTWARE	SL	16,600.			16,600.	4,150.	5,533.		9,683.
OFFICE FURNITURE	SL	1,180.			1,180.	118.	236.		354.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE FURNITURE	SL		810.		810.		116.		116.
OFFICE FURNITURE	SL		443.		443.		53.		53.
COMPUTER	SL		2,230.		2,230.		619.		619.
OFFICE FURNITURE	SL		565.		565.		67.		67.
COMPUTER	SL		2,230.		2,230.		557.		557.
COMPUTER SOFTWARE	SL		596.		596.		116.		116.
COMPUTER EQUIPMENT	SL		350.		350.		68.		68.
OFFICE FURNITURE	SL		505.		505.		36.		36.
COMPUTER	SL		2,344.		2,344.		391.		391.
OFFICE FURNITURE	SL		385.		385.		23.		23.
COMPUTER EQUIPMENT	SL		1,750.		1,750.		49.		49.
COMPUTER SOFTWARE	SL		524.		524.				
LEASE ACQ COSTS	SL		7,463.		7,463.				
TOTALS		97,147.			117,342.	21,944.			47,056.

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DIVIDENDS RECEIVABLE	NONE	1,884.
SECURITY DEPOSITS	7,117.	72,645.
MISCELLANEOUS RECEIVABLES	51,986.	14,836.
DUE FROM RELATED PARTIES	314,567.	NONE
DUE FROM BROKER	NONE	125,820.
TOTALS	373,670.	215,185.

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
INVESTMENT MANAGEMENT FEES	-63,261.
FOREIGN TAXES	-26.
TOTAL	-63,287.

ALLIANCE FOR EXCELLENT EDUCATION, INC. 11-3487339

FORM 990, PART IV-B - OTHER EXPENSES ON RETURN BUT NOT ON BOOKS

DESCRIPTION	AMOUNT
INVESTMENT MANAGEMENT FEES	63,261.
FOREIGN TAXES	26.
TOTAL	63,287.

FORM 990, PART V - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SUSAN L. FROST 5601 LAMAR ROAD BETHESDA, MD 20816	PRESIDENT 40 HRS	203,096.	19,510.	NONE
GERARD LEEDS 80 CUTTERMILL ROAD GREAT NECK, NY 11021	CHAIRMAN REQ	NONE	NONE	NONE
LILO LEEDS 80 CUTTERMILL ROAD GREAT NECK, NY 11021	VICE-CHAIRPERSON REQ	NONE	NONE	NONE
GREG JOBIN-LEEDS C/O THE SCHOTT FOUNDATION 678 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	SECRETARY REQ	NONE	NONE	NONE
WILLIAM AARON C/O EXECUTIVE MONETARY MANAGEMENT 220 EAST 42ND STREET NEW YORK, NY 10017	TREASURER REQ	NONE	NONE	NONE
DANIEL H. LEEDS 3205 R STREET, NW WASHINGTON, DC 20007	DIRECTOR REQ	NONE	NONE	NONE
	GRAND TOTALS	203,096.	19,510.	NONE

SCHEDULE A, PART III - EXPLANATION FOR LINE 2D
==

SEE PART V, FORM 990

STATEMENT 16

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2003

Name of estate or trust: ALLIANCE FOR EXCELLENT EDUCATION, INC.

Employer identification number: 11-3487339

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example, 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 32)	(f) Gain or (Loss) for the entire year (col (d) less col (e))	(g) Post-May 5 gain or (loss)* (see below)
1							
				37,001,759.	36,184,598.	817,161.	715,714.
	SEE STATEMENT 1						

			(f)	(g)
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2		
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3		
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2002 Capital Loss Carryover Worksheet	4	( )	
5a	Combine lines 1 through 3 in column (g)	5a		715,714.
b	**Net short-term gain or (loss).** Combine lines 1 through 4 in column (f) Enter here and on line 14a below ▶	5b	817,161.	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example, 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 32)	(f) Gain or (Loss) for the entire year (col (d) less col (e))	(g) Post-May 5 gain or (loss)* (see below)
6							
				837,520.	1,029,916.	-192,396.	-518.
	SEE STATEMENT 2						

			(f)	(g)
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7		
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8		
9	Capital gain distributions	9		
10	Gain from Form 4797, Part I	10		
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2002 Capital Loss Carryover Worksheet	11	( )	
12	Combine lines 6 through 10 in column (g)	12		-518.
13	**Net long-term gain or (loss).** Combine lines 6 through 11 in column (f) Enter here and on line 15a below ▶	13	-192,396.	

*Include in col (g) all gains and losses from col (f) from sales, exchanges, or conversions (including installment payments received) **after** May 5, 2003 However, do **not** include gain attributable to unrecaptured section 1250 gain or 28% rate gain or loss (see instr)

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 33)	(2) Estate's or trust's	(3) Total
14a	**Net short-term gain or (loss)** (for the entire year)	14a			817,161.
b(1)	Net short-term **gain** (post-May 5, 2003)	14b(1)			
b(2)	Net short-term **loss** (post-May 5, 2003)	14b(2)		( )	
15a	**Net long-term gain or (loss)** (for the entire year)	15a			-192,396.
b	Net long-term gain (post-May 5, 2003)	15b			
c	Qualified 5-year gain	15c			
d	Unrecaptured section 1250 gain (see line 18 of the worksheet on page 34)	15d			
e	28% rate gain or (loss)	15e			
16a	**Total net gain or (loss).** Combine lines 14a and 15a ▶	16a			624,765.
b	Combine lines 14b(2) and 15b If zero or less, enter -0-	16b			

Note: *If line 16a, column (3), is a net gain, enter the gain on Form 1041, line 4 If lines 15a and 16a, column (2), are net gains, go to Part V, and do not complete Part IV If line 16a, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV **Capital Loss Limitation**

17 Enter here and enter as a (loss) on Form 1041, line 4, the **smaller** of **a** The loss on line 16a, column (3) **or** **b** $3,000	17	( )

If the loss on line 16a, column (3), is more than $3,000, **or** *if Form 1041, page 1, line 22, is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 36 of the instructions to determine your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates** (Complete this part **only** if both lines 15a and 16a in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22 is more than zero.)

Note: *If line 15d, column (2) or line 15e, column (2) is more than zero, complete the worksheet on page 37 of the instructions and skip Part V Otherwise, go to line 18*

18	Enter taxable income from Form 1041, line 22			18			
19	Enter the **smaller** of line 15a or 16a in column (2) but not less than zero	19					
20	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2)	20					
21	Add lines 19 and 20	21					
22	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	22					
23	Subtract line 22 from line 21 If zero or less, enter -0-			23			
24	Subtract line 23 from line 18 If zero or less, enter -0-			24			
25	Enter the **smaller** of the amount on line 18 or $1,900			25			
	If line 24 is more than line 25, skip lines 26-36 and go to line 37.						
26	Enter the amount from line 24			26			
27	Subtract line 26 from line 25 If zero or less, enter -0- and go to line 37			27			
28	Add lines 16b, col (2) and 20*	28					
29	Enter the **smaller** of line 27 or line 28			29			
30	Multiply line 29 by 5% (05)					30	
	If lines 27 and 29 are the same, skip lines 31-36 and go to line 37.						
31	Subtract line 29 from line 27	31					
32	Enter the amount, if any, from line 15c, column (2)	32					
33	Enter the **smaller** of line 31 or line 32			33			
34	Multiply line 33 by 8% (08)					34	
35	Subtract line 33 from line 31			35			
36	Multiply line 35 by 10% (10)					36	
	If the amounts on lines 23 and 27 are the same, skip lines 37 through 46 and go to line 47.						
37	Enter the **smaller** of line 18 or line 23			37			
38	Enter the amount, if any, from line 27			38			
39	Subtract line 38 from line 37			39			
40	Add lines 16b, col (2) and 20*	40					
41	Enter the amount from line 29 (if line 29 is blank, enter -0-)	41					
42	Subtract line 41 from line 40	42					
43	Enter the smaller of line 39 or line 42			43			
44	Multiply line 43 by 15% (15)					44	
45	Subtract line 43 from line 39			45			
46	Multiply line 45 by 20% (20)					46	
47	Figure the tax on the amount on line 24 Use the 2003 Tax Rate Schedule on page 21 of the instructions					47	NONE
48	Add lines 30, 34, 36, 44, 46, and 47					48	NONE
49	Figure the tax on the amount on line 18 Use the 2003 Tax Rate Schedule on page 21 of the instructions					49	
50	**Tax on all taxable income.** Enter the **smaller** of line 48 or line 49 here and on line 1a of Schedule G, Form 1041					50	

* If lines 20 and 22 are more than zero, see **Lines 28 and 40** on page 36 for the amount to enter

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
PRE-MAY 6TH CAPITAL GAINS (LOSSES)					
TOTAL PRE-MAY 6TH CAPITAL GAINS (LOSSES)			12,037,396.	11,935,949.	101,447.
POST-MAY 5TH CAPITAL GAINS (LOSSES)					
CHARLES SCHWAB & CO - SCHEDULE ATTACHED	VARIOUS	VARIOUS	90,522.	93,667.	-3,145.
NEUBERGER BERMAN LLC	VARIOUS	VARIOUS	1,080,483.	942,263.	138,220.
BERNARD L MADOFF - SCHEDULE ATTACHED	VARIOUS	VARIOUS	23,793,358.	23,212,719.	580,639.
TOTAL POST-MAY 5TH CAPITAL GAINS (LOSSES)			24,964,363.	24,248,649.	715,714.
CAPITAL GAINS (LOSSES) FROM SECURITIES					
CHARLES SCHWAB & CO - SCHEDULE ATTACHED	VARIOUS	VARIOUS	90,522.	93,667.	-3,145.
NEUBERGER BERMAN LLC - SCHEDULE ATTACHED	VARIOUS	VARIOUS	31,002.	35,130.	-4,128.
NEUBERGER BERMAN LLC	VARIOUS	VARIOUS	1,080,483.	942,263.	138,220.
DEVON ENERGY CORP - CASH-IN-LIEU		04/29/2003	19.	NONE	19.
BERNARD L MADOFF - SCHEDULE ATTACHED	VARIOUS	VARIOUS	23,793,358.	23,212,719.	580,639.
BERNARD L MADOFF - SCHEDULE ATTACHED	VARIOUS	VARIOUS	11,370,712.	10,964,343.	406,369.
BERNARD L MADOFF - SCHEDULE ATTACHED	VARIOUS	VARIOUS	635,663.	936,476.	-300,813.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			37,001,759.	36,184,598.	817,161.
Totals			37,001,759.	36,184,598.	817,161.

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
PRE-MAY 6TH CAPITAL GAINS (LOSSES)					
TOTAL PRE-MAY 6TH CAPITAL GAINS (LOSSES)			725,131.	917,009.	-191,878.
POST-MAY 5TH CAPITAL GAINS (LOSSES)					
560 SHS EXXON MOBIL CORP		12/29/2003	22,769.	22,725.	44.
760 SHS GENERAL ELECTRIC CO		12/29/2003	23,140.	23,430.	-290.
1200 SHS MICROSOFT CORP		12/29/2003	32,862.	32,952.	-90.
400 SHS 3M CO		12/29/2003	33,618.	33,800.	-182.
TOTAL POST-MAY 5TH CAPITAL GAINS (LOSSES)			112,389.	112,907.	-518.
CAPITAL GAINS (LOSSES) FROM SECURITIES					
560 SHS EXXON MOBIL CORP		12/29/2003	22,769.	22,725.	44.
760 SHS GENERAL ELECTRIC CO		12/29/2003	23,140.	23,430.	-290.
1200 SHS MICROSOFT CORP		12/29/2003	32,862.	32,952.	-90.
400 SHS 3M CO		12/29/2003	33,618.	33,800.	-182.
BERNARD L MADOFF - SCHEDULE ATTACHED	VARIOUS	VARIOUS	725,131.	917,009.	-191,878.
TOTAL CAPITAL GAINS (LOSSES) FROM SECURITIES			837,520.	1,029,916.	-192,396.
Totals			837,520.	1,029,916.	-192,396.

Form **4562**

Department of the Treasury
Internal Revenue Service

Depreciation and Amortization
(Including Information on Listed Property)

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

OMB No 1545-0172

2003

Attachment Sequence No **67**

Name(s) shown on return: ALLIANCE FOR EXCELLENT EDUCATION, INC.

Identifying number: 11-3487339

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179
Note: *If you have any listed property, complete Part V before you complete Part I.*

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

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

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2002 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2004 Add lines 9 and 10, less line 12 ▶	13	

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see page 3 of the instructions)	14	
15	Property subject to section 168(f)(1) election (see page 4 of the instructions)	15	
16	Other depreciation (including ACRS) (see page 4 of the instructions)	16	25,112.

Part III MACRS Depreciation (Do not include listed property) (See page 4 of the instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2003	17	
18	If you are electing under section 168(i)(4) to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2003 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	M M	S/L	
			27 5 yrs	M M	S/L	
i Nonresidential real property			39 yrs	M M	S/L	
				M M	S/L	

Section C - Assets Placed in Service During 2003 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	M M	S/L	

Part IV Summary (see page 6 of the instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr	22	25,112.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

JSA 3F0931 1 000 **For Paperwork Reduction Act Notice, see separate instructions.**

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Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See page 7 of the instructions for limits for passenger automobiles* **)**

24a Do you have evidence to support the business/investment use claimed? [ ] Yes [ ] No **24b** If "Yes," is the evidence written? [ ] Yes [ ] No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see page 6 of the instructions)						25		
26 Property used more than 50% in a qualified business use (see page 6 of the instructions)								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use (see page 6 of the instructions)								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (do **not** include commuting miles - see page 2 of the instructions)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see page 8 of the instructions)

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See page 8 of the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See page 9 of the instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2003 tax year (see page 9 of the instructions)					
43 Amortization of costs that began before your 2003 tax year				43	
44 **Total.** Add amounts in column (f) See page 9 of the instructions for where to report				44	

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTER EQUIPMENT	07/01/2001	23,429.	100.000			23,429.	7,029.	11,715.	SL		5.000				4,686.
OFFICE FURNITURE	07/01/2001	13,680.	100.000			13,680.	2,931.	4,885.	SL		7.000				1,954.
WEBSITE DEVELOP	10/01/2001	11,629.	100.000			11,629.	4,845.	8,721.	SL		3.000				3,876.
LASER PRINTER	03/01/2002	1,550.	100.000			1,550.	431.	948.	SL		3.000				517.
OFFICE FURNITURE	04/01/2002	835.	100.000			835.	89.	208.	SL		7.000				119.
OFFICE FURNITURE	06/01/2002	307.	100.000			307.	36.	97.	SL		5.000				61.
PROJECTOR	07/01/2002	5,760.	100.000			5,760.	576.	1,728.	SL		5.000				1,152.
COMPUTER EQUIPMENT	07/01/2002	1,716.	100.000			1,716.	286.	858.	SL		3.000				572.
OFFICE FURNITURE	08/01/2002	12,693.	100.000			12,693.	756.	2,569.	SL		7.000				1,813.
SOFTWARE	08/01/2002	536.	100.000			536.	74.	253.	SL		3.000				- 179.
COMPUTER EQUIPMENT	09/01/2002	3,986.	100.000			3,986.	443.	1,772.	SL		3.000				1,329.
COMPUTER EQUIPMENT	10/01/2002	687.	100.000			687.	57.	286.	SL		3.000				229.
SOFTWARE	10/01/2002	261.	100.000			261.	22.	109.	SL		3.000				87.
COMPUTER EQUIPMENT	11/01/2002	1,049.	100.000			1,049.	58.	408.	SL		3.000				350.
SOFTWARE	11/01/2002	765.	100.000			765.	43.	298.	SL		3.000				255.
OFFICE FURNITURE	12/31/2002	484.	100.000			484.	NONE	69.	SL		7.000				69.
SOFTWARE	04/01/2002	16,600.	100.000			16,600.	4,150.	9,683.	SL		3.000				5,533.
OFFICE FURNITURE	07/01/2002	1,180.	100.000			1,180.	118.	354.	SL		5.000				236.
OFFICE FURNITURE	01/03/2003	810.	100.000			810.		116.	SL		7.000				116.
Less Retired Assets															
Subtotals															

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS.															

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS.							

*Assets Retired

JSA
3X9024 2 000

ALLIANCE FOR EXCELLENT EDUCATION, INC. **2003** 11-3487339

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
OFFICE FURNITURE	03/04/2003	443.	100.000			443.		53.	SL		7.000				53.
COMPUTER	03/17/2003	2,230.	100.000			2,230.		619.	SL		3.000				619.
OFFICE FURNITURE	03/28/2003	565.	100.000			565.		67.	SL		7.000				67.
COMPUTER	04/17/2003	2,230.	100.000			2,230.		557.	SL		3.000				557.
COMPUTER SOFTWARE	06/12/2003	596.	100.000			596.		116.	SL		3.000				116.
COMPUTER EQUIPMENT	06/12/2003	350.	100.000			350.		68.	SL		3.000				68.
OFFICE FURNITURE	06/30/2003	505.	100.000			505.		36.	SL		7.000				36.
COMPUTER	07/25/2003	2,344.	100.000			2,344.		391.	SL		3.000				391.
OFFICE FURNITURE	08/14/2003	385.	100.000			385.		23.	SL		7.000				23.
COMPUTER EQUIPMENT	11/12/2003	1,750.	100.000			1,750.		49.	SL		3.000				49.
COMPUTER SOFTWARE	12/22/2003	524.	100.000			524.			SL		3.000				
LEASE ACQ COSTS	12/31/2003	7,463.	100.000			7,463.			SL		15.000				
Less Retired Assets															
Subtotals		117,342.				117,342.	21,944.	47,056.							25,112.

Listed Property

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MACRS class	Current-year 179 expense	Current-year depreciation
Less Retired Assets															
Subtotals															
TOTALS		117,342.				117,342.	21,944.	47,056.							25,112.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
3X9024 2 000

3/24/2004 4.51 PM

Alliance for Excellent Education
Bernard L. Madoff a/c # 1-N0021-3-0
January 1, 2003 - December 31, 2003

Description	Quantity	Buy Date	Cost	Sell Date	Proceeds	Gain/ Loss	
US Treasury Bill Due 6/1/2003	2,775,000	12/31/2002	2,763,983 25	1/10/2003	2,765,093 25	1,110.00	
US Treasury Bill Due 6/8/2003	2,775,000	12/31/2002	2,763,345 00	1/10/2003	2,764,456 00	1,110 00	
US Treasury Bill Due 3/27/2003	50,000	1/21/2003	49,898 00	3/10/2003	49,973.50	75.50	
US Treasury Bill Due 5/1/2003	75,000	2/24/2003	74,840.25	3/10/2003	74,885.25	45.00	
US Treasury Bill Due 5/8/2003	75,000	2/24/2003	74,823 75	3/10/2003	74,869 50	45 75	
US Treasury Bill Due 4/24/2003	75,000	2/24/2003	74,859 00	3/10/2003	74,898 75	39 75	
US Treasury Bill Due 5/15/2003	2,550,000	2/26/2003	2,543,548.50	3/10/2003	2,545,053 00	1,504.50	
US Treasury Bill Due 5/22/2003	2,550,000	2/26/2003	2,542,834.50	3/10/2003	2,544,517.50	1,683.00	
US Treasury Bill Due 5/29/2003	2,750,000	3/10/2003	2,743,647.50	3/14/2003	2,743,922.50	275.00	
US Treasury Bill Due 6/5/2003	2,750,000	3/10/2003	2,743,015.00	3/14/2003	2,743,290 00	275.00	
US Treasury Bill Due 8/14/2003	-2,800,000	3/26/2003	2,787,400.00	4/15/2003	2,789,164 00	1,764 00	
US Treasury Bill Due 8/21/2003	2,800,000	3/26/2003	2,786,756 00	4/15/2003	2,788,464.00	1,708 00	
US Treasury Bill Due 8/28/2003	2,825,000	4/15/2003	2,812,711.25	5/9/2003	2,815,762.25	3,051.00	
US Treasury Bill Due 9/4/2003	2,825,000	4/15/2003	2,812,061.50	5/9/2003	2,815,084.25	3,022 75	
US Treasury Bill Due 12/4/2003	2,900,000	6/25/2003	2,888,139 00	7/8/2003	2,888,980.00	841.00	
US Treasury Bill Due 12/18/2003	2,900,000	6/25/2003	2,886,950 00	7/8/2003	2,888,081.00	1,131.00	
US Treasury Bill Due 9/25/2003	25,000	7/15/2003	24,956.50	7/21/2003	24,961.00	4 50	
US Treasury Bill Due 10/16/2003	25,000	7/21/2003	24,946.25	9/4/2003	24,975 00	28.75	
US Treasury Bill Due 10/23/2003	75,000	8/18/2003	74,871.00	9/4/2003	74,910.75	39.75	
US Treasury Bill Due 12/4/2003	1,000,000	8/18/2003	997,180.00	9/4/2003	997,650.00	470.00	
US Treasury Bill Due 12/11/2003	1,000,000	8/18/2003	996,990.00	9/4/2003	997,470.00	480 00	
US Treasury Bill Due 12/4/2003	1,850,000	8/18/2003	1,844,838.50	9/4/2003	.1,845,652.50	814.00	
US Treasury Bill Due 12/11/2003	1,850,000	8/18/2003	1,844,487.00	9/4/2003	1,845,319.50	832.50	
US Treasury Bill Due 12/11/2003	2,975,000	9/23/2003	2,969,198.75	10/10/2003	2,970,924.25	1,725.50	
US Treasury Bill Due 12/18/2003	2,975,000	9/23/2003	2,968,663.25	10/10/2003	2,970,478 00	1,814.75	
US Treasury Bill Due 3/25/2004	2,000,000	11/25/2003	1,993,880.00	12/31/2003	1,995,840 00	1,960.00	
US Treasury Bill Due 4/1/2004	2,000,000	11/25/2003	1,993,380.00	12/31/2003	1,995,340.00	1,960.00	
US Treasury Bill Due 4/8/2004	2,100,000	11/25/2003	2,092,671.00	12/31/2003	2,094,855.00	2,184 00	
US Treasury Bill Due 4/22/2004	3,050,000	12/31/2003	3,041,399.00				
US Treasury Bill Due 4/29/2004	3,050,000	12/31/2003	3,040,850 00				
			57,257,123 75		51,204,889.75	29,995 00	UST Interest
Cost of Securities Sold			45,094,943.75				
Cost of Securities Owned			6,082,249.00				

Description	Quantity	Buy Date	Cost		Sell Date	Proceeds	Gain/ Loss
Banc One Corp	1,666	1/9/2003	62,741.56		2/21/2003	60,742 36	(1,999 20)
American Intl Group Inc	3,689	1/9/2003	223,368.95		2/21/2003	187,438.09	(35,930 86)
Oracle Corporation	7,735	1/9/2003	96,378 10		2/21/2003	95,914 00	(464.10)
Amgen Inc	1,785	1/9/2003	87,822 00		2/21/2003	96,854 10	9,032 10
AOL Time Warner, Inc	6,307	1/9/2003	86,090.55		2/21/2003	67,611 04	(18,479 51)
American Express Company AxP	1,904	1/9/2003	71,419.04		2/21/2003	64,545 60	(6,873 44)
Pepsico Inc	2,380	1/9/2003	101,673 80		2/21/2003	93,843 40	(7,830.20)
Bank of America	2,023	1/9/2003	144,543 35		2/21/2003	142,338.28	(2,205.07)
Pfizer Inc	8,568	1/9/2003	264,836 88		2/21/2003	248,986.08	(15,850 80)
Bristol Myers Squibb Company	2,737	1/9/2003	66,810 17		2/21/2003	63,279 44	(3,530 73)
Procter & Gamble Co	1,785	1/9/2003	152,117.70		2/21/2003	150,243 45	(1,874.25)
Anheuser Busch Cos Inc	1,190	1/9/2003	59,166.80		2/21/2003	57,108.10	(2,058.70)
Pharmacia Corp	1,785	1/9/2003	75,327.00		2/21/2003	70,810.95	(4,516.05)
Citi Group Inc	7,140	1/9/2003	264,180.00		2/21/2003	238,618 80	(25,561.20)
SBC Communications Inc	4,641	1/9/2003	133,660.80		2/21/2003	96,904 08	(36,756.72)
Cisco Systems Inc	10,115	1/9/2003	148,589.35		2/21/2003	148,387.05	(202.30)
US Bancorp	2,737	1/9/2003	61,336 17		2/21/2003	57,477.00	(3,859 17)
Du Pont E I De Nemours & Co	1,428	1/9/2003	62,489.28		2/21/2003	53,307.24	(9,182.04)
Viacom	2,499	1/9/2003	104,558.16		2/21/2003	97,161.12	(7,397.04)
The Walt Disney Co	2,856	1/9/2003	50,836 80		2/21/2003	49,066 08	(1,770 72)
Verizon Communications	3,808	1/9/2003	155,214 08		2/21/2003	136,288.32	(18,925 76)
General Electric Co	13,604	1/9/2003	355,591 04		2/21/2003	329,501 48	(26,089 56)
Wells Fargo & Co	2,380	1/9/2003	114,311 40		2/21/2003	111,217 40	(3,094 00)
Home Depot Inc	3,213	1/9/2003	68,372.64		2/21/2003	71,617.77	3,245.13
Wal-Mart Stores Inc	6,069	1/9/2003	308,305.20		2/21/2003	297,138.24	(11,166 96)
Hewlett Packard Co	4,284	1/9/2003	84,651 84		2/21/2003	78,911.28	(5,740.56)
Exxon Mobil Corp	9,401	1/9/2003	330,351.14		2/21/2003	321,326.18	(9,024 96)
International Business Machs	2,380	1/9/2003	201,847.80		2/21/2003	189,733.60	(12,114 20)
Intel Corp	9,401	1/9/2003	158,688.88		2/21/2003	159,158 93	470.05
Johnson & Johnson	4,165	1/9/2003	234,531.15		2/21/2003	223,327.30	(11,203.85)
JP Morgan Chase & Co	2,737	1/9/2003	73,707 41		2/21/2003	62,595.19	(11,112.22)
Coca Cola Co	3,451	1/9/2003	151,429.88		2/21/2003	139,213 34	(12,216 54)
Medtronic Inc	1,668	1/9/2003	78,152.06		2/21/2003	75,536 44	(2,615 62)
3M Company	595	1/9/2003	74,809 35		2/21/2003	75,225 85	416 50
Merck & Co	3,094	1/9/2003	181,555 92		2/21/2003	167,478.22	(14,077 70)
Microsoft Corp	14,994	1/9/2003	410,235 84	(2)	2/21/2003	370,051 92	(40,183 92)
Morgan Stanley	1,547	1/9/2003	64,927 59		2/21/2003	57,285.41	(7,642 18)
Altria Group Inc	2,856	1/9/2003	116,781 84	(1)	2/21/2003	107,385 60	(9,396 24)
			5,481,411 32			5,113,628 73	(367,782 59) (1)

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Description	Quantity	Buy Date	Cost	Sell Date	Proceeds	Gain/ Loss
Pharmacia Corp	2,192	3/12/2003	86,299.04	3/21/2003	97,456.32	11,157.28
Anheuser Busch Cos Inc	1,370	3/12/2003	63,417.30	3/21/2003	66,308.00	2,890 70
SBC Communications Inc	5,480	3/12/2003	104,339 20	3/21/2003	119,080 40	14,741 20
Citi Group Inc	8,631	3/12/2003	264,194 91	3/21/2003	320,555 34	56,360 43
Viacom Inc	2,877	3/12/2003	96,264.42	3/21/2003	120,028 44	23,764.02
Cisco Systems Inc	12,193	3/12/2003	151,924.78	3/21/2003	170,945 86	19,021.08
Verizon Communications	4,384	3/12/2003	142,128 28	3/21/2003	164,750.72	22,621 44
General Electric Co	16,303	3/12/2003	378,881 72	3/21/2003	455,016.73	76,135 01
Wells Fargo & Co	2,877	3/12/2003	124,861.80	3/21/2003	135,967.02	11,105.22
Home Depot Inc	3,836	3/12/2003	83,624.80	3/21/2003	98,700.28	15,076 48
Wal-Mart Stores Inc	7,261	3/12/2003	339,088.70	3/21/2003	396,668 43	57,578 73
Hewlett Packard Co	4,932	3/12/2003	76,248.72	3/21/2003	86,901.84	10,653 12
Exxon Mobil Corp	11,234	3/12/2003	375,215 60	3/21/2003	404,086 98	28,871.38
International Business Machs	2,877	3/12/2003	212,063 67	3/21/2003	244,055 91	31,992.24
Intel Corp	10,823	3/12/2003	170,029 33	3/21/2003	204,879.39	34,850 06
Johnson & Johnson	4,795	3/12/2003	261,183.65	3/21/2003	281,034.95	19,851.30
JP Morgan Chase & Co	3,288	3/12/2003	66,746 40	3/21/2003	81,180.72	14,434.32
Coca Cola Co	3,973	3/12/2003	149,384 80	3/21/2003	167,898.98	18,514.18
Medtronic Inc	2,055	3/12/2003	87,954.00	3/21/2003	97,550.85	9,596.85
3M Company	685	3/12/2003	82,337 00	3/21/2003	92,201 00	9,864 00
Altria Group Inc	3,425	3/12/2003	121,279 25	3/21/2003	120,046 25	(1,233 00)
Merck & Co	3,699	3/12/2003	186,651.54	3/21/2003	209,844.27	23,192.73
Microsoft Corp	17,538	3/12/2003	398,417.92	3/21/2003	466,632 96	68,215 04
Morgan Stanley	1,918	3/12/2003	62,469.28	3/21/2003	79,539 48	17,070.20
Banc One Corp	1,918	3/12/2003	63,715 96	3/21/2003	70,812.56	7,096.60
Oracle Corporation	8,768	3/12/2003	94,060.64	3/21/2003	101,445 76	7,385.12
American Intl Group Inc	4,384	3/12/2003	188,818 88	3/21/2003	238,629.44	50,810 56
Amgen Inc	2,055	3/12/2003	111,504 30	3/21/2003	120,669.60	9,165 30
AOL Time Warner Inc	7,535	3/12/2003	79,946.35	3/21/2003	85,899.00	5,952.65
Pepsico Inc	2,877	3/12/2003	107,024 40	3/21/2003	119,222.88	12,198 48
American Express Company	2,192	3/12/2003	68,171 20	3/21/2003	82,989.12	14,817 92
Pfizer Inc	10,275	3/12/2003	292,529.25	3/21/2003	328,080 75	35,551.50
Bank of America	2,466	3/12/2003	158,909.04	3/21/2003	173,680 38	14,771.34
Procter & Gamble Co	2,055	3/12/2003	166,455 00	3/21/2003	182,771.70	16,316 70
Bristol Myers Squibb Company	3,151	3/12/2003	66,769 69	3/21/2003	70,550.89	3,781.20
			5,482,931.60		6,257,083.16	774,151 38

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Alliance for Excellent Education
Bernard L. Madoff a/c # 1-N0021-3-0
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Description	Quantity	Buy Date	Cost	Sell Date	Proceeds	Gain/ Loss
Morgan Stanley	1,573	5/8/2003	69,322.11	6/20/2003	69,683 90	361 79
Banc One Corp	1,694	5/8/2003	61,831 00	6/20/2003	64,541 40	2,710.40
American Intl Group Inc	3,751	5/8/2003	207,805 40	6/20/2003	217,558.00	9,752 60
Oracle Corporation	7,623	5/8/2003	92,009.61	6/20/2003	98,717 85	6,708 24
Amgen	1,815	5/8/2003	109,644 15	6/20/2003	118,102 05	8,457 90
AOL Time Warner Inc	6,413	5/8/2003	84,330.95	6/20/2003	101,774 31	17,443 36
American Express Company	1,936	5/8/2003	74,110 08	6/20/2003	83,267 36	9,157 28
Pepsico Inc	2,420	5/8/2003	104,277.80	6/20/2003	107,956.20	3,678 40
Bank Of America	2,178	5/8/2003	160,453.26	6/20/2003	172,127.34	11,674 08
Pfizer Inc	11,495	5/8/2003	366,115 75	6/20/2003	409,566 85	43,451.10
Bristol Myers Squibb Company	2,783	5/8/2003	70,994 33	6/20/2003	79,899.93	8,905.60
Procter & Gamble Co	1,815	5/8/2003	161,734.65	6/20/2003	165,836.55	4,101 90
Anheuser Busch Cos Inc	1,210	5/8/2003	60,318.50	6/20/2003	62,206.10	1,887.60
SBC Communications Inc	4,719	5/8/2003	108,395.43	6/20/2003	123,213.09	14,817 66
Citi Group Inc	7,381	5/8/2003	289,704.25	6/20/2003	325,354 48	35,650.23
U S Bancorp	2,783	5/8/2003	61,754 77	6/20/2003	68,795.76	7,040 99
Cisco Systems Inc	10,164	5/8/2003	154,492.80	6/20/2003	182,952.00	28,459.20
Viacom Inc	2,541	5/8/2003	110,101.53	6/20/2003	114,624.51	4,522.98
Du Pont E I De Nemours & Co	1,452	5/8/2003	61,274.40	5/16/2003	61,434.12	159 72
Verizon Communications	3,872	5/8/2003	140,863.36	6/20/2003	159,797.44	18,934 08
General Electric Co	14,278	5/8/2003	406,209 10	6/20/2003	429,339 46	23,130 36
Wells Fargo & Co	2,420	5/8/2003	113,861.00	6/20/2003	124,170.20	10,309 20
Home Depot Inc	3,388	5/8/2003	99,099.00	6/20/2003	110,482.68	11,383 68
Wal-Mart Stores Inc	6,292	5/8/2003	346,248 76	6/20/2003	341,718.52	(4,530.24)
Hewlett Packard Co	4,356	5/8/2003	74,182.68	6/20/2003	94,830.12	20,647 44
Exxon Mobil Corp	9,680	5/8/2003	341,704 00	6/20/2003	357,192 00	15,488 00
International Business Machines	2,420	5/8/2003	208,168.40	6/20/2003	205,627 40	(2,541 00)
Intel Corp	9,438	5/8/2003	178,189 44	6/20/2003	197,348 58	19,159 14
Johnson & Johnson	4,235	5/8/2003	238,726.95	6/20/2003	230,934.55	(7,792 40)
JP Morgan Chase & Co	2,904	5/8/2003	86,916.72	6/20/2003	101,146 32	14,229.60
Coca Cola Co	3,509	5/8/2003	150,220 29	6/20/2003	163,168.50	12,948 21
Medtronic Inc	1,694	5/8/2003	78,618.54	6/20/2003	82,989.06	4,370.52
3M Company	605	5/8/2003	74,415.00	6/20/2003	79,134.00	4,719.00
Altria Group Inc	3,025	5/8/2003	93,775 00	6/20/2003	130,559.00	36,784 00
Merck & Co	3,267	5/8/2003	190,074.06	6/20/2003	205,592 31	15,518 25
Microsoft Corp	15,387	5/8/2003	395,700.25	6/20/2003	404,766 78	9,066 53
			5,625,643.32		6,046,408 72	420,765.40

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Description	Quantity	Buy Date	Cost	Sell Date	Proceeds	Gain/ Loss
Johnson & Johnson	4,095	7/7/2003	217,485 45	8/13/2003	210,360 15	(7,125 30)
JP Morgan Chase & Co	2,808	7/7/2003	96,791 76	8/14/2003	95,191 20	(1,600 56)
Coca Cola Co	3,393	7/7/2003	156,756 60	8/14/2003	152,718.93	(4,037 67)
Medtronic Inc	1,638	7/7/2003	78,148.98	8/14/2003	84,291.48	6,142 50
Merrill Lynch & Co Inc	1,287	7/7/2003	63,899.55	8/14/2003	68,223.87	4,324.32
3M Company	585	7/7/2003	75,699.00	8/14/2003	83,070 00	7,371 00
Altria Group Inc	2,808	7/7/2003	130,459 68	8/14/2003	112,039.20	(18,420.48)
Merck & Co	3,159	7/7/2003	192,920 13	8/13/2003	171,091.44	(21,828 69)
Microsoft Corp	14,508	7/7/2003	391,861 08	8/13/2003	374,451 48	(17,409 60)
Morgan Stanley	1,404	7/7/2003	84,724.40	8/14/2003	88,360.76	3,636.36
American Int'l Group Inc	3,510	7/7/2003	200,666 70	8/14/2003	220,147.20	19,480.50
Amgen	1,755	7/7/2003	117,690 30	8/14/2003	120,164.85	2,474 55
Banc One Corp	1,521	7/7/2003	56,778.93	8/14/2003	60,216 39	3,437 46
AOL Time Warner Inc	6,201	7/7/2003	102,130.47	8/14/2003	95,929 47	(6,201 00)
Oracle Corporation	7,137	7/7/2003	87,927.84	8/14/2003	86,429 07	(1,498.77)
American Express Company	1,755	7/7/2003	75,412.35	8/14/2003	79,852.50	4,440 15
Bank of America	2,106	7/7/2003	168,964.38	8/14/2003	171,428 40	2,464.02
Pepsico Inc	2,340	7/7/2003	103,872 60	8/14/2003	105,229.80	1,357.20
Bristol Myers Squibb Company	2,691	7/7/2003	74,029.41	8/14/2003	70,208 19	(3,821 22)
Pfizer Inc	10,764	7/7/2003	373,510 80	8/13/2003	346,708 44	(26,802 36)
Anheuser Busch Cos Inc	1,170	7/7/2003	60,021.00	8/14/2003	60,723.00	702 00
Procter & Gamble Co	1,755	7/7/2003	158,213.25	8/14/2003	156,037.05	(2,176.20)
Citi Group Inc	7,020	7/7/2003	310,915.80	8/13/2003	319,339.80	8,424.00
SBC Communications Inc	4,563	7/7/2003	119,459.34	8/14/2003	104,949.00	(14,510.34)
Cisco Systems Inc	9,477	7/7/2003	169,259.22	8/13/2003	169,733.07	473 85
U S Bancorp	2,574	7/7/2003	63,346.14	8/14/2003	61,853.22	(1,492 92)
Du Pont E I De Nemours & Co	1,404	7/7/2003	58,701.24	8/14/2003	61,776.00	3,074 76
Viacom Inc	2,340	7/7/2003	101,907 00	8/13/2003	100,362.60	(1,544.40)
General Electric Co	13,689	7/7/2003	396,022.77	8/14/2003	391,505 40	(4,517 37)
Verizon Communications	3,861	7/7/2003	153,706.41	8/14/2003	137,799.09	(15,907 32)
Home Depot Inc	3,159	7/7/2003	106,237.17	8/14/2003	104,752 44	(1,484 73)
Wells Fargo & Co	2,340	7/7/2003	119,831 40	8/14/2003	117,655.20	(2,176 20)
Hewlett Packard Co	4,095	7/7/2003	89,230.05	8/14/2003	87,059.70	(2,170.35)
Wal-Mart Stores Inc	5,967	7/7/2003	332,063 55	8/13/2003	349,606 53	17,542.98
International Business Machines	2,340	7/7/2003	198,455 40	8/14/2003	191,154.60	(7,300 80)
Exxon Mobil Corp	9,243	7/7/2003	333,487 44	8/14/2003	340,234 83	6,747 39
Intel Corp	8,775	7/7/2003	195,068 25	8/14/2003	220,340 25	25,272.00
			5,785,655 84		5,750,994.60	(44,661 24)

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Description	Quantity	Buy Date	Cost	Sell Date	Proceeds	Gain/ Loss
Bristol Myers Squbb Company	2,760	9/2/2003	70,269 60	9/18/2003	74,878.80	4,609.20
U S Bancorp	2,760	9/2/2003	65,743.20	9/18/2003	67,702.80	1,959.60
Citi Group Inc	7,960	9/2/2003	318,688 00	9/18/2003	338,560 00	19,872.00
Viacom Inc	2,630	9/2/2003	113,546 40	9/18/2003	110,004 40	(3,542.00)
Cisco Systems Inc	10,005	9/2/2003	192,796.35	9/18/2003	213,106.50	20,310.15
Verizon Communications	3,910	9/2/2003	137,045.50	9/18/2003	139,587.00	2,541.50
General Electric Co	14,375	9/2/2003	426,506.25	9/18/2003	462,443 75	35,937.50
Wells Fargo & Co	2,415	9/2/2003	123,189.15	9/18/2003	123,551.40	362.25
Home Depot Inc	3,220	9/2/2003	102,879.00	9/18/2003	106,099 00	3,220.00
Wal-Mart Stores Inc	6,210	9/2/2003	366,265.80	9/18/2003	362,788.20	(3,477.60)
Hewlett Packard Co	4,370	9/2/2003	87,793.30	9/18/2003	91,551.50	3,758.20
Exxon Mobil Corp.	9,545	9/2/2003	359,273.80	9/18/2003	352,592 30	(6,681 50)
International Business Mach.	2,630	9/2/2003	208,446.70	9/18/2003	233,392 50	24,945 80
Intel Corp	9,200	9/2/2003	264,224 00	9/18/2003	267,444.00	3,220.00
Johnson & Johnson	4,255	9/2/2003	211,430 95	9/18/2003	215,941.25	4,510 30
JP Morgan Chase & Co	2,875	9/2/2003	98,440.00	9/18/2003	101,602 50	3,162 50
Coca Cola Co	3,565	9/2/2003	154,471 45	9/18/2003	156,503.50	2,032 05
Medtronic Inc	1,725	9/2/2003	85,163.25	9/18/2003	85,094.25	(69.00)
Merrill Lynch & Co Inc	1,380	9/2/2003	73,940.40	9/18/2003	77,625 00	3,684 60
3M Company	575	9/2/2003	81,132.50	9/18/2003	81,149.75	17.25
Altria Group Inc	2,875	9/2/2003	117,990.00	9/18/2003	128,368 75	10,378.75
Merck & Co	3,220	9/2/2003	161,611.80	9/18/2003	172,592.00	10,980.20
Microsoft Corp	15,410	9/2/2003	410,060.10	9/18/2003	446,581.80	36,521 70
Morgan Stanley	1,610	9/2/2003	78,535.80	9/18/2003	84,605.50	6,069.70
American Intl Group Inc	3,680	9/2/2003	218,518 40	9/18/2003	223,155.20	4,636 80
Oracle Corporation	7,590	9/2/2003	98,518.20	9/18/2003	94,116 00	(4,402 20)
Amgen Inc	1,840	9/2/2003	121,200.80	9/18/2003	128,597.60	7,396.80
Pepsico Inc	2,415	9/2/2003	107,008 65	9/18/2003	110,317.20	3,308 55
AOL Time Warner Inc	6,440	9/2/2003	105,036.40	9/18/2003	105,873.60	837.20
Pfizer Inc	11,270	9/2/2003	338,212.70	9/18/2003	364,021.00	25,808.30
American Express Company	1,840	9/2/2003	82,928.80	9/18/2003	86,167.20	3,238 40
Procter & Gamble Co	1,840	9/2/2003	160,411.20	9/18/2003	171,561.60	11,150 40
Bank of America	2,070	9/2/2003	164,109 60	9/18/2003	163,385.10	(724.50)
SBC Communications Inc	4,715	9/2/2003	105,616 00	9/18/2003	112,735 65	7,119 65
			5,811,004.05		6,053,696.60	242,692 55 1

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Description	Quantity	Buy Date	Cost	Sell Date	Proceeds	Gain/ Loss
Cisco Systems Inc	10,092	10/8/2003	209,409 00	11/20/2003	221,418.48	12,009 48
Viacom Inc	2,552	10/8/2003	102,105.52	11/20/2003	97,154 64	(4,950 88)
General Electric Co	14,096	10/8/2003	423,746 84	11/20/2003	412,518 04	(11,228 80)
Verizon Communications	3,828	10/8/2003	124,754 52	11/20/2003	122,189 76	(2,564 76)
Home Depot Inc	3,248	10/8/2003	111,406 40	11/20/2003	115,531.36	4,124 96
Wells Fargo & Co	2,320	10/8/2003	125,303.20	11/20/2003	131,103.20	5,800 00
Hewlett Packard Co	4,524	10/8/2003	91,430.04	11/20/2003	99,166 08	7,736 04
Wal- Mart Stores Inc	6,148	10/8/2003	358,981.72	11/20/2003	339,492.56	(19,489 16)
International Business Mach	2,436	10/8/2003	226,036 44	11/20/2003	217,486.08	(8,550 36)
Exxon Mobil Corp	9,396	10/8/2003	357,141.96	11/20/2003	332,618.40	(24,523.56)
Intel Corp	9,184	10/8/2003	271,071.12	11/20/2003	295,080.80	24,009.68
Johnson & Johnson	4,176	10/8/2003	207,588.96	11/20/2003	217,152 00	9,563.04
JP Morgan Chase & Co	2,900	10/8/2003	103,269 00	11/20/2003	101,558.00	(1,711.00)
Coca Cola Co	3,480	10/8/2003	153,537.60	11/20/2003	161,924.40	8,386 80
Medtronic Inc	1,740	10/8/2003	79,083.00	11/20/2003	77,969.40	(1,113 60)
Merrill Lynch & Co Inc	1,276	10/8/2003	72,489.56	11/20/2003	69,669 60	(2,819 96)
3M Company	1,160	10/8/2003	84,216.00	11/20/2003	89,180.80	4,964.80
Altria Group Inc	2,900	10/8/2003	130,210 00	11/20/2003	146,450.00	16,240.00
Merck & Co	3,132	10/8/2003	156,318.12	11/20/2003	143,790.12	(12,528.00)
Microsoft Corp	15,312	10/8/2003	440,220.00	11/20/2003	386,781 12	(53,438.88)
Morgan Stanley	1,508	10/8/2003	80,028.56	11/20/2003	79,501 76	(527 80)
American Intl Group Inc	3,712	10/8/2003	225,318.40	11/20/2003	213,811.20	(11,507.20)
Banc One Corp	1,624	10/8/2003	65,609 60	11/20/2003	69,003 76	3,394 16
Amgen Inc	1,856	10/8/2003	120,769.92	11/20/2003	112,176.64	(8,593 28)
Oracle Corporation	7,540	10/8/2003	94,325 40	11/20/2003	90,480 00	(3,845.40)
AOL Time Warner Inc	6,496	10/8/2003	98,479.36	11/20/2003	100,363 20	1,883.84
Pepsico Inc	2,436	10/8/2003	116,124.12	11/20/2003	116,635 68	511.56
American Express Company	1,856	10/8/2003	86,136.96	11/20/2003	82,666 24	(3,470.72)
Pfizer Inc	11,020	10/8/2003	337,101.80	11/20/2003	378,096 20	40,994 40
Bank of America	2,088	10/8/2003	167,227.92	11/20/2003	154,512.00	(12,715 92)
Procter & Gamble Co	1,856	10/8/2003	176,985.92	11/20/2003	177,656.32	1,670 40
Bristol Myers Squibb Company	2,668	10/8/2003	68,540.92	11/20/2003	69,901.60	1,360.68
SBC Communications Inc	4,604	10/8/2003	102,590.40	11/20/2003	106,116.80	3,526 40
Citi Group	7,308	10/8/2003	347,130 00	11/20/2003	340,772 04	(6,357.96)
U S Bancorp	2,668	10/8/2003	66,726.68	11/20/2003	72,329 48	5,602 80
			5,980,415.96		5,942,257.76	(38,158 20) (1)

Closed	34 177,062.29	35,164,069.59	987,007.30 S/T gain
Pre 5/6/03	10,964,343.12	11,370,711 91	406,368 79
Post 5/5/03	23,212,719.17	23,793,357.68	580,638.51

(1) Name change Philip Morris to Altria Group - 1/27/03
(2) Microsoft 2:1 split 2/21/03

The Alliance for Excellent Education
Bernard L. Madoff a/c # N-0021-4-0
January 1, 2003 - December 31, 2003
Capital Gain/Loss Schedule

		Quantity	Buy Date	Cost	Sell Date	Proceeds	Short Term Capital Gain/Loss
S&P 100 Index January 470 Call		119	1/17/2003	714.00	1/9/2003	53,431.00	52,717.00
S&P 100 Index January 460 Put		119	1/9/2003	59,619.00	1/17/2003	45,101.00	(14,518.00)
S&P 100 Index February 465 Call	**	119	2/21/2003	-	1/17/2003	145,061.00	145,061.00
S&P 100 Index February 455 Put		119	1/17/2003	142,919.00	2/21/2003	299,047.00	156,128.00
S&P 100 Index March 410 Call		137	3/21/2003	635,817.00	3/12/2003	93,023.00	(542,794.00)
S&P 100 Index March 400 Put	**	137	3/12/2003	97,407.00	3/21/2003	-	(97,407.00)
S&P 100 Index May 475 Call		121	5/16/2003	7,381.00	5/8/2003	31,339.00	23,958.00
S&P 100 Index May 465 Put	**	121	5/8/2003	61,831 00	5/16/2003	-	(61,831.00)
S&P 100 Index June 485 Call		121	6/20/2003	210,419.00	5/16/2003	89,419.00	(121,000.00)
S&P 100 Index June 475 Put		121	5/16/2003	116,281.00	6/20/2003	-	(116,281.00)
S&P 100 Index July 505 Call		117	7/11/2003	35,217.00	7/7/2003	73,593.00	38,376.00
S&P 100 Index July 495 Put	**	117	7/7/2003	48,087.00	7/21/2003	-	(48,087.00)
S&P 100 Index July 505 Call	**	117	7/21/2003	-	7/14/2003	74,763.00	74,763.00
S&P 100 Index August 510 Call		117	8/14/2003	1,287.00	7/18/2003	71,253.00	69,966.00
S&P 100 Index August 500 Put		117	7/18/2003	115,947.00	8/14/2003	79,443 00	(36,504.00)
S&P 100 Index September 515 Call		115	9/18/2003	72,450.00	9/2/2003	38,985.00	(33,465.00)
S&P 100 Index September 505 Put	**	115	9/2/2003	81,765.00	9/22/2003	-	(81,765.00)
S&P 100 Index October 515 Put		116	10/8/2003	52,316.00	10/16/2003	9,164.00	(43,152.00)
S&P 100 Index October 525 Call		116	10/16/2003	5,916 00	10/9/2003	48,604.00	42,688.00
S&P 100 Index November 525 Call		116	11/20/2003	1,276.00	10/16/2003	115,884.00	114,608.00
S&P 100 Index November 520 Put		116	10/16/2003	106,836.00	11/20/2003	92,684.00	(14,152.00)
				1,853,485.00		1,360,794.00	(492,691.00)

** Expired worthless

Select Equity Group, Inc.

REALIZED GAINS AND LOSSES

Alliance for Excellent Education

Gerard G. Leeds

Mr. Leeds

From 01-01-03 Through 12-31-03

						Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Proceeds**	**Short Term**	**Long Term**
LONG TERM PRIOR to 5/6/03							**0.00**
06-10-03	07-29-03	100	The Bisys Group Inc BSG	1,931 94	1,944 63	12 69	
06-10-03	08-11-03	400	The Bisys Group Inc BSG	7,727 76	6,905 19	-822 57	
06-10-03	08-20-03	50	Idexx Labs IDXX	1,790 20	2 054 93	264 73	
06-10-03	09-19-03	100	Hilb, Rogal & Hobbs HRH	3,610 67	3 242 12	-368 55	
06-10-03	09-19-03	100	Commerce Bancorp Inc/NJ CBH	3,837 14	4,873 93	1,036 79	
06-10-03	09-23-03	150	Weight Watchers Intl Inc WTW	6,306 00	6 617 76	311 76	
06-10-03	10-02-03	150	Weight Watchers Intl Inc WTW	6,306 00	6,298 71	-7 29	
07-09-03	10-02-03	50	Weight Watchers Intl Inc WTW	2,240 24	2,099 57	-140 67	
07-15-03	10-02-03	50	Weight Watchers Intl Inc WTW	2,103 62	2,099 57	-4 05	
06-10-03	11-03-03	600	First Health Group Corp FHCC	16,091 46	11,279 41	-4,812 05	
06-10-03	11-03-03	50	Moody's Investors Service MCO	2,666 50	2,919 84	253 34	
06-10-03	11-21-03	100	Lincare Holdings LNCR	3,256 85	3,326 67	69 82	
06-10-03	11-24-03	400	Lincare Holdings LNCR	13,027 40	11,777 96	-1,249 44	
06-10-03	11-24-03	200	Performance Food Group Inc PFGC	7,302 76	7,740 61	437 85	
06-10-03	12-17-03	50	Performance Food Group Inc PFGC	1,825.69	1,883 60	57 91	
06-11-03	12-19-03	50	Roto-Rooter Inc RRR	1,969 50	2,027 82	58 32	
06-10-03	12-30-03	50	Performance Food Group Inc PFGC	1,825 69	1,833 86	8 17	
06-11-03	12-31-03	250	Roto-Rooter Inc RRR	9,847 50	11,596.20	1,748 70	
LONG TERM AFTER 5/6/03							**0.00**
TOTAL GAINS						4,260 08	0 00
TOTAL LOSSES						-7,404 62	0 00
				93,666.92	**90,522.38**	**-3,144.54**	**0.00**
TOTAL REALIZED GAIN/LOSS		-3,144 54					

Part II of Form ADV is available upon request

We have submitted this invoice to your custodian for payment They do not verify this calculation NO ACTION OR PAYMENT IS REQUIRED FROM YOU
Custodian· Charles Schwab 4022-3597

Report run at 01 56 53 PM on Tuesday, March 23, 2004

REG. REP - H26
PORTFOLIO NO. - 045-00770
FISCAL YEAR END - 12/31
TAX EXEMPT CODE - Y
DENOMINATED IN - U.S. Dollars

THE ALLIANCE FOR EXCELLENT
EDUCATION
1101 VERMONT AVE NW - STE #411
WASHINGTON DC 20005-3534

OPEN DATE	CLOSE DATE	QUANTITY	DESCRIPTION	UNIT-COST	SALE PRICE	DOLLAR-COST	DOLLAR PROCEEDS	IND	PROFIT/LOSS
			================== C A P I T A L G A I N S ==================						
02/14/03	03/20/03	500	***ACE LTD-ORD	27.647500	27.955000	13,838.75	13,942.07		103.32
01/28/03	03/24/03	200	BEAZER HOMES USA INC	57.042200	61.667900	11,420.44	12,298.26		877.82
01/15/03	04/01/03	1,000	CMS ENERGY CORP	9.831000	4.777000	9,871.00	4,761.77		-5,109.23
01/15/03	05/08/03	1,000	READERS DIGEST ASSOCIATION INC	14.320700	12.018900	14,380.70	11,958.33		-2,422.37
03/12/03	05/15/03	500	PEP BOYS-MANNY MOE & JACK	7.755800	9.310100	3,892.90	4,634.83		741.93
02/28/03	05/19/03	300	HOME DEPOT INC	23.259900	28.222800	6,995.97	8,451.44		1,455.47
04/04/03	05/21/03	400	IMC GLOBAL INC	9.651000	9.281800	3,880.40	3,704.54		-175.86
02/20/03	05/23/03	400	***DENBURY RESOURCES INC NEW (HOLDING COMPANY)	10.526400	12.005400	4,226.56	4,781.93		555.37
03/14/03	06/02/03	500	CHIQUITA BRANDS INTL INC NEW	11.052600	15 250000	5,551.30	7,599.64		2,048.34
01/29/03	06/03/03	150	QUEST DIAGNOSTICS INC	54.300000	63 531000	8,162.50	9,494.20		1,331.70
03/12/03	06/06/03	500	PEP BOYS-MANNY MOE & JACK	7.755800	10.550400	3,892.90	5,249.95		1,357.05
01/16/03	06/09/03	500	FEDERATED DEPARTMENT STORE DEL	28.200200	35.759700	14,135.10	17,859.01		3,723.91
04/04/03	06/11/03	500	IMC GLOBAL INC	9.651000	7.210300	4,850.50	3,592.48		-1,258.02
02/03/03	06/12/03	400	OXFORD HEALTH PLANS INC	34.651500	41.666700	13,884.60	16,645.89		2,761.29
01/14/03	06/13/03	500	RANGE RESOURCES CORP	5.550000	7.134000	2,785.00	3,559.33		774.33
04/14/03	06/27/03	400	NEUBERGER BERMAN INC.	29.352600	39.561900	11,776.04	15,800.01		4,023.97
02/03/03	07/03/03	400	CASH AMERICA INTERNATIONAL INC FORMERLY CASH AMER INVTS INC	9.240000	14.412300	3,708.00	5,744.65		2,036.65
05/28/03	07/07/03	900	METRO-GOLDWYN-MAYERINC (NEW)	12.350000	12.450000	11,151.00	11,159.47		8.47
04/30/03	07/15/03	800	AFC ENTERPRISES INC	15.886700	16.651400	12,733.36	13,300.49		567.13
01/28/03	07/15/03	248	DEVON ENERGY CORPORATION NEW	44.145970	50.502600	10,948.20	12,489.05		1,540.85
01/29/03	07/15/03	150	QUEST DIAGNOSTICS INC	54.300000	66.582000	8,162.50	9,983.83		1,821.33
06/06/03	07/16/03	600	YELLOW CORP	25.134300	25.122300	15,110.58	15,036.67		-73.91
02/28/03	07/16/03	300	HOME DEPOT INC	23.259900	33.050000	6,995.97	9,899.53		2,903.56
01/15/03	07/17/03	2,000	ARTESYN TECHNOLOGIES INC	3.690000	6.250000	7,420.00	12,439.41		5,019.41
02/28/03	07/17/03	3,600	CENTURY BUSINESS SERVICES INC	2.768800	3.572600	10,021.68	12,806.75		2,785.07
04/07/03	07/18/03	700	BJS WHOLESALE CLUB INC	12.962200	18.200000	9,101.54	12,704.40		3,602.86
03/13/03	07/18/03	800	HIBERNIA CORP CL A VOTING SHS	16.720500	19.450000	13,416.40	15,519.27		2,102.87
02/03/03	07/21/03	300	CASH AMERICA INTERNATIONAL INC FORMERLY CASH AMER INVTS INC	9.240000	16.601700	2,781.00	4,945.27		2,164.27
02/03/03	07/25/03	300	== DESCRIPTION SAME AS ABOVE	9.240000	16.923100	2,781.00	5,067.69		2,286.69
06/30/03	07/25/03	500	DANA CORP	11.679400	15 436000	5,864.70	7,692.63		1,827.93

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====== UNLESS IT CONFORMS WITH THE OFFICIAL RECORDS OF THIS FIRM ======

NEBPA32

Pilot Advisors, L.P.
220 East 42nd Street, 29th Floor
New York, NY 10017
Tel. 212.476.9062 Fax 212.476.9074

FROM Jan 01, 2003 TO Dec 31, 2003

OPEN DATE	CLOSE DATE	QUANTITY	DESCRIPTION	UNIT-COST	SALE PRICE	DOLLAR-COST	DOLLAR PROCEEDS	IND	PROFIT/LOSS
02/03/03	07/29/03	400	CASH AMERICA INTERNATIONAL INC FORMERLY CASH AMER INVTS INC	9.240000	16.961200	3,708.00	6,764.16		3,056.16
01/16/03	07/29/03	400	***EVEREST RE GROUP LTD	52.560000	75.534800	21,059.00	30,192.50		9,133.50
07/08/03	08/01/03	1,000	PAXAR CORP	12.855900	12 990700	12,895.90	12,940.09		44.19
06/27/03	08/05/03	500	EQUITY SECS TR I EQUITY TR SEC EXCH CABLEVISION CL A NY	23.643000	21.408500	11,846.50	10,678.74		-1,167.76
01/14/03	08/07/03	600	RANGE RESOURCES CORP	5.550000	6.350000	3,342 00	3,794.82		452.82
08/08/03	08/20/03	3,000	MESA AIR GROUP INC	9.429000	11.172000	28,392.00	33,439.43		5,047.43
01/15/03	08/22/03	1,300	ARTESYN TECHNOLOGIES INC	3.690000	8.059400	4,823.00	10,437.72		5,614.72
07/31/03	08/25/03	3,500	CONSTAR INTERNATIONAL INC NEW	6.370000	5.406100	22,365.00	18,850.46		-3,514.54
07/14/03	09/04/03	600	AMERUS GROUP CO	30.009000	33.980000	18,035.40	20,357.04		2,321.64
07/31/03	09/10/03	100	AMERICA WEST HOLDING CORP-CL B	7.650600	9.705000	769 06	935.45		166.39
02/11/03	09/12/03	600	HARLEYSVILLE GROUP INC	23.065700	25 605300	13,869.42	15,332.46		1,463.04
02/14/03	09/22/03	500	METLIFE INC	25.581800	28.104200	12,805.90	14,021.44		1,215.54
08/11/03	09/22/03	500	== DESCRIPTION SAME AS ABOVE	28.150000	28.104200	14,100.00	14,021.44		-78.56
01/28/03	09/22/03	1,200	MOTOROLA INC	8.430800	12.168400	10,146.96	14,553.39		4,406.43
07/31/03	09/24/03	3,800	AMERICA WEST HOLDING CORP-CL B	7.650600	10 850700	29,224.28	41,002.73		11,778.45
07/16/03	09/26/03	300	KERR MCGEE CORP	43.180700	43.563100	12,989.21	13,053.32		64.11
08/04/03	09/26/03	500	== DESCRIPTION SAME AS ABOVE	42.350000	43.563100	21,205.00	21,755.52		550.52
05/02/03	09/30/03	500	WELLCHOICE INC	22.144800	30.118400	11,107.40	15,028.49		3,921.09
08/13/03	10/07/03	4,900	POLYONE CORP	4.448100	3.924900	21,930.44	19,133.10		-2,797.34
08/11/03	10/10/03	800	OXFORD HEALTH PLANS INC	38.092500	42 669400	30,514.00	34,093.92		3,579.92
08/28/03	10/17/03	800	***WILLIS GROUP HOLDINGS LTD	28.623300	31.271800	22,938.64	24,968.26		2,029.62
09/25/03	10/21/03	2,000	MOBILITY ELECTRONICS INC	8.711500	10 126100	17,473.00	20,191.25		2,718.25
09/16/03	10/22/03	400	***EVEREST RE GROUP LTD	72.990600	82.450000	29,216.24	32,943.45		3,727 21
04/02/03	10/22/03	500	LINCOLN NATIONAL CORP-IND	29.299800	38.491300	14,674.90	19,209.74		4,534.84
08/07/03	10/22/03	1,500	UNIVERSAL FOREST PRODUCTS INC	22.492500	29 173200	33,783.75	43,697.75		9,914.00
04/23/03	10/23/03	600	MASCO CORP	20.630000	26.314800	12,414.00	15,758.14		3,344.14
06/17/03	11/05/03	1,000	BUILDING MATERIALS HOLDING CORP	15.000000	13.825000	15,045.00	13,784.35		-1,260.65
08/18/03	11/05/03	1,400	== DESCRIPTION SAME AS ABOVE	11.935000	13.825000	16,709.00	19,298.09		2,589.09
09/16/03	11/10/03	1,000	***APEX SILVER MINES LTD	14.930000	14.052500	14,980.00	13,991.84		-988.16
08/19/03	11/10/03	700	HOME DEPOT INC	32.485000	37.055500	22,746.50	25,902.63		3,156.13
04/14/03	11/10/03	500	HONEYWELL INTL INC	21.904300	29.717900	10,977.15	14,833.25		3,856.10
10/27/03	11/17/03	1,500	MESA AIR GROUP INC	10.505800	11.220900	15,788.70	16,793.06		1,004.36
10/31/03	11/17/03	700	***STEINER LEISURE LTD	15.860700	14.568600	11,130.49	10,162.54		-967.95
02/20/03	11/25/03	800	***DENBURY RESOURCES INC NEW (HOLDING COMPANY)	10.526400	12.401000	8,453.12	9,880.33		1,427.21
08/19/03	11/26/03	1,400	GATX CORP	20.399200	24.049200	28,572.88	33,583.30		5,010.42
05/29/03	12/02/03	1,200	WALTER INDUSTRIES INC NEW	11.500000	11.843000	13,848.00	14,150.93		302.93
07/18/03	12/05/03	700	CSK AUTO CORP	14.654300	18.096200	10,293.01	12,631.75		2,338.74
08/07/03	12/05/03	500	== DESCRIPTION SAME AS ABOVE	13.912000	18.096200	6,991.00	9,022 67		2,031.67
10/08/03	12/05/03	1,600	DARDEN RESTAURANTS INC	19.047400	19.994100	30,555.84	31,909.06		1,353.22
10/15/03	12/05/03	1,000	L-3 COMMUNICATIONS HOLDINGS INC	45.941600	47.312300	45,991.60	47,260.08		1,268.48

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Pilot Advisors, L.P.
220 East 42nd Street, 29th Floor
New York, NY 10017
Tel. 212.476.9062 Fax 212.476.9074

NEBPA32

OPEN DATE	CLOSE DATE	QUANTITY	DESCRIPTION	UNIT-COST	SALE PRICE	DOLLAR-COST	DOLLAR PROCEEDS	IND	PROFIT/LOSS
10/27/03	12/05/03	1,400	MESA AIR GROUP INC	10.505800	11.549400	14,736.12	16,126.40		1,390.28
08/04/03	12/10/03	500	KERR MCGEE CORP	42.350000	43.806900	21,205.00	21,877.42		672.42
						977,393 –	1,111,485.30		134,092.30

================== C A S H IN L I E U =================

CLOSE DATE	QUANTITY	DESCRIPTION	DOLLAR PROCEEDS	IND	PROFIT/LOSS
04/29/03	19	DEVON ENERGY CORPORATION NEW	19.37	LT	19.37
			19.37		19.37

== IND LEGEND ==
WO - WRITTEN OPTION
SS - SHORT-SALE
ST - SHORT TERM
MT - MEDIUM TERM
LT - LONG TERM
5L - 5YR LONG TERM

p - PURCHASE INCLUDES OPTION PREMIUM
s - SALE INCLUDES OPTION PREMIUM
b - PURCHASE & SALE INCLUDES OPTION PREMIUM

== ACCOUNT TOTALS ==

SHORT TERM P&L	134,092.30
MEDIUM TERM P&L	0.00
LONG TERM P&L (BEFORE 5/6/03)	19.37
LONG TERM P&L (SINCE 5/6/03)	0.00
5YR LONG TERM P&L	289.58
TOTAL CAPITAL GAINS	134,401.25
TOTAL SHORT SALE P&L	0.00
TOTAL DISCOUNT INCOME	0.00

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Pilot Advisors, L.P.
220 East 42nd Street, 29th Floor
New York, NY 10017
Tel. 212.476 9062 Fax 212.476.9074

NEBPA32

Form **8868** (December 2000)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Note: ***Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.***

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note: *Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only* ▶ [ ]

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return See instructions	ALLIANCE FOR EXCELLENT EDUCATION, INC.	11-3487339
	Number, street, and room or suite no If a P O box, see instructions 1201 CONNECTICUT AVENUE NW 901	
	City, town or post office, state, and ZIP code For a foreign address, see instructions WASHINGTON, DC 20036	

Check type of return to be filed (file a separate application for each return)

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T(sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- If the organization does **not** have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a **Group Return,** enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the **whole** group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until 08/16, 2004, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2003 or

▶ [ ] tax year beginning ______, ____, and ending ______, ____

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions . . . . $ ____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit . . . . $ ____

c **Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions . . . . $

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ ATTORNEY Date ▶

For Paperwork Reduction Act Notice, see Instruction Form **8868** (12-2000)

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