See a Social Security Number? Say Something!
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Or call the IRS Identity Theft Hotline at 1-800-908-4490


**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.

**A** For the 2004 calendar year, or tax year beginning **SEP 1, 2004** and ending **AUG 31, 2005**

**B** Check if applicable

- [ ] Address change
- [ ] Name change
- [ ] Initial return
- [ ] Final return
- [ ] Amended return

- [ ] Application pending

- [ ] 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** [ ] No
- [ ] H(b) If "Yes," enter number of affiliates
- [ ] H(c) Are all affiliates included? **N/A** [ ] Yes [ ] No
- [ ] H(d) Is this a separate return filed by an organization covered by a group ruling? **Yes** [ ] No
- [ ] I Group Exemption Number

**C** Name of organization

**PUBLIC ALLIES, INC.**

**Room/suite**

**633 WEST WISCONSIN AVENUE**

**610**

**E** Telephone number

**414-273-0533**

**F** Accounting method

- [ ] Other (specify)

**G** Website: **WWW.PUBLICALLIES.ORG**

**J** Organization type

- [ ] 501(c)(3)

- [ ] 4947(a)(1)

**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.

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 □ **7,649,413.**

<table>
<thead>
<tr>
<th>Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue</td>
</tr>
<tr>
<td>Direct public support</td>
</tr>
<tr>
<td>Indirect public support</td>
</tr>
<tr>
<td>Government contributions (grants)</td>
</tr>
<tr>
<td>Total (add lines 1a through 1c) (cash $5,217,778. noncash $2,097,187.)</td>
</tr>
<tr>
<td>Program service revenue including government fees and contracts (from Part VII, line 93)</td>
</tr>
<tr>
<td>Membership dues and assessments</td>
</tr>
<tr>
<td>Interest on savings and temporary cash investments</td>
</tr>
<tr>
<td>Dividends and interest from securities</td>
</tr>
<tr>
<td>Gross rents</td>
</tr>
<tr>
<td>Less rental expenses</td>
</tr>
<tr>
<td>Net rental income or (loss) (subtract line 6b from line 6a)</td>
</tr>
<tr>
<td>Other investment income (describe)</td>
</tr>
<tr>
<td>Gross amount from sales of assets other than inventory</td>
</tr>
<tr>
<td>Less cost or other basis and sales expenses</td>
</tr>
<tr>
<td>Gain or (loss) (attach schedule)</td>
</tr>
<tr>
<td>Net gain or (loss) (combine line 8c, columns (A) and (B))</td>
</tr>
<tr>
<td>Special events and activities (attach schedule) If any amount is from gaming, check here □</td>
</tr>
<tr>
<td>Gross revenue (not including $0. of contributions reported on line 1a)</td>
</tr>
<tr>
<td>Direct expenses other than fundraising expenses</td>
</tr>
<tr>
<td>Net income or (loss) from special events (subtract line 9b from line 9a)</td>
</tr>
<tr>
<td>Gross sales of inventory, less returns and allowances</td>
</tr>
<tr>
<td>Less cost of goods sold</td>
</tr>
<tr>
<td>Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)</td>
</tr>
<tr>
<td>Other revenue (from Part VII, line 103)</td>
</tr>
<tr>
<td>Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)</td>
</tr>
<tr>
<td>Program services (from line 44, column (B))</td>
</tr>
<tr>
<td>Management and general (from line 44, column (C))</td>
</tr>
<tr>
<td>Fundraising (from line 44, column (D))</td>
</tr>
<tr>
<td>Payments to affiliates (attach schedule)</td>
</tr>
<tr>
<td>Total expenses (add lines 16 and 44, column (A))</td>
</tr>
<tr>
<td>Excess or (deficit) for the year (subtract line 17 from line 12)</td>
</tr>
<tr>
<td>Net assets or fund balances at beginning of year (from line 73, column (A))</td>
</tr>
<tr>
<td>Other changes in net assets or fund balances (attach explanation)</td>
</tr>
<tr>
<td>Net assets or fund balances at end of year (combine lines 18, 19, and 20)</td>
</tr>
</tbody>
</table>

**Form 990 (2004)**

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

**2004 Open to Public Inspection**
<table>
<thead>
<tr>
<th>Part II</th>
<th>Statement of Functional Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>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.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Column</th>
<th>(A) Total</th>
<th>(B) Program Services</th>
<th>(C) Management and General</th>
<th>(D) Fundraising</th>
</tr>
</thead>
<tbody>
<tr>
<td>22 Grants and allocations (attach schedule)</td>
<td>462,128</td>
<td>462,128</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Specific assistance to individuals (attach schedule)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>24 Benefits paid to or for members (attach schedule)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>25 Compensation of officers, directors, etc</td>
<td>129,167</td>
<td>80,901</td>
<td>27,254</td>
<td>21,012</td>
</tr>
<tr>
<td>26 Other salaries and wages</td>
<td>1,957,944</td>
<td>1,200,462</td>
<td>377,106</td>
<td>380,376</td>
</tr>
<tr>
<td>27 Pension plan contributions</td>
<td>40,382</td>
<td>18,862</td>
<td>11,535</td>
<td>9,985</td>
</tr>
<tr>
<td>28 Other employee benefits</td>
<td>134,907</td>
<td>86,082</td>
<td>19,530</td>
<td>29,295</td>
</tr>
<tr>
<td>29 Payroll taxes</td>
<td>184,196</td>
<td>117,062</td>
<td>30,173</td>
<td>36,961</td>
</tr>
<tr>
<td>30 Professional fundraising fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>31 Accounting fees</td>
<td></td>
<td></td>
<td>2,669</td>
<td>2,826</td>
</tr>
<tr>
<td>32 Legal fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>33 Supplies</td>
<td></td>
<td></td>
<td>3,724</td>
<td>1,087</td>
</tr>
<tr>
<td>34 Telephone</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>35 Postage and shipping</td>
<td>18,547</td>
<td>10,743</td>
<td>5,174</td>
<td>2,630</td>
</tr>
<tr>
<td>36 Occupancy</td>
<td>373,236</td>
<td>267,604</td>
<td>57,538</td>
<td>48,094</td>
</tr>
<tr>
<td>37 Equipment rental and maintenance</td>
<td>47,938</td>
<td>21,061</td>
<td>17,371</td>
<td>9,506</td>
</tr>
<tr>
<td>38 Printing and publications</td>
<td>22,244</td>
<td>15,678</td>
<td>281</td>
<td>6,285</td>
</tr>
<tr>
<td>39 Travel</td>
<td>88,202</td>
<td>64,714</td>
<td>8,967</td>
<td>14,521</td>
</tr>
<tr>
<td>40 Conferences, conventions, and meetings</td>
<td>14,885</td>
<td>10,965</td>
<td>1,262</td>
<td>2,658</td>
</tr>
<tr>
<td>41 Interest</td>
<td></td>
<td></td>
<td>9,670</td>
<td>9,670</td>
</tr>
<tr>
<td>42 Depreciation, depletion, etc (attach schedule)</td>
<td>95,629</td>
<td>95,629</td>
<td></td>
<td></td>
</tr>
<tr>
<td>43 Other expenses not covered above (itemize)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>3,881,989</td>
<td>3,723,782</td>
<td>114,481</td>
<td>43,726</td>
</tr>
<tr>
<td>44 Total functional expenses (add lines 22 through 43)</td>
<td>7,494,366</td>
<td>6,103,040</td>
<td>782,364</td>
<td>608,962</td>
</tr>
</tbody>
</table>

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 X 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 $ (IV) the amount allocated to Fundraising $.

<table>
<thead>
<tr>
<th>Part III</th>
<th>Statement of Program Service Accomplishments</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>PROMOTE YOUTH COMMUNITY INVOLVEMENT</td>
</tr>
<tr>
<td></td>
<td>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.)</td>
</tr>
<tr>
<td>a</td>
<td>TO BUILD A TEAM OF YOUNG PEOPLE WHO WILL HAVE THE OPPORTUNITY TO BECOME INVOLVED IN THEIR COMMUNITIES.</td>
</tr>
<tr>
<td>(Grants and allocations $)</td>
<td>6,103,040</td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $)</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $)</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
</tr>
<tr>
<td>(Grants and allocations $)</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Other program services (attach schedule)</td>
</tr>
<tr>
<td>(Grants and allocations $)</td>
<td></td>
</tr>
</tbody>
</table>

| f | Total of Program Service Expenses (should equal line 44, column (B), Program services) |
|   | 6,103,040 |

Form 990 (2004)
## Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

<table>
<thead>
<tr>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>45 Cash - non-interest-bearing</td>
<td>180,319. 45</td>
</tr>
<tr>
<td>46 Savings and temporary cash investments</td>
<td>3,228. 46</td>
</tr>
<tr>
<td>47a Accounts receivable</td>
<td>193,661. 47a</td>
</tr>
<tr>
<td>47b Less: allowance for doubtful accounts</td>
<td>102,576. 47b</td>
</tr>
<tr>
<td>48a Pledges receivable</td>
<td>1,561,000. 48a</td>
</tr>
<tr>
<td>48b Less: allowance for doubtful accounts</td>
<td>66,619. 48b</td>
</tr>
<tr>
<td>49 Grants receivable</td>
<td>49</td>
</tr>
<tr>
<td>50 Receivables from officers, directors, trustees, and key employees</td>
<td>50</td>
</tr>
<tr>
<td>51a Other notes and loans receivable</td>
<td>51a</td>
</tr>
<tr>
<td>51b Less: allowance for doubtful accounts</td>
<td>51b</td>
</tr>
<tr>
<td>52 Inventories for sale or use</td>
<td>52</td>
</tr>
<tr>
<td>53 Prepaid expenses and deferred charges</td>
<td>6,147. 53</td>
</tr>
<tr>
<td>54 Investments - securities</td>
<td>54</td>
</tr>
<tr>
<td>▶ Cost □ FMV</td>
<td>54</td>
</tr>
<tr>
<td>55a Investments - land, buildings, and equipment: basis</td>
<td>55a</td>
</tr>
<tr>
<td>55b Less: accumulated depreciation</td>
<td>55b</td>
</tr>
<tr>
<td>56 Investments - other</td>
<td>56</td>
</tr>
<tr>
<td>57a Land, buildings, and equipment basis</td>
<td>484,692. 57a</td>
</tr>
<tr>
<td>57b Less: accumulated depreciation</td>
<td>342,556. 57b</td>
</tr>
<tr>
<td>58 Other assets (describe ▶)</td>
<td>SEE STATEMENT 4</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>59 Total assets (add lines 45 through 58) (must equal line 74)</td>
<td>1,953,602. 59</td>
</tr>
<tr>
<td>60 Accounts payable and accrued expenses</td>
<td>690,304. 60</td>
</tr>
<tr>
<td>61 Grants payable</td>
<td>61</td>
</tr>
<tr>
<td>62 Deferred revenue</td>
<td>150,000. 62</td>
</tr>
<tr>
<td>63 Loans from officers, directors, trustees, and key employees</td>
<td>63</td>
</tr>
<tr>
<td>64a Tax-exempt bond liabilities</td>
<td>64a</td>
</tr>
<tr>
<td>64b Mortgages and other notes payable</td>
<td>150,000. 64b</td>
</tr>
<tr>
<td>65 Other liabilities (describe ▶ POST SERVICE BENEFITS)</td>
<td>5,029. 65</td>
</tr>
<tr>
<td>66 Total liabilities (add lines 60 through 65)</td>
<td>995,333. 66</td>
</tr>
<tr>
<td>Organizations that follow SFAS 117, check here ▶ and complete lines 67 through 69 and lines 73 and 74</td>
<td>1,594,221. 68</td>
</tr>
<tr>
<td>67 Unrestricted</td>
<td>-635,952. 67</td>
</tr>
<tr>
<td>68 Temporarily restricted</td>
<td>1,594,221. 68</td>
</tr>
<tr>
<td>69 Permanently restricted</td>
<td>69</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Organizations that do not follow SFAS 117, check here □ and complete lines 70 through 74</td>
<td>958,269. 73</td>
</tr>
<tr>
<td>70 Capital stock, trust principal, or current funds</td>
<td>70</td>
</tr>
<tr>
<td>71 Paid-in or capital surplus, or land, building, and equipment fund</td>
<td>71</td>
</tr>
<tr>
<td>72 Retained earnings, endowment, accumulated income, or other funds</td>
<td>72</td>
</tr>
<tr>
<td>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)</td>
<td>958,269. 73</td>
</tr>
<tr>
<td>74 Total liabilities and net assets / fund balances (add lines 66 and 73)</td>
<td>1,953,602. 74</td>
</tr>
</tbody>
</table>

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.
<table>
<thead>
<tr>
<th>Part IV-A</th>
<th>Reconciliation of Revenue per Audited Financial Statements with Revenue per Return</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Total revenue, gains, and other support per audited financial statements</td>
</tr>
<tr>
<td>b</td>
<td>Amounts included on line a but not on line 12, Form 990</td>
</tr>
<tr>
<td>(1)</td>
<td>Net unrealized gains on investments $</td>
</tr>
<tr>
<td>(2)</td>
<td>Donated services and use of facilities $ 59,751</td>
</tr>
<tr>
<td>(3)</td>
<td>Recoveries of prior year grants $</td>
</tr>
<tr>
<td>(4)</td>
<td>Other (specify) $ 11,051</td>
</tr>
<tr>
<td>STMT 5</td>
<td>$ 11,051</td>
</tr>
<tr>
<td>Add amounts on lines (1) through (4) $ 70,802</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Line a minus line b $ 7,638,362</td>
</tr>
<tr>
<td>d</td>
<td>Amounts included on line 12, Form 990 but not on line a:</td>
</tr>
<tr>
<td>(1)</td>
<td>Investment expenses not included on line 6b, Form 990 $</td>
</tr>
<tr>
<td>(2)</td>
<td>Other (specify) $</td>
</tr>
<tr>
<td>Add amounts on lines (1) and (2) $ 0</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Total revenue per line 12, Form 990 (line c plus line d) $ 7,638,362</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Part IV-B</th>
<th>Reconciliation of Expenses per Audited Financial Statements with Expenses per Return</th>
</tr>
</thead>
<tbody>
<tr>
<td>a</td>
<td>Total expenses and losses per audited financial statements</td>
</tr>
<tr>
<td>b</td>
<td>Amounts included on line a but not on line 17, Form 990</td>
</tr>
<tr>
<td>(1)</td>
<td>Donated services and use of facilities $ 59,751</td>
</tr>
<tr>
<td>(2)</td>
<td>Prior year adjustments reported on line 20, Form 990 $</td>
</tr>
<tr>
<td>(3)</td>
<td>Losses reported on line 20, Form 990 $</td>
</tr>
<tr>
<td>(4)</td>
<td>Other (specify)</td>
</tr>
<tr>
<td>STMT 6</td>
<td>$ 11,051</td>
</tr>
<tr>
<td>Add amounts on lines (1) through (4) $ 70,802</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Line a minus line b $ 7,494,366</td>
</tr>
<tr>
<td>d</td>
<td>Amounts included on line 17, Form 990 but not on line a</td>
</tr>
<tr>
<td>(1)</td>
<td>Investment expenses not included on line 6b, Form 990 $</td>
</tr>
<tr>
<td>(2)</td>
<td>Other (specify) $</td>
</tr>
<tr>
<td>Add amounts on lines (1) and (2) $ 0</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Total expenses per line 17, Form 990 (line c plus line d) $ 7,494,366</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Part V</th>
<th>List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>(A) Name and address</td>
<td>(B) Title and average hours per week devoted to position</td>
</tr>
<tr>
<td>SEE STATEMENT 7</td>
<td>129,167</td>
</tr>
</tbody>
</table>

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? If "Yes," attach schedule: ☐ Yes ☑ No
<table>
<thead>
<tr>
<th>Part VI</th>
<th>Other Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>75</td>
<td>Did the organization engage in any activity not previously reported to the IRS? If &quot;Yes,&quot; attach a detailed description of each activity</td>
</tr>
<tr>
<td>77</td>
<td>Were any changes made in the organizing or governing documents but not reported to the IRS? If &quot;Yes,&quot; attach a conform notice of the changes</td>
</tr>
<tr>
<td>78a</td>
<td>Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?</td>
</tr>
<tr>
<td>78b</td>
<td>If &quot;Yes,&quot; has it filed a tax return on Form 990-T for this year?</td>
</tr>
<tr>
<td>79</td>
<td>Was there a liquidation, dissolution, termination, or substantial contraction during the year?</td>
</tr>
<tr>
<td>80a</td>
<td>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?</td>
</tr>
<tr>
<td>80b</td>
<td>If &quot;Yes,&quot; enter the name of the organization and check whether it is exempt or nonexempt</td>
</tr>
</tbody>
</table>

| 81a     | Enter direct or indirect political expenditures. See line 81 instructions. | 0 |
| 81b     | Did the organization file Form 1120-POL for this year? | No |

| 82a     | 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? |
| 82b     | 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) |

| 83a     | Did the organization comply with the public inspection requirements for returns and exemption applications? |
| 83b     | Did the organization comply with the disclosure requirements relating to quid pro quo contributions? |

| 84a     | Did the organization solicit any contributions or gifts that were not tax deductible? |
| 84b     | If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? |

| 85a     | 501(c)(4), (5), or (6) organizations. Were substantially all dues nondeductible by members? |
| 85b     | Did the organization make only in-house lobbying expenditures of $2,000 or less? |
| 85c     | Dues, assessments, and similar amounts from members |
| 85d     | Section 162(e) lobbying and political expenditures |
| 85e     | Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices |
| 85f     | Taxable amount of lobbying and political expenditures (line 85d less 85e) |
| 85g     | Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? |
| 85h     | 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? |

| 86a     | 501(c)(7) organizations. Enter a limitation fees and capital contributions included on line 12 |
| 86b     | Gross receipts, included on line 12, for public use of club facilities |
| 87a     | 501(c)(12) organizations. Enter a Gross income from members or shareholders |
| 87b     | Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) |

| 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? |
| 88b     | If "Yes," complete Part IX |

| 89a     | 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under section 4911 |
| 89b     | 501(c)(3) and 501(c)(4) organizations. 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? |

| 90a     | List the states with which a copy of this return is filed |
| 90b     | Number of employees employed in the pay period that includes March 12, 2004 |

| 91      | The books are in care of |

| 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 |

Form 990 (2004)
**Part VII | Analysis of Income-Producing Activities**

(See page 33 of the instructions)

Note: Enter gross amounts unless otherwise indicated.

<table>
<thead>
<tr>
<th>Unrelated business income</th>
<th>Excluded by section 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>(A) Business code</td>
<td>(B) Amount</td>
</tr>
<tr>
<td>93 Program service revenue</td>
<td></td>
</tr>
<tr>
<td>a PARTNER ORGANIZATIONS</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
</tr>
<tr>
<td>f Medicare/Medicaid payments</td>
<td></td>
</tr>
<tr>
<td>g Fees and contracts from government agencies</td>
<td></td>
</tr>
<tr>
<td>94 Membership dues and assessments</td>
<td></td>
</tr>
<tr>
<td>95 Interest on savings and temporary cash investments</td>
<td></td>
</tr>
<tr>
<td>96 Dividends and interest from securities</td>
<td></td>
</tr>
<tr>
<td>97 Net rental income or (loss) from real estate</td>
<td></td>
</tr>
<tr>
<td>a debt-financed property</td>
<td></td>
</tr>
<tr>
<td>b not debt-financed property</td>
<td></td>
</tr>
<tr>
<td>98 Net rental income or (loss) from personal property</td>
<td></td>
</tr>
<tr>
<td>99 Other investment income</td>
<td></td>
</tr>
<tr>
<td>100 Gain or (loss) from sales of assets</td>
<td></td>
</tr>
<tr>
<td>other than inventory</td>
<td></td>
</tr>
<tr>
<td>101 Net income or (loss) from special events</td>
<td></td>
</tr>
<tr>
<td>102 Gross profit or (loss) from sales of inventory</td>
<td></td>
</tr>
<tr>
<td>103 Other revenue</td>
<td></td>
</tr>
<tr>
<td>a OTHER INCOME</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td></td>
</tr>
<tr>
<td>104 Subtotal (add columns (B), (D), and (E))</td>
<td></td>
</tr>
<tr>
<td>105 Total (add line 104, columns (B), (D), and (E))</td>
<td></td>
</tr>
</tbody>
</table>

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)

**SEE STATEMENT 8**

**Part IX | Information Regarding Taxable Subsidiaries and Disregarded Entities**

(See page 34 of the instructions.)

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

**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 (a), file Form 8870 and Form 4720 (see instructions).

**Signature**

Preparer's signature D. J. A. M. CNAP Date 2/7/06

Check if self-employed □

Preparer's SSN or PTIN

EIN ▪

Phone no ▪

Form 990 (2004)
**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**

<table>
<thead>
<tr>
<th>Name of the organization</th>
<th>Employer Identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>PUBLIC ALLIES, INC.</td>
<td>52 1759564</td>
</tr>
</tbody>
</table>

**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").

<table>
<thead>
<tr>
<th>(a) Name and address of each employee paid more than $50,000</th>
<th>(b) Title and average hours per week devoted to position</th>
<th>(c) Compensation</th>
<th>(d) Contributions to employee benefit plans &amp; deferred compensation</th>
<th>(e) Expense account and other allowances</th>
</tr>
</thead>
<tbody>
<tr>
<td>DEARDURFF, DAYLE, MILWAUKEE, WI</td>
<td>DIRECTOR</td>
<td>66,625.</td>
<td>0.</td>
<td></td>
</tr>
<tr>
<td>HUTCHISON, DAWN, MILWAUKEE, WI</td>
<td>VP MARKETING</td>
<td>80,483.</td>
<td>3,241.</td>
<td></td>
</tr>
<tr>
<td>HOSCH, TIMOTHY, MILWAUKEE, WI</td>
<td>VP FINANCE</td>
<td>78,333.</td>
<td>2,967.</td>
<td></td>
</tr>
<tr>
<td>HASSAN, TAHIR, MILWAUKEE, WI</td>
<td>DIRECTOR</td>
<td>75,650.</td>
<td>3,783.</td>
<td></td>
</tr>
<tr>
<td>TEERRELL, JENISE, MILWAUKEE, WI</td>
<td>DIRECTOR</td>
<td>69,833.</td>
<td>0.</td>
<td></td>
</tr>
</tbody>
</table>

Total number of other employees paid over $50,000: 5

**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").

<table>
<thead>
<tr>
<th>(a) Name and address of each independent contractor paid more than $50,000</th>
<th>(b) Type of service</th>
<th>(c) Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maelstrom Solutions Corp, Brookfield, Wisconsin</td>
<td>WEBSITE DEVELOPMENT</td>
<td>67,372.</td>
</tr>
</tbody>
</table>

Total number of others receiving over $50,000 for professional services: 0
### Part III  Statements About Activities  (See page 2 of the instructions)

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>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 &quot;Yes,&quot; enter the total expenses paid or incurred in connection with the lobbying activities $44,674. (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B)</td>
<td></td>
<td>1</td>
</tr>
<tr>
<td>Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking &quot;Yes,&quot; must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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 &quot;Yes,&quot; attach a detailed statement explaining the transactions.)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a  Sale, exchange, or leasing of property?</td>
<td>2a</td>
<td>X</td>
</tr>
<tr>
<td>b  Lending of money or other extension of credit?</td>
<td>2b</td>
<td>X</td>
</tr>
<tr>
<td>c  Furnishing of goods, services, or facilities?</td>
<td>2c</td>
<td>X</td>
</tr>
<tr>
<td>d  Payment of compensation (or payment or reimbursement of expenses if more than $1,000)? SEE PART V, FORM 990</td>
<td>2d</td>
<td>X</td>
</tr>
<tr>
<td>e  Transfer of any part of its income or assets?</td>
<td>2e</td>
<td>X</td>
</tr>
<tr>
<td>3  Do you make grants for scholarships, fellowships, student loans, etc.? (If &quot;Yes,&quot; attach an explanation of how you determine that recipients qualify to receive payments.)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b  Do you have a section 403(b) annuity plan for your employees?</td>
<td>3b</td>
<td>X</td>
</tr>
<tr>
<td>4  a  Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?</td>
<td>4a</td>
<td>X</td>
</tr>
<tr>
<td>b  Do you provide credit counseling, debt management, credit repair, or debt negotiation services?</td>
<td>4b</td>
<td>X</td>
</tr>
</tbody>
</table>

### 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)(ii)  
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)(iv)  
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 X 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)(iv) (Also complete the Support Schedule in Part IV-A)  
11b 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  
12 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)

<table>
<thead>
<tr>
<th>(a) Name(s) of supported organization(s)</th>
<th>(b) Line number from above</th>
</tr>
</thead>
</table>

14 An organization organized and operated to test for public safety  Section 509(a)(4)  (See page 5 of the instructions)
### Schedule A (Form 990 or 990-EZ) 2004

**PUBLIC ALLIES, INC.**

### Part IV-A

**Support Schedule**

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

#### Calendar year (or fiscal year beginning in)

<table>
<thead>
<tr>
<th></th>
<th>(a) 2003</th>
<th>(b) 2002</th>
<th>(c) 2001</th>
<th>(d) 2000</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>15 Gifts, grants, and contributions received (Do not include unusual grants See line 28.)</td>
<td>7,123,306.</td>
<td>7,026,626.</td>
<td>7,753,752.</td>
<td>5,093,993.</td>
<td>26,997,677.</td>
</tr>
<tr>
<td>16 Membership fees received</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td>46,163.</td>
<td>43,843.</td>
<td>38,181.</td>
<td>57,311.</td>
<td>185,498.</td>
</tr>
<tr>
<td>18 Gross income from interest, dividends, amounts received from parents, 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</td>
<td>102.</td>
<td>183.</td>
<td>46.</td>
<td>5,760.</td>
<td>6,091.</td>
</tr>
<tr>
<td>19 Net income from unrelated business activities not included in line 18</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Other income: Attach a schedule Do not include gain or (loss) from sale of capital assets</td>
<td>62,952.</td>
<td>171,374.</td>
<td>21,062.</td>
<td>51,635.</td>
<td>307,023.</td>
</tr>
<tr>
<td>23 Total of lines 15 through 22</td>
<td>7,232,523.</td>
<td>7,242,026.</td>
<td>7,813,041.</td>
<td>5,208,699.</td>
<td>27,496,289.</td>
</tr>
<tr>
<td>24 Line 23 minus line 17</td>
<td>7,186,360.</td>
<td>7,198,183.</td>
<td>7,774,860.</td>
<td>5,151,388.</td>
<td>27,310,791.</td>
</tr>
<tr>
<td>25 Enter 1% of line 23</td>
<td>72,325.</td>
<td>72,420.</td>
<td>78,130.</td>
<td>52,087.</td>
<td></td>
</tr>
<tr>
<td>26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (a), line 24</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Prepare a list for your records to show the name of and total amounts received in each year from each &quot;disqualified person.&quot; Do not file this list with your return. Enter the sum of such amounts for each year N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total support for section 509(a)(1) test: Enter line 24, column (a)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Add. Amounts from column (a) for lines 18</td>
<td>6,091.</td>
<td>19</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 307,023.</td>
<td>26</td>
<td>2,673,310.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Public support (line 26c minus line 26d total)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Public support percentage (line 26e (numerator) divided by line 26c (denominator))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a &quot;disqualified person,&quot; prepare a list for your records to show the name of, and total amounts received in each year from, each &quot;disqualified person.&quot; Do not file this list with your return. Enter the sum of such amounts for each year N/A</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b For any amount included in line 17 that was received from each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a Do not file this list with your return. Enter the total of all these excess amounts</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total support for section 509(a)(1) test Enter line 24, column (a)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Add. Amounts from column (a) for lines 18</td>
<td>6,091.</td>
<td>19</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 307,023.</td>
<td>26</td>
<td>2,673,310.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Public support (line 26c minus line 26d total)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Public support percentage (line 26e (numerator) divided by line 26c (denominator))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Public support percentage (line 26e (numerator) divided by line 26c (denominator))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### 28 Unusual Grants:

For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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

NONE
### 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)

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>29</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30</td>
<td></td>
<td></td>
</tr>
<tr>
<td>31</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- 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?
- 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?
- 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?
  If "Yes," please describe, if "No," please explain. (If you need more space, attach a separate statement.)

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>32</td>
<td></td>
<td></td>
</tr>
<tr>
<td>32a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>32b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>32c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>32d</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- Does the organization maintain the following:
  - Records indicating the racial composition of the student body, faculty, and administrative staff?
  - Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
  - Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
  - Copies of all material used by the organization or on its behalf to solicit contributions?
    If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>33</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33c</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33f</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33g</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33h</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- Does the organization discriminate by race in any way with respect to:
  - Students' rights or privileges?
  - Admissions policies?
  - Employment of faculty or administrative staff?
  - Scholarships or other financial assistance?
  - Educational policies?
  - Use of facilities?
  - Athletic programs?
  - Other extracurricular activities?
    If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>34a</td>
<td></td>
<td></td>
</tr>
<tr>
<td>34b</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- Does the organization receive any financial aid or assistance from a governmental agency?
  - 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

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>35</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Does the organization certify that it has complied with the applicable requirements of sections 401 through 405 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation.

---

423131
11-24-04
### Part VI-A  Lobbying Expenditures by Electing Public Charities

(See page 9 of the instructions)

<table>
<thead>
<tr>
<th>Check □ if the organization belongs to an affiliated group</th>
<th>Check □ if you checked &quot;a&quot; and &quot;limited control&quot; provisions apply</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Limits on Lobbying Expenditures</th>
<th>Affiliated group totals</th>
<th>To be completed for ALL electing organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(The term &quot;expenditures&quot; means amounts paid or incurred)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>36 Total lobbying expenditures to influence public opinion (grassroots lobbying)</td>
<td>36</td>
<td></td>
</tr>
<tr>
<td>37 Total lobbying expenditures to influence a legislative body (direct lobbying)</td>
<td>37</td>
<td></td>
</tr>
<tr>
<td>38 Total lobbying expenditures (add lines 36 and 37)</td>
<td>38</td>
<td></td>
</tr>
<tr>
<td>39 Other exempt purpose expenditures</td>
<td>39</td>
<td></td>
</tr>
<tr>
<td>40 Total exempt purpose expenditures (add lines 38 and 39)</td>
<td>40</td>
<td></td>
</tr>
<tr>
<td>41 Lobbying nontaxable amount Enter the amount from the following table -&gt;</td>
<td></td>
<td></td>
</tr>
<tr>
<td>If the amount on line 40 is</td>
<td>The lobbying nontaxable amount is -&gt;</td>
<td></td>
</tr>
<tr>
<td>Not over $500,000</td>
<td>20% of the amount on line 40</td>
<td></td>
</tr>
<tr>
<td>Over $500,000 but not over $1,000,000</td>
<td>$100,000 plus 15% of the excess over $500,000</td>
<td></td>
</tr>
<tr>
<td>Over $1,000,000 but not over $1,500,000</td>
<td>$175,000 plus 10% of the excess over $1,000,000</td>
<td></td>
</tr>
<tr>
<td>Over $1,500,000 but not over $17,000,000</td>
<td>$225,000 plus 5% of the excess over $1,500,000</td>
<td></td>
</tr>
<tr>
<td>Over $17,000,000</td>
<td>$1,000,000</td>
<td></td>
</tr>
<tr>
<td>42 Grassroots nontaxable amount (enter 25% of line 41)</td>
<td>42</td>
<td></td>
</tr>
<tr>
<td>43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36</td>
<td>43</td>
<td></td>
</tr>
<tr>
<td>44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38</td>
<td>44</td>
<td></td>
</tr>
</tbody>
</table>

**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)

<table>
<thead>
<tr>
<th>Lobbying Expenditures During 4-Year Averaging Period</th>
<th>N/A</th>
</tr>
</thead>
<tbody>
<tr>
<td>Calendar year (or fiscal year beginning in)</td>
<td>(a)</td>
</tr>
<tr>
<td>45 Lobbying nontaxable amount</td>
<td>2004</td>
</tr>
<tr>
<td>46 Lobbying ceiling amount (150% of line 45(e))</td>
<td>0.</td>
</tr>
<tr>
<td>47 Total lobbying expenditures</td>
<td>0.</td>
</tr>
<tr>
<td>48 Grassroots nontaxable amount</td>
<td>0.</td>
</tr>
<tr>
<td>49 Grassroots ceiling amount (150% of line 48(e))</td>
<td>0.</td>
</tr>
<tr>
<td>50 Grassroots lobbying expenditures</td>
<td>0.</td>
</tr>
</tbody>
</table>

### Part VI-B  Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 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:

- a Volunteers
- b Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c Media advertisements
- d Mailings to members, legislators, or the public
- e Publications, or published or broadcast statements
- f Grants to other organizations for lobbying purposes
- g Direct contact with legislators, their staffs, government officials, or a legislative body
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i Total lobbying expenditures (Add lines c through h.)

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

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
<td>36,000.</td>
</tr>
<tr>
<td></td>
<td>X</td>
<td>8,674.</td>
</tr>
<tr>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>X</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Schedule A (Form 990 or 990-EZ) 2004**

11-24-04
<table>
<thead>
<tr>
<th>Part VII</th>
<th>Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 11 of the instructions)</th>
</tr>
</thead>
<tbody>
<tr>
<td>51</td>
<td>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?</td>
</tr>
<tr>
<td>a</td>
<td>Transfers from the reporting organization to a noncharitable exempt organization of</td>
</tr>
<tr>
<td>(i)</td>
<td>Cash</td>
</tr>
<tr>
<td>(ii)</td>
<td>Other assets</td>
</tr>
<tr>
<td>b</td>
<td>Other transactions.</td>
</tr>
<tr>
<td>(i)</td>
<td>Sales or exchanges of assets with a noncharitable exempt organization</td>
</tr>
<tr>
<td>(ii)</td>
<td>Purchases of assets from a noncharitable exempt organization</td>
</tr>
<tr>
<td>(iii)</td>
<td>Rental of facilities, equipment, or other assets</td>
</tr>
<tr>
<td>(iv)</td>
<td>Reimbursement arrangements</td>
</tr>
<tr>
<td>(v)</td>
<td>Loans or loan guarantees</td>
</tr>
<tr>
<td>(vi)</td>
<td>Performance of services or membership or fundraising solicitations</td>
</tr>
<tr>
<td>c</td>
<td>Sharing of facilities, equipment, mailing lists, other assets, or paid employees</td>
</tr>
<tr>
<td>d</td>
<td>If the answer to any of the above is &quot;Yes,&quot; 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.</td>
</tr>
<tr>
<td>(a) Line no.</td>
<td>(b) Amount involved</td>
</tr>
<tr>
<td>N/A</td>
<td></td>
</tr>
<tr>
<td>52</td>
<td>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?</td>
</tr>
<tr>
<td>a</td>
<td>Yes</td>
</tr>
<tr>
<td>b</td>
<td>If &quot;Yes,&quot; complete the following schedule</td>
</tr>
<tr>
<td>(a) Name of organization</td>
<td>(b) Type of organization</td>
</tr>
<tr>
<td>N/A</td>
<td></td>
</tr>
</tbody>
</table>
Application for Extension of Time To File an Exempt Organization Return

Form 8868
(Rev. December 2004)
Department of the Treasury
Internal Revenue Service

OMB No. 1545-1709

File a separate application for each return.

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

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)

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.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print
Name of Exempt Organization
PUBLIC ALLIES, INC.
Employer identification number
52-1759564

File by the
due date for
filing your
return. See
instructions
Number, street, and room or suite no. If a P.O. box, see instructions.
633 WEST WISCONSIN AVENUE, NO. 610
City, town or post office, state, and ZIP code. For a foreign address, see instructions.
MILWAUKEE, WI 53203

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

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

The books are in the care of
TIM HOSCH
Telephone No. ☒ 414-273-0533
FAX No. ☓

If the organization does not have an office or place of business in the United States, check this box

If this is 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.

I request an automatic 3-month (6 months for a Form 990-T corporation) extension of time until APRIL 17, 2006.

1. To file the exempt organization return for the organization named above. The extension is for the organization's return for:
   ☒ calendar year ________ or
   ☒ tax year beginning SEP 1, 2004 ________ and ending AUG 31, 2005 ________.

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

3b. 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

3c. 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

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.
## FORM 990

### SPECIAL EVENTS AND ACTIVITIES

<table>
<thead>
<tr>
<th>DESCRIPTION OF EVENT</th>
<th>GROSS RECEIPTS</th>
<th>CONTRIBUT. INCLUDED</th>
<th>GROSS REVENUE</th>
<th>DIRECT EXPENSES</th>
<th>NET INCOME</th>
</tr>
</thead>
<tbody>
<tr>
<td>DOODLE AUCTION</td>
<td>34,252.</td>
<td></td>
<td>34,252.</td>
<td>9,992.</td>
<td>24,260.</td>
</tr>
<tr>
<td>OPEN HOUSE IN NEW YORK OFFICE</td>
<td>416.</td>
<td></td>
<td>416.</td>
<td>914.</td>
<td>-498.</td>
</tr>
<tr>
<td>ALLY GRADUATION</td>
<td>3,836.</td>
<td></td>
<td>3,836.</td>
<td>145.</td>
<td>3,691.</td>
</tr>
<tr>
<td>TO FM 990, PART I, LINE 9</td>
<td>38,504.</td>
<td></td>
<td>38,504.</td>
<td>11,051.</td>
<td>27,453.</td>
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</table>

### OTHER EXPENSES

<table>
<thead>
<tr>
<th>DESCRIPTION</th>
<th>TOTAL</th>
<th>(A) PROGRAM SERVICES</th>
<th>(B) MANAGEMENT AND GENERAL</th>
<th>(C) FUNDRAISING</th>
</tr>
</thead>
<tbody>
<tr>
<td>STAFF DEVELOPMENT</td>
<td>3,550.</td>
<td></td>
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<tr>
<td>ALLY RETREATS</td>
<td>69,867.</td>
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<tr>
<td>ALLY GRADUATION</td>
<td>11,635.</td>
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<tr>
<td>MEMBERSHIP DUES</td>
<td>330.</td>
<td></td>
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<tr>
<td>CONSULTANTS</td>
<td>75,935.</td>
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<tr>
<td>COPYING</td>
<td>22,860.</td>
<td></td>
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<tr>
<td>MERCHANDISE</td>
<td>4,473.</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>TELECOMMUNICATIONS</td>
<td>39,544.</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>INTERNET</td>
<td>15,008.</td>
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<td></td>
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<tr>
<td>STAFF RETREATS</td>
<td>23,594.</td>
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<td></td>
<td></td>
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<tr>
<td>MISCELLANEOUS</td>
<td>6,309.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ALLY HEALTH CARE</td>
<td>221,629.</td>
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<td></td>
</tr>
<tr>
<td>ALLY RECRUITMENT/ADVERTISING</td>
<td>3,463.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ALLY BACKGROUND</td>
<td>3,392.</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>CHECKS</td>
<td>3,334.</td>
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<td></td>
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<tr>
<td>ALLY UNIFORMS</td>
<td>2,329.</td>
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<td></td>
<td></td>
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<tr>
<td>TEAM SERVICE PROJECT</td>
<td>12,903.</td>
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<td></td>
</tr>
<tr>
<td>ALUMNI RELATIONS</td>
<td>1,116.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>TOMMORROW'S LEADERS OF TODAY</td>
<td>11,849.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MAINTENANCE AND REPAIRS</td>
<td>178.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>UTILITIES</td>
<td>34,943.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>ALLY TRAINERS/TRAININGS</td>
<td>5,652.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>STAFF RETREAT</td>
<td>2,677,348.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>EVENTS</td>
<td>2,677,348.</td>
<td></td>
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</tbody>
</table>

**Statement(s)** 1, 2
<table>
<thead>
<tr>
<th>Description</th>
<th>311,179.</th>
<th>311,179.</th>
</tr>
</thead>
<tbody>
<tr>
<td>ALLY FICA</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SUBSCRIPTIONS/PUBLIC TIONS</td>
<td>5,821.</td>
<td>5,821.</td>
</tr>
<tr>
<td>INSURANCE</td>
<td>14,281.</td>
<td>14,281.</td>
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<tr>
<td>ADVERTISING</td>
<td>55,806.</td>
<td>55,806.</td>
</tr>
<tr>
<td>STAFF DEVELOPMENT</td>
<td>1,217.</td>
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<tr>
<td>MEMBERSHIP DUES</td>
<td>2,672.</td>
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<td>COPYING</td>
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<td>PAYROLL SERVICES</td>
<td>6,478.</td>
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<tr>
<td>TELECOMMUNICATIONS</td>
<td>8,444.</td>
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<tr>
<td>INTERNET</td>
<td>2,054.</td>
<td></td>
</tr>
<tr>
<td>MISCELLANEOUS</td>
<td>2,423.</td>
<td></td>
</tr>
<tr>
<td>MAINTENANCE &amp; REPAIRS</td>
<td>13,806.</td>
<td></td>
</tr>
<tr>
<td>UTILITIES</td>
<td>2,447.</td>
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</tr>
<tr>
<td>STAFF RETREAT</td>
<td>35.</td>
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</tr>
<tr>
<td>EVENTS</td>
<td>620.</td>
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<tr>
<td>ADVERTISING</td>
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<td></td>
</tr>
<tr>
<td>BANK FEES</td>
<td>4,109.</td>
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<tr>
<td>STAFF DEVELOPMENT</td>
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<tr>
<td>MEMBERSHIP DUES</td>
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<td>CONSULTANTS</td>
<td>8,890.</td>
<td></td>
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<tr>
<td>COPYING</td>
<td>4,688.</td>
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<tr>
<td>TELECOMMUNICATIONS</td>
<td>6,911.</td>
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<tr>
<td>INTERNET</td>
<td>1,786.</td>
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<td>MISCELLANEOUS</td>
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<tr>
<td>MAINTENANCE &amp; REPAIRS</td>
<td>5,739.</td>
<td></td>
</tr>
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<td>UTILITIES</td>
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<td>STAFF RETREAT</td>
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<tr>
<td>COMMUNICATIONS &amp; DEVELOPMENT</td>
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<tr>
<td>EVENTS</td>
<td>350.</td>
<td></td>
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<td>SUBSCRIPTIONS/PUBLIC TIONS</td>
<td>216.</td>
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<tr>
<td>COMMUNICATIONS &amp; DEVELOPMENT</td>
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<td></td>
</tr>
<tr>
<td>COMMUNICATIONS &amp; DEVELOPMENT</td>
<td>88.</td>
<td>88.</td>
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<tr>
<td>CONSULTANTS</td>
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</tr>
<tr>
<td>SUBSCRIPTIONS/PUBLIC TIONS</td>
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<td>214.</td>
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<td>INSURANCE</td>
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</tr>
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<td>STAFF RETREATS</td>
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<td>621.</td>
</tr>
<tr>
<td>BANK FEES</td>
<td>1,019.</td>
<td>1,019.</td>
</tr>
<tr>
<td>FUNDRAISERS</td>
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<td>0.</td>
</tr>
<tr>
<td>INSURANCE</td>
<td>3,802.</td>
<td>3,802.</td>
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<tr>
<td>LOSS ON SALE OF ASSETS</td>
<td>539.</td>
<td>539.</td>
</tr>
<tr>
<td>SUBGRANTEE PAYMENTS</td>
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<td>46,400.</td>
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<tr>
<td>MERCHANDISE</td>
<td>986.</td>
<td>986.</td>
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<tr>
<td>ADVERTISING</td>
<td>772.</td>
<td>772.</td>
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<tr>
<td><strong>TOTAL TO FM 990, LN 43</strong></td>
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<td>3,723,782</td>
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<tr>
<td></td>
<td>114,481.</td>
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<td></td>
<td>43,726.</td>
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</table>
# PUBLIC ALLIES, INC.

### FORM 990

Cash Grants and Allocations

<table>
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<tr>
<th>Classification</th>
<th>Donee’s Name</th>
<th>Donee’s Address</th>
<th>Donee’s Relationship</th>
<th>Amount</th>
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<tr>
<td>Grants Passed Through to Agencies</td>
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<td></td>
<td>None</td>
<td>462,128.</td>
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**Total Included on Form 990, Part II, Line 22**: 462,128.

### FORM 990

Other Assets

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
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</thead>
<tbody>
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<td>Due to/From Deposits</td>
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<tr>
<td>Advances</td>
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<td>Other Assets</td>
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**Total to Form 990, Part IV, Line 58, Column B**: 20,721.

### FORM 990

Other Revenue Not Included on Form 990

<table>
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<tr>
<th>Description</th>
<th>Amount</th>
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</thead>
<tbody>
<tr>
<td>Direct Special Events Expense</td>
<td>11,051</td>
</tr>
</tbody>
</table>

**Total to Form 990, Part IV-A**: 11,051.

### FORM 990

Other Expenses Not Included on Form 990

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Direct Special Events Expense</td>
<td>11,051</td>
</tr>
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**Total to Form 990, Part IV-B**: 11,051.
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<thead>
<tr>
<th>NAME AND ADDRESS</th>
<th>TITLE AND AVRG HRS/WK</th>
<th>COMPENSATION</th>
<th>EMPLOYEE BEN PLAN CONTRIB</th>
<th>EXPENSE ACCOUNT</th>
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</thead>
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<tr>
<td>PAUL SCHMITZ</td>
<td>PRESIDENT/CEO 40</td>
<td>129,167</td>
<td>2,452</td>
<td>9,538</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>WILLIAM GRAUSTEIN</td>
<td>CHAIRPERSON 0.</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MILWAUKEE, WI 53203</td>
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<td></td>
<td></td>
</tr>
<tr>
<td>DAVID BENJAMIN</td>
<td>TREASURER 0.</td>
<td>0</td>
<td>0</td>
<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>OMAR BROWNSON</td>
<td>SECRETARY 0.</td>
<td>0</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>MILWAUKEE, WI 53203</td>
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<td></td>
</tr>
<tr>
<td>DANIEL BADER</td>
<td>MEMBER 0.</td>
<td>0</td>
<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
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</tr>
<tr>
<td>MELIA DICKER</td>
<td>MEMBER 0.</td>
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<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
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</tr>
<tr>
<td>LEIF ELSMO</td>
<td>MEMBER 0.</td>
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<td>0</td>
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<td>MILWAUKEE, WI 53203</td>
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<tr>
<td>CYNTHIA GIBSON</td>
<td>MEMBER 0.</td>
<td>0</td>
<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
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<td></td>
</tr>
<tr>
<td>GAYE JOHNSON</td>
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<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
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<td></td>
</tr>
<tr>
<td>RICHARD MURPHY</td>
<td>MEMBER 0.</td>
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<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
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<td></td>
</tr>
<tr>
<td>AUDREY ROWE</td>
<td>MEMBER 0.</td>
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<td>0</td>
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<tr>
<td>MILWAUKEE, WI 53203</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
PUBLIC ALLIES, INC.  

JASON SCOTT          MEMBER  0.  0.  0.  0.  
MILWAUKEE, WI 53203  

KANWAR SINGH         MEMBER  0.  0.  0.  0.  
MILWAUKEE, WI 53203  

JAIME ERNESTO UZETA   MEMBER  0.  0.  0.  0.  
MILWAUKEE, WI 53203  

TOTALS INCLUDED ON FORM 990, PART V  

<table>
<thead>
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<th></th>
<th>2003 AMOUNT</th>
<th>2002 AMOUNT</th>
<th>2001 AMOUNT</th>
<th>2000 AMOUNT</th>
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<tr>
<td>OTHER INCOME</td>
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<td>171,374.</td>
<td>21,062.</td>
<td>51,635.</td>
</tr>
<tr>
<td>TOTAL TO SCHEDULE A, LINE 22</td>
<td>62,952.</td>
<td>171,374.</td>
<td>21,062.</td>
<td>51,635.</td>
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</table>
PUBLIC ALLIES

BY-LAWS

OF

PUBLIC ALLIES, Inc.

A District of Columbia Nonprofit Corporation
Article I – Corporate Purposes

Section 1.01: Corporate Status. Public Allies was originally incorporated as the National Center for Careers in Public Life on September 12, 1991 as a District of Columbia nonprofit corporation. A certificate of amendment was issued on September 11, 1996 from the District of Columbia changing the name to Public Allies, Inc. Its principal office is located 633 W. Wisconsin Avenue, Suite 610, Milwaukee, WI 53203.

Section 1.02: Purpose. Public Allies advances diverse young leaders to strengthen communities, nonprofits and civic participation. Public Allies is organized exclusively for charitable and educational purposes, including the training and education of young adults for careers in public life.

Section 1.03: Limitations on Activities. Consistent with its charitable and educational status, (a) Public Allies shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office; (b) no part of Public Allies' net earnings shall inure to the benefit of officers, directors or other private persons, except that it is authorized and empowered to pay reasonable compensation for services rendered and otherwise to make payments and distributions in furtherance of its charitable and educational purposes; and (c) Public Allies shall take only actions permitted an organization exempt from taxation under Section 501(c) of the Internal Revenue Service Code and pertinent income Tax Regulations, as amended and as they may be amended.

Article II – Membership

Section 2.01: Membership. The Board of Directors shall have the power to create classes of membership to enable individuals and other entities to affiliate with Public Allies and to provide financial support for Public Allies' activities.

Article III - Directors

Section 3.01: Governing Powers and Responsibilities. The responsibilities of the Board include:

(a) The Board of Directors shall be vested with all powers necessary or appropriate for the management and administration of the affairs of Public Allies and for the promotion of Public Allies' welfare, objectives and purpose.

(b) The Board shall meet at least three (3) times annually. A quorum shall be present at each meeting.

(c) The Board shall maintain records of attendance and minutes of its meetings. The records and minutes shall be available for inspection by any appropriate regulators.

Section 3.02: Meetings. There shall be at least three (3) meetings of Public Allies' Board of Directors ("The Board") annually. Notice of regular meetings of the Board of Directors shall be given to each Director, personally or by mail, telephone or electronic mail, at least five (5) days prior to the day for such meeting.

Section 3.03: Annual Meeting. One meeting each year will be designated by the Chair as the Annual Meeting of the Board of Directors for the election of officers, directors, and the consideration of any other business that may properly be brought before it. The annual meeting shall be held at such place as the Board may, from time to time, determine and notice of the
meeting shall be given to each Director, personally or by mail, telephone, or electronic mail, at least seven (7) days prior to the day for such meeting.

Section 3.04: Special Meetings. Additional Board meetings may be called by the Board Chair or by written petition of one-third of the Directors, on seven (7) days notice to each Director, given personally or by mail, telephone or electronic mail, which notice shall state the time, place and purpose of the meetings.

Section 3.05: Board Size and Qualifications. The board shall consist of no less than ten (10) nor more than twenty (20) Directors, as the Board may determine.

Section 3.06 Election of Directors and Terms of Office. Each Director shall serve a term of three years, with approximately one-third of the terms ending each year. The term of office shall commence at the conclusion of the annual meeting of the Board of Directors. The Directors shall hold office until their successors have been elected and qualified. Election of each Director shall be by the affirmative vote of a majority of the Board's total membership.

Section 3.07 Vacancies. In the case of a vacancy, the Board may elect a Director to complete the unexpired term. Election of such Director shall be by the affirmative vote of a majority of the Board's total membership.

Section 3.08 Removal or Suspension of Directors. A Director may be removed or suspended, with or without cause, by the vote of a majority of the total membership of the board. Any Director whose removal has been proposed shall be given ten (10) days written notice of the meeting at which a vote for removal shall be held and an opportunity to be heard at such meeting. A director may resign by submitting his written resignation to the Chair of the Board, which shall become effective immediately upon receipt of the same by the Chair of the Board.

Section 3.09 Compensation. Directors as such, shall not receive any stated salary for their services, but may be reimbursed for actual expenses incurred by them in the performance of their duties, provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 3.10: Quorum. At all meetings of the Board of Directors a majority of the Board's total membership shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, Articles of Incorporation, or the By-Laws. If at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meetings originally called may be transacted without further notice.

Section 3.11: Board's Total Membership. Reference in any bylaw to the "Board's total membership" shall mean the total number of Directors actually in office at a particular time, not the number of Directors authorized or permitted by these Bylaws or by Board Resolution.

Section 3.12: Polling toAchieve Majority or More of the Board's total membership. Whenever any law or Bylaw requires the vote or approval of a majority or more of the Board's total membership and such action or resolution has been approved pursuant to Section 3.10, such majority may be obtained by polling all non-attending Directors in writing and securing their written approval. To the extent permitted by law, any lawful action of the Board of Directors may
be taken without a meeting if written consent to such action is signed by a majority of the Board's total membership and filed with the minutes of the Board.

Article IV – Committees

Section 4.01: Executive Committee. There shall be an Executive Committee of the Board of Directors comprised of the Officers of Public Allies, and such other Board members as the Board may designate from time to time. The Executive Committee shall be vested with the power and authority to exercise some or all of the Board's powers between board meetings (except powers specifically reserved to the Board by law or delegated to the Board by these bylaws). The Board shall specifically define the powers and responsibilities of the Executive Committee. In the absence of a limiting Board resolution, between Board meetings, the Executive Committee shall exercise all of the Board's authority permitted by law. The designation of such Executive Committee, and the delegation of the authority therein granted shall not operate to relieve the Board of Directors or any member thereof of any responsibility imposed by law. No member of the Executive Committee shall continue to be a member thereof after ceasing to be a Director of the Corporation. The Board of Directors shall have the power, at any time, to change the number of members of the Executive Committee to fill vacancies thereon, to change any member thereof, to change the functions, or terminate the existence thereof.

Section 4.02: Board Governance Committee. There shall be a Board Governance Committee, elected annually by the Board of Directors, consisting of three (3) Directors. The Board of Directors shall have the power, at any time, to change the number of members of the Board Governance Committee, to fill vacancies thereon, to change any member thereof, to change the functions, or terminate the existence thereof. The Board Governance Committee shall nominate candidates for the Board of Directors and mail (by regular or electronic mail) the candidate’s names to the Board's total membership at least seven (7) days before the Annual Meeting. The Board Governance Committee will also review Board policies and procedures regularly to support effective board governance and participation by Directors.

Section 4.03: Finance Committee. There shall be a Board Finance Committee elected annually by the Board of Directors, consisting of three (3) Directors and up to three (3) committee members who are not Directors of Public Allies. The Finance Committee shall meet at least quarterly to review Public Allies financial performance. The Finance Committee shall approve the organization’s annual budget before it is submitted to the Board of Directors for approval. The Finance Committee shall also select the organization’s auditor and review both the audit and management letter.

Section 4.04: Other Committees. The Chair of the Board from time to time may establish one or more other committees, which shall have at least three (3) members and serve at the Chair’s pleasure. Except for committees authorized to act on behalf of the Board, committee members need not be Directors.

Article V- Officers

Section 5.01: Designation. Public Allies’ officers must be Directors. They shall consist of a Chair, Secretary, Treasurer, and such other officers as the Board from time to time may authorize or appoint. No two (2) offices may be held by the same person.
Section 5.02: Duties. Officers shall have such duties and powers as normally are associated with their titles, except as the Board otherwise may provide.

(a) The Chair shall preside at all meetings of the Board of Directors or designate another Director to preside in his or her absence, and shall have all the general powers and duties which are usually vested in the office of the chair of a corporation, including the power to appoint committees from time to time, as in the Chair’s discretion he or she may deem appropriate to assist in the conduct of the affairs of the Corporation. The Chair shall also oversee the annual review of the President & CEO.

(b) The Secretary shall keep the minutes of all meetings of the Board of Directors and the Executive Committee, and shall authorize use of the Corporate Seal. The Secretary shall perform the duties and functions customarily performed by the Secretary of a corporation, together with such other duties as the Board of Directors may prescribe.

(c) The Treasurer shall ensure that Public Allies has proper financial policies, procedures and controls, preside at Finance Committee meetings, monitor the organization’s financial well-being, and shall perform the duties and functions customarily performed by the Treasurer of a corporation, together with such other duties as the Board of Directors may prescribe.

Section 5.03: Election of Officers. The officers of Public Allies shall be elected annually by the Board of Directors at its annual meeting. The term of office shall commence at the conclusion of the annual meeting of the Board of Directors.

Section 5.04: Vacancies. Any vacancies occurring in offices shall be filled by the Board of Directors, from time to time. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

Section 5.05: Removal or Suspension. Any officer may be removed or suspended, with or without cause, by vote of a majority of the Board’s total membership, and a successor elected at any regular meeting of the Board of Directors or at any special meeting called for such purpose.

Article VI – Affiliates

Section 6.01: Affiliates. The Board may establish one (1) or more affiliate chapters of Public Allies in the form of local or regional organizations or groups which will pursue the goals and purposes of Public Allies. The Board shall establish the criteria and requirements for all Public Allies Affiliates.

Article VII – Fiscal Management

Section 7.01: Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 7.02: Financial Reports. The Treasurer shall direct the President & CEO to cause to be prepared monthly and annually a full and correct statement of the affairs of the corporation, including a balance sheet and financial statement of operations for the preceding month or year.
The Finance Committee will review such statements and oversee the annual independent audit of the organization.

Section 7.03: Financial Policies and Procedures. The Finance Committee will ensure that the organization has appropriate financial policies, procedures and controls, and that such policies, procedures and controls are being effectively executed.

Section 7.04: Approval of Audit and Management Letter. The Board of Directors shall approve the findings of the organization’s annual audit and management letter. The Finance Committee shall work with management to create a plan to implement the recommendations of the management letter.

Article VIII – Conflict of Interest

Section 8.01: Conflict of Interest. No member of the Public Allies Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with Public Allies. Directors shall not be a participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with Public Allies which has resulted or could result in personal benefit to the Director. Directors shall not be a recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with Public Allies.

Section 8.02: Disclosure and Recusal. Each Director shall disclose to the Public Allies Board of Directors any conflict of interest that the individual or any member of the individual’s immediate family has as described in Section 8.01, and shall recuse himself or herself from any matter pending before the Public Allies Board in which they may have or appear to have a personal interest.

Section 8.03: Non-solicitation. Any member of the Public Allies Board of Directors, any Committee, or Staff member shall refrain from obtaining any list of Public Allies participants, partners, or supporters for personal or private solicitation purposes at any time during the term of their affiliation.

Section 8.04: Conflict of Interest Statement. Each Director and Staff Member shall sign a conflict of interest statement annually.

Article IX – Indemnification

Section 9.01: Indemnification. The Corporation shall indemnify any director or officer of the Corporation or any of its subsidiaries who was or is an “authorized representative” of the Corporation (which shall mean, for the purpose of this Article, a director or officer of the Corporation or such a person serving at the request of the Corporation a director, officer, partner, fiduciary or trustee of another domestic or foreign corporation, partnership joint venture, trust, employee benefit plan or other enterprise) and who was or is a “party” or is threatened to be made a party to any “proceeding” (which shall include for purposes of this Article any threatened, pending or completed action, or other proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right corporation)), by reason of the fact that such person was or is an authorized representative of the Corporation against
exposes (which shall include for purposes of this Article attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connecting with such action or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, and no reasonable cause to believe such person's conduct was unlawful. If an authorized representative is not entitled to indemnification in respect of a portion of any liabilities to which such person may be subject, the Corporation shall nonetheless indemnify such person to the maximum extent for the remaining portion of the liabilities.

Section 9.02: Advancement of Expenses. The Corporation shall pay the expenses (including attorneys fees and disbursements) actually and reasonably incurred in defending a proceeding on behalf of any person entitled to indemnification under section 8.01 in advance of the final deposition of such proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article. The financial ability of such authorized representative to make such repayment shall not be prerequisite to the making of an advance.

Section 9.03 Security for Indemnification Obligations. To further effect, satisfy or secure the indemnification obligations provided herein or otherwise, the Corporation may maintain insurance, obtain a letter of credit, act as self-insurer, create a reserve, trust escrow, cash collateral or other fund or account, enter into indemnification agreements, pledge or grant a security interest in any assets or properties of the Corporation, or use any other mechanism or arrangement whatsoever in such amounts, at such costs upon such other terms and conditions as the Board of Directors shall deem appropriate.

Section 9.04: Reliance Upon Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon his rights of indemnification provided by this Article.

Section 9.05: Amendment or Repeal. All rights of indemnification under this Article shall be deemed a contract between the Corporation and the person entitled to indemnification under this Article pursuant to which the Corporation and each such person intend to be legally bound. Any repeal, amendment or modification hereof shall be prospective only and shall not limit, but may expand, any right or obligation in respect of any proceeding either commenced prior to or after such change to the extent such proceeding pertains to actions or failures to act occurring prior to such change.

Section 9.06: Scope of Article. The indemnification, as authorized by this Article, shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, agreement, vote of shareholders of disinterested directors or otherwise, both as to action in an official capacity and as to action in any other capacity while holding such office. The indemnification and advancement of expenses provide by, or granted pursuant to, this Article shall continue as to a person who has ceased to be an officer or director in respect of proceedings pertaining to actions or failures to act occurring prior to such time, and shall inure to the benefit of the heirs, executors and administrators of such person.

Article X- Commitment to Diversity and Equal Opportunity
Section 10.01: Commitment to Diversity. In keeping with Public Allies' core values of diversity, inclusion and focusing on individual and community assets, Public Allies shall engage individuals of diverse backgrounds, beliefs, and experiences as Directors, staff, participants and volunteers in order to enrich its programmatic effectiveness. Public Allies takes meaningful steps to promote inclusiveness in its hiring, retention, promotion, board recruitment, and constituencies served.

Section 10.02: Affirmative Action. It is the policy of Public Allies that local, state and federal laws and Executive Orders implementing national equal employment opportunity policy shall be fully complied with, not only by meeting the letter of the law and contractual requirements, but by carrying out the full spirit as well.

Section 10.03: Non-discrimination. In order to provide equal employment and advancement opportunities to all individuals, employment decisions of Public Allies shall be based on merit, qualifications, and abilities. Public Allies does not discriminate in employment opportunities or practices on the basis of gender, race, religion, sexual orientation, national origin, ancestry, age, disability, or any other characteristic protected by law. Public Allies shall make reasonable accommodations for qualified individuals with known disabilities.

Article XI – Dissolution

Section 11.01: Dissolution. Upon Public Allies' dissolution, the Board, after paying or making provision for payment of all liabilities, shall dispose of Public Allies' assets in such a manner, or to such organizations described in Section 501(c)(3) of the Internal Revenue Code as amended or as it may be amended, as the Board determines to be consistent with Public Allies' purposes and with applicable provisions of law.

Article XII – Amendments

Section 12.01: Amendments. The Board, by vote of two-thirds of its membership, may amend or repeal these Bylaws in whole or in part.

Article XIII – Compliance with Law

Section 13.01: Compliance with Law. Public Allies' officers are authorized and directed to take all steps necessary to assure that Public Allies operates and transacts its affairs in full compliance with all applicable provisions of law and tax regulations applicable to non-for-profit organizations.

As Secretary of Public Allies, Inc, a District of Columbia nonprofit corporation, I hereby certify that the foregoing constitutes a complete and accurate copy of its Bylaws adopted by its Board of Directors on February 11, 2005.

Signed: Omar Brownson
Secretary, Public Allies, Inc. National Board of Directors

Last revised February 11, 2005
Employer ID #: 52-1759564

Public Allies, Inc.
8/31/05
Fixed Assets Summary

**Assets:**

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<th>A/C #</th>
<th>Description</th>
<th>Balance 8/31/04</th>
<th>Additions</th>
<th>Disposals</th>
<th>Balance 8/31/05</th>
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<tbody>
<tr>
<td>01-181000-110</td>
<td>Furniture &amp; Fixtures</td>
<td>3,680</td>
<td>-</td>
<td>-</td>
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<tr>
<td>01-182000-110</td>
<td>Computer Equipment</td>
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<td>01-183000-110</td>
<td>Equipment</td>
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<td>01-184000-110</td>
<td>Software Purchases</td>
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<td>02-183000-110</td>
<td>Equipment</td>
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</tr>
<tr>
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<td>Furniture &amp; Fixtures</td>
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<td>1,089</td>
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<tr>
<td>04-182000-110</td>
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Totals: 421,514 64,257 1,079 484,692

**Accumulated Depreciation:**

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<th>Additions</th>
<th>Disposals</th>
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Totals: 247,467 95,628 539 342,556