

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)

OMB No. 1545-0047

2006

Department of the Treasury
Internal Revenue Service

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

Open to Public
Inspection

A For the 2006 calendar year, or tax year beginning

and ending

B Check if applicable

Please use IRS label or print or type See Specific Instructions.

C Name of organization

PHOCIS, INC.

Number and street (or P.O. box if mail is not delivered to street address)

20750 S.W. ROCK CREEK ROAD

Room/suite

City or town, state or country, and ZIP + 4

SHERIDAN, OR 97378

D Employer identification number

93-0908525

E Telephone number

(503) 843-1356

F Accounting method

☐ Cash☒ Accrual☐ Other (specify) ▶

- ☐ 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 ▶ N/A

H(c) Are all affiliates included? (If "No," attach a list.) N/A ☐ Yes ☐ NoH(d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No

I Group Exemption Number ▶ N/A

G Website: ▶ N/A

J Organization type (check only one) ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527K Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file 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 ▶

4,004,126.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

1 Contributions, gifts, grants, and similar amounts received:					
a Contributions to donor advised funds	1a				
b Direct public support (not included on line 1a)	1b				
c Indirect public support (not included on line 1a)	1c				
d Government contributions (grants) (not included on line 1a)	1d				
e Total (add lines 1a through 1d) (cash \$ noncash \$)	1e			0.	
2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			2,290,200.	
3 Membership dues and assessments	3				
4 Interest on savings and temporary cash investments	4			37,169.	
5 Dividends and interest from securities	5			53,355.	
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)	7				
8 a Gross amount from sales of assets other than inventory	(A) Securities	8a	(B) Other		
b Less: cost or other basis and sales expenses	1,621,375.	8b	60.		
c Gain or (loss) (attach schedule)	1,537,066.	8c	60.		
d Net gain or (loss). Combine line 8c, columns (A) and (B)	84,309.			84,369.	
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>	STMT 1 STMT 2				
a Gross revenue (not including \$ of contributions reported on line 1b)	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			1,967.	
12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12			2,467,060.	
13 Program services (from line 44, column (B))	13			2,266,374.	
14 Management and general (from line 44, column (C))	14			82,769.	
15 Fundraising (from line 44, column (D))	15				
16 Payments to affiliates (attach schedule)	16				
17 Total expenses. Add lines 16 and 44, column (A)	17			2,349,143.	
18 Excess or (deficit) for the year. Subtract line 17 from line 12	18			117,917.	
19 Net assets or fund balances at beginning of year (from line 73, column (A))	19			9,889,200.	
20 Other changes in net assets or fund balances (attach explanation)	20			91,292.	
21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21			10,098,409.	

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.

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
22a Grants paid from donor advised funds (attach schedule) (cash \$ <u>0</u> noncash \$ <u>0</u>) If this amount includes foreign grants, check here <input type="checkbox"/>				
22b Other grants and allocations (attach schedule) (cash \$ <u>349570</u> noncash \$ <u>724348</u>) If this amount includes foreign grants, check here <input type="checkbox"/>			STATEMENT 5 STATEMENT 6	
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A STMT 4	25a 186,084.	167,476.	18,608.	0.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b 0.	0.	0.	0.
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c			
26 Salaries and wages of employees not included on lines 25a, b, and c	26			
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28 2,000.		2,000.	
29 Payroll taxes	29 10,198.	9,178.	1,020.	
30 Professional fundraising fees	30			
31 Accounting fees	31 19,512.		19,512.	
32 Legal fees	32 16,054.		16,054.	
33 Supplies	33 2,927.	402.	2,525.	
34 Telephone	34 3,168.	2,851.	317.	
35 Postage and shipping	35			
36 Occupancy	36			
37 Equipment rental and maintenance	37			
38 Printing and publications	38			
39 Travel	39 9,410.	8,469.	941.	
40 Conferences, conventions, and meetings	40			
41 Interest	41 497,674.	497,674.		
42 Depreciation, depletion, etc (attach schedule)	42 356,550.	356,550.		
43 Other expenses not covered above (itemize):				
a AMORTIZATION	43a 148,398.	148,398.	0.	
b BANK CHARGES	43b 230.	46.	184.	
c ANNUAL REPORT FEES	43c 584.	0.	584.	
d LAND USE RESEARCH	43d 1,412.	1,412.	0.	
e INVESTMENT MANAGEMENT	43e			
f FEE	43f 21,024.	0.	21,024.	
g	43g			
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44 2,349,143.	2,266,374.	82,769.	0.

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 \$ N/A; (ii) the amount allocated to Program services \$ N/A;(iii) the amount allocated to Management and general \$ N/A; and (iv) the amount allocated to Fundraising \$ N/A

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

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.

What is the organization's primary exempt purpose? ► SEE STATEMENT 8	Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
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.)	
a SEE STATEMENT 7	
(Grants and allocations \$ 1,073,918.) If this amount includes foreign grants, check here ► <input type="checkbox"/>	2,266,374.
b	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
c	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
d	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
e Other program services (attach schedule)	
(Grants and allocations \$) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
f Total of Program Service Expenses (should equal line 44, column (B), Program services) ►	2,266,374.

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Part IV Balance Sheets (See 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	64,153.	45	227,856.
	46 Savings and temporary cash investments	377,821.	46	399,896.
	47 a Accounts receivable	97,092.		
	b Less: allowance for doubtful accounts		47c	97,092.
	48 a Pledges receivable			
	b Less: allowance for doubtful accounts		48c	
	49 Grants receivable		49	
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a Other notes and loans receivable			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54 a Investments - publicly-traded securities STMT 13 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	2,132,224.	54a	2,197,735.
	b Investments - other securities STMT 12 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	191,136.	54b	397,174.
55 a Investments - land, buildings, and equipment: basis				
b Less: accumulated depreciation		55c		
56 Investments - other		56		
57 a Land, buildings, and equipment: basis	17,035,545.			
b Less: accumulated depreciation	3,389,335.	57c	13,646,210.	
58 Other assets, including program-related investments (describe SEE STATEMENT 9)	1,322,606.	58	1,174,208.	
59 Total assets (must equal line 74). Add lines 45 through 58	17,500,493.	59	18,140,171.	
Liabilities	60 Accounts payable and accrued expenses	378,380.	60	502,386.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable STMT 10 STMT 11	7,232,913.	64b	7,539,376.
	65 Other liabilities (describe)		65	
66 Total liabilities. Add lines 60 through 65	7,611,293.	66	8,041,762.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	7,740,481.	67	7,928,293.
	68 Temporarily restricted	461,965.	68	404,669.
	69 Permanently restricted	1,686,754.	69	1,765,447.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> 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 and column (B) must equal line 21)	9,889,200.	73	10,098,409.
74 Total liabilities and net assets/fund balances. Add lines 66 and 73	17,500,493.	74	18,140,171.	

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

a	Total revenue, gains, and other support per audited financial statements	a	2,558,352.
b	Amounts included on line a but not on Part I, line 12:		
1	Net unrealized gains on investments	b1	
2	Donated services and use of facilities	b2	
3	Recoveries of prior year grants	b3	
4	Other (specify): SEE STATEMENT 14	b4	91,292.
	Add lines b1 through b4	b	91,292.
c	Subtract line b from line a	c	2,467,060.
d	Amounts included on Part I, line 12, but not on line a :		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify):	d2	
	Add lines d1 and d2	d	0.
e	Total revenue (Part I, line 12). Add lines c and d	e	2,467,060.

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

a	Total expenses and losses per audited financial statements	a	2,349,143.
b	Amounts included on line a but not on Part I, line 17:		
1	Donated services and use of facilities	b1	
2	Prior year adjustments reported on Part I, line 20	b2	
3	Losses reported on Part I, line 20	b3	
4	Other (specify):	b4	
	Add lines b1 through b4	b	0.
c	Subtract line b from line a	c	2,349,143.
d	Amounts included on Part I, line 17, but not on line a :		
1	Investment expenses not included on Part I, line 6b	d1	
2	Other (specify):	d2	
	Add lines d1 and d2	d	0.
e	Total expenses (Part I, line 17). Add lines c and d	e	2,349,143.

Part V-A Current Officers, Directors, Trustees, and Key Employees (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See 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 plans	(E) Expense account and other allowances
E. RAY PHELPS 20750 SW ROCK CREEK ROAD SHERIDAN, OREGON 97378	DIRECTOR & PRESIDENT 40.00	103,655.	38,197.	0.
CHRISTINE J. PERPELITT 20750 SW ROCK CREEK ROAD SHERIDAN, OREGON 97378	DIRECTOR & SECRETARY/TREASURER 35.00	29,222.	15,010.	0.
MARK I. SIEGEL 20750 SW ROCK CREEK ROAD SHERIDAN, OREGON 97378	DIRECTOR 0.25	0.	0.	0.

Part VI Other Information (continued)

Yes No

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	X	
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) organizations. 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) organizations. 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 a	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	88a		X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b		X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>			
b	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? 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		0.	
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.	
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e		X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f		X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year? N/A	89g		
90 a	List the states with which a copy of this return is filed <u>OR, CA</u>			
b	Number of employees employed in the pay period that includes March 12, 2006	90b		2
91 a	The books are in care of <u>CHRISTINE PERPELITT</u> Telephone no. <u>503-843-1356</u> Located at <u>20750 S.W. ROCK CREEK ROAD, SHERIDAN, OR</u> ZIP + 4 <u>97378</u>			
b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If "Yes," enter the name of the foreign country <u>N/A</u> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts	91b		X

Form 990 (2006)

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91c

X

If "Yes," enter the name of the foreign country **N/A**

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

Part VII Analysis of Income-Producing Activities (See 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) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a RENT INCOME			16	1,897,500.	
b LICENSE FEE INCOME			15	392,700.	
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	37,169.	
96 Dividends and interest from securities			14	53,355.	
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					
100 Gain or (loss) from sales of assets other than inventory			18	84,369.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a MISCELLANEOUS INCOME			01	1,967.	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		2,467,060.	0.
105 Total (add line 104, columns (B), (D), and (E))					2,467,060.

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

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

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.


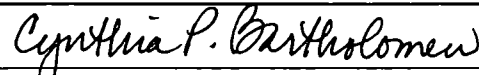
Yes	No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No

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

Please Sign Here	 Signature of officer		5/15/07 Date	
	Christine Perpelitt, Sec/Treas Type or print name and title			
Paid Preparer's Use Only	Preparer's signature	 Cynthia P. Bartholomew	Date	5/14/07
	Firm's name (or yours if self-employed), address, and ZIP + 4	PERKINS & COMPANY, P.C. 1211 SW FIFTH AVE., SUITE 1000 PORTLAND, OR 97204-3710		Check if self-employed <input type="checkbox"/> Preparer's SSN or PTIN (See Gen. Inst. X) EIN <input type="checkbox"/> Phone no. (503) 221-0336

Form 990 (2006)

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 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

2006

Name of the organization

PHOCIS, INC.

Employer identification number

93 0908525

Part I

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

(See page 2 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
NONE				

Total number of other employees paid over \$50,000 ▶

0

Part II-A

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶

0

Part II-B

Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services ▶

0

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 ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) 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.	1		X
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)?	2d		X
e Transfer of any part of its income or assets?	2e		X
3 a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a		X
b Did the organization have a section 403(b) annuity plan for its employees?	3b		X
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c		X
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d		X
4 a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a		X
b Did the organization make any taxable distributions under section 4966?	4b		X
c Did the organization make a distribution to a donor, donor advisor, or related person?	4c		X
d Enter the total number of donor advised funds owned at the end of the tax year ►			0
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ►			0.
f Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ►			0.
g Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ►			0.

Schedule A (Form 990 or 990-EZ) 2006

Part IV Reason for Non-Private Foundation Status (See pages 4 through 7 of the instructions.)I certify that 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 otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
☐ Type I ☐ Type II ☒ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 7 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
DELPHI SCHOOLS, INC. E.I.N. 93-0630376		6		X	
DELPHI ACADEMY OF BOSTON, INC. E.I.N. 04-2699036		6		X	
Total ►					

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 7 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2006

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) Use cash method of accounting. **N/A**
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) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)					
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					
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	0.	0.	0.	0.	0.
24 Line 23 minus line 17					
25 Enter 1% of line 23					

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24 ▶ **26a** **N/A**

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 2002 through 2005 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ▶ **26b** **N/A**

c Total support for section 509(a)(1) test: Enter line 24, column (e) ▶ **26c** **N/A**

d Add: Amounts from column (e) for lines: 18 _____ 19 _____
22 _____ 26b _____ ▶ **26d** **N/A**

e Public support (line 26c minus line 26d total) ▶ **26e** **N/A**

f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ▶ **26f** **N/A** %

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:

(2005)	(2004)	(2003)	(2002)
--------	--------	--------	--------

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 11b, 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:

(2005)	(2004)	(2003)	(2002)
--------	--------	--------	--------

c Add: Amounts from column (e) for lines: 15 _____ 16 _____
17 _____ 20 _____ 21 _____ ▶ **27c** **N/A**

d Add: Line 27a total _____ and line 27b total _____ ▶ **27d** **N/A**

e Public support (line 27c total minus line 27d total) ▶ **27e** **N/A**

f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) ▶ **27f** **N/A**

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

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

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2002 through 2005, 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 9 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	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? If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)	31	
<hr/>		
<hr/>		
<hr/>		
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? If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)	32d	
<hr/>		
<hr/>		
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? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)	33h	
<hr/>		
<hr/>		
<hr/>		
34 a 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	

Schedule A (Form 990 or 990-EZ) 2006

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 10 of the instructions.)**N/A**(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
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 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	
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	
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 13 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A (e) Total
	(a) 2006	(b) 2005	(c) 2004	(d) 2003	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 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**.)

Yes	No	Amount
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
	<input checked="" type="checkbox"/>	
		0.

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

FORM 990	GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES			STATEMENT	1
DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)	
PUBLICLY TRADED SECURITIES - UNRESTRICTED	189,962.	189,962.	0.	0.	
PUBLICLY TRADED SECURITIES - RESTRICTED	1,431,413.	1,347,104.	0.	84,309.	
TO FORM 990, PART I, LINE 8	1,621,375.	1,537,066.	0.	84,309.	

FORM 990	GAIN (LOSS) FROM SALE OF OTHER ASSETS	STATEMENT	2
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DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED
EPSON STYLUS PHOTO 1270 PRINTER	07/01/00	12/01/06	PURCHASED

NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	0.	510.	0.	510.	0.

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED
CANON CAMERA AND WIDE ANGLE LENS	07/01/00	12/01/06	PURCHASED

NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	60.	827.	0.	827.	60.
TO FM 990, PART I, LN 8	60.	1,337.	0.	1,337.	60.

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	3
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS CARRIED AT MARKET VALUE	1,230.
UNREALIZED GAIN ON INVESTMENTS CARRIED AT MARKET VALUE	4,683.
UNREALIZED GAIN ON DERIVATIVE FINANCIAL INSTRUMENTS	85,379.
TOTAL TO FORM 990, PART I, LINE 20	91,292.

FORM 990

OFFICER COMPENSATION ALLOCATION
PART II, LINE 25A

STATEMENT 4

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
E. RAY PHELPS	103,655.	38,197.		141,852.
A. PROGRAM SERVICES	93,290.	34,377.		127,667.
B. MANAGEMENT AND GENERAL	10,365.	3,820.		14,185.
C. FUNDRAISING				

NAME OF OFFICER, ETC.	COMPENSATION	EMPLOYEE BEN. PLANS	EXPENSE ACCOUNTS	TOTALS
CHRISTINE J. PERPELITT	29,222.	15,010.		44,232.
A. PROGRAM SERVICES	26,300.	13,509.		39,809.
B. MANAGEMENT AND GENERAL	2,922.	1,501.		4,423.
C. FUNDRAISING				

TOTAL PROGRAM SERVICES				167,476.
TOTAL MANAGEMENT AND GENERAL				18,608.
TOTAL FUNDRAISING				
TOTAL OFFICER, ETC., COMPENSATION INCLUDED ON PART II, LINE 25A				186,084.

FORM 990	CASH GRANTS AND ALLOCATIONS TO OTHERS	STATEMENT	5
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CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS
--

AMOUNT

PROGRAM SERVICES
DELPHI SCHOOLS, INC.
20950 SW ROCK CREEK ROAD
SHERIDAN, OR 97378

349,570.

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B

349,570.

FORM 990

NONCASH GRANTS AND ALLOCATIONS

STATEMENT 6

CLASS OF ACTIVITY: PROGRAM SERVICES

DONEE'S NAME AND ADDRESS

DELPHI SCHOOLS, INC.
20950 SW ROCK CREEK ROAD
SHERIDAN, OR 97378

RELATIONSHIP OF DONEE

DESCRIPTION OF PROPERTY

DATE OF GIFT

N/A

CREDIT AGAINST RENT

VARIOUS

METHOD USED TO DETERMINE BOOK VALUE

METHOD USED TO DETERMINE FAIR MARKET VALUE

BOOK VALUE

AMOUNT GIVEN

0.

689,248.

CLASS OF ACTIVITY: PROGRAM SERVICES

DONEE'S NAME AND ADDRESS

DELPHI ACADEMY OF BOSTON, INC.
564 BLUE HILL AVENUE
MILTON, MA 02186

RELATIONSHIP OF DONEE

DESCRIPTION OF PROPERTY

DATE OF GIFT

N/A

CREDIT AGAINST RENT

VARIOUS

METHOD USED TO DETERMINE BOOK VALUE

METHOD USED TO DETERMINE FAIR MARKET VALUE

BOOK VALUE

AMOUNT GIVEN

0.

35,100.

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B

724,348.

FORM 990

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

STATEMENT

7

DESCRIPTION OF PROGRAM SERVICE ONE

PHOCIS, INC., IS AN OREGON NONPROFIT CORPORATION, ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES. IT IS EXEMPT FROM TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986. PHOCIS, INC., OPERATES AS A SUPPORTING ORGANIZATION FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, AND/OR TO CARRY OUT THE EXEMPT PURPOSES OF, ITS TWO SUPPORTED ORGANIZATIONS (DELPHI SCHOOLS, INC. (AN OREGON NONPROFIT CORPORATION), AND DELPHI ACADEMY OF BOSTON, INC. (A MASSACHUSETTS NONPROFIT CORPORATION)) -- BOTH OF WHICH ARE THEMSELVES ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES, AND ARE EXEMPT FROM TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986.

DELPHI SCHOOLS, INC. DEVELOPS, OPERATES, AND/OR ADVISES PRIVATE NON-SECTARIAN SCHOOLS OWNED BY DELPHI SCHOOLS, INC., OR BY OTHER EDUCATIONAL AND CHARITABLE NONPROFIT SCHOOLS EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, IN CONJUNCTION WITH DELPHI SCHOOLS, INC.'S: (1) EDUCATIONAL CURRICULUM AND SYLLABI, AND SUPPORTING IMPLEMENTATION ADVICE FOR THE EDUCATION OF STUDENTS IN PRESCHOOL/KINDERGARTEN THROUGH HIGH SCHOOL AND BEYOND; (2) EDUCATIONAL PUBLICATIONS; AND (3) DELPHI TRADEMARKS AND SERVICEMARKS (COLLECTIVELY REFERRED TO AS THE "DELPHI PROGRAM"). DELPHI SCHOOLS, INC., CURRENTLY OWNS AND OPERATES FOUR SUCH SCHOOLS: A BOARDING SCHOOL IN SHERIDAN, OREGON ("THE DELPHIAN SCHOOL"); A DAY SCHOOL IN LOS ANGELES, CALIFORNIA ("THE DELPHI ACADEMY OF LOS ANGELES"); A DAY SCHOOL IN SANTA MONICA, CALIFORNIA ("THE DELPHI ACADEMY OF SANTA MONICA"); AND A DAY SCHOOL IN SANTA CLARA, CALIFORNIA ("THE DELPHI ACADEMY OF SAN FRANCISCO BAY"). DELPHI SCHOOLS, INC., ALSO CURRENTLY CONTRACTS WITH FIVE OTHER EDUCATIONAL AND CHARITABLE NONPROFIT SCHOOLS EXEMPT UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986: A DAY SCHOOL IN MILTON, MASSACHUSETTS ("THE DELPHI ACADEMY OF BOSTON"); A DAY SCHOOL IN CLEARWATER, FLORIDA ("THE DELPHI ACADEMY OF FLORIDA"); A DAY SCHOOL IN SAN DIEGO, CALIFORNIA ("THE DELPHI ACADEMY OF SAN DIEGO"); A DAY SCHOOL IN SAN MARCOS, CALIFORNIA ("THE DELPHI ACADEMY OF SAN MARCOS"); AND A DAY SCHOOL IN CHICAGO, ILLINOIS ("DELPHI ACADEMY OF CHICAGO").

DELPHI ACADEMY OF BOSTON, INC., OWNS AND OPERATES "THE

DELPHI ACADEMY OF BOSTON" IN MILTON, MASSACHUSETTS.

IN FULFILLING ITS EXEMPT PURPOSE DURING 2006, PHOCIS, INC., PROVIDED ITS SUPPORTED ORGANIZATIONS WITH: (1) CASH AND LIKE-KIND GRANTS; (2) ADMINISTRATIVE SERVICES; AND (3) LEASED SCHOOL FACILITIES. IN ADDITION, PHOCIS, INC., CONTINUED PROVIDING CERTAIN INTELLECTUAL PROPERTIES, EDUCATIONAL CURRICULUM, AND MANAGEMENT SOFTWARE ("INTELLECTUAL PROPERTIES") TO DELPHI SCHOOLS, INC., PURSUANT TO A DEVELOPMENT LICENSE, AS AN INTEGRAL PART OF DELPHI SCHOOLS, INC.'S "DELPHI PROGRAM."

TO FULFILL ITS EXEMPT PURPOSE IN THE FUTURE, PHOCIS WILL CONTINUE PROVIDING CASH AND LIKE-KIND GRANTS, ADMINISTRATIVE SERVICES, FUNDING FOR LEGAL SERVICES, AND LEASING SCHOOL FACILITIES. IT WILL ALSO CONTINUE TO LICENSE THE INTELLECTUAL PROPERTIES TO DELPHI SCHOOLS, INC.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A	1,073,918.	2,266,374.

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT	8
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EXPLANATION

PHOCIS, INC., IS AN OREGON NONPROFIT CORPORATION, ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES. IT IS EXEMPT FROM TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986. PHOCIS, INC., OPERATES AS A SUPPORTING ORGANIZATION FOR THE BENEFIT OF, TO PERFORM THE FUNCTIONS OF, OR TO CARRY OUT THE EXEMPT PURPOSES OF ITS TWO SUPPORTED ORGANIZATIONS (DELPHI SCHOOLS, INC. (AN OREGON NONPROFIT CORPORATION), AND DELPHI ACADEMY OF BOSTON, INC. (A MASSACHUSETTS NONPROFIT CORPORATION)) -- BOTH OF WHICH ARE THEMSELVES ORGANIZED EXCLUSIVELY FOR EDUCATIONAL AND CHARITABLE PURPOSES, AND ARE EXEMPT FROM TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986.

FORM 990	OTHER ASSETS	STATEMENT	9
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DESCRIPTION

	AMOUNT
GOODWILL	289,548.
COVENANT OF NONCOMPETITION	162,000.
EDUCATIONAL CURRICULUM	834,000.
MANAGEMENT SOFTWARE	120,590.
LOAN COSTS	88,218.
LESS: ACCUMULATED AMORTIZATION	<320,148.>
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B	1,174,208.

FORM 990	MORTGAGES PAYABLE	STATEMENT 10
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DESCRIPTION	BALANCE DUE
SOVEREIGN BANK	369,175.
SOVEREIGN BANK	148,794.
KEY BANK	617,137.
KEY BANK	5,546,246.
SOVEREIGN BANK	598,099.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B	7,279,451.

FORM 990

OTHER NOTES AND LOANS PAYABLE

STATEMENT 11

LENDER'S NAME	TERMS OF REPAYMENT
---------------	--------------------

ALAN H. LARSON	3 PER YEAR
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DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
01/01/05	01/01/07	247,000.	6.75%

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	NOTE PAYABLE

RELATIONSHIP OF LENDER

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	80,000.

LENDER'S NAME	TERMS OF REPAYMENT
---------------	--------------------

TAMARACK PRODUCTIONS, INC.	5 PER YEAR
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DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
01/01/05	01/01/09	273,231.	6.75%

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	NOTE PAYABLE

RELATIONSHIP OF LENDER

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
	0.	135,050.

LENDER'S NAMETERMS OF REPAYMENT

ALAN H. LARSON

<u>DATE OF NOTE</u>	<u>MATURITY DATE</u>	<u>ORIGINAL LOAN AMOUNT</u>	<u>INTEREST RATE</u>
01/01/05	01/01/14	88,966.	.00%

SECURITY PROVIDED BY BORROWERPURPOSE OF LOAN

NOTE PAYABLE

RELATIONSHIP OF LENDER

<u>DESCRIPTION OF CONSIDERATION</u>	<u>FMV OF CONSIDERATION</u>	<u>BALANCE DUE</u>
	0.	44,875.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		259,925.

<u>FORM 990</u>	<u>OTHER SECURITIES</u>	<u>STATEMENT</u>	<u>12</u>
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<u>SECURITY DESCRIPTION</u>	<u>COST/FMV</u>	<u>OTHER SECURITIES</u>
CERTIFICATE OF DEPOSITS	FMV	397,174.
TO FORM 990, LINE 54B, COL B		397,174.

<u>FORM 990</u>	<u>PUBLICLY-TRADED SECURITIES</u>	<u>STATEMENT</u>	<u>13</u>
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<u>SECURITY DESCRIPTION</u>	<u>COST/FMV</u>	<u>CORPORATE STOCKS</u>	<u>CORPORATE BONDS</u>	<u>OTHER PUBLICLY TRADED SECURITIES</u>	<u>TOTAL NON-GOV'T SECURITIES</u>
EQUITY SECURITIES	FMV	715,702.			715,702.
MUTUAL FUNDS	FMV			758,294.	758,294.
GOVERNMENT SECURITIES	FMV			620,083.	620,083.
CORPORATE DEBT SECURITIES	FMV		103,656.		103,656.
TO FORM 990, LINE 54A, COL B		715,702.	103,656.	1,378,377.	2,197,735.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT 14
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DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS CARRIED AT MARKET VALUE - UNRESTRICTED	1,230.
UNREALIZED GAIN ON DERIVATIVE FINANCIAL INSTRUMENTS - UNRESTRICTED	85,379.
UNREALIZED LOSS ON INVESTMENTS CARRIED AT MARKET VALUE - PERMANENT RES	4,683.
TOTAL TO FORM 990, PART IV-A	91,292.

FORM 990	IDENTIFICATION OF RELATED ORGANIZATIONS PART VI, LINE 80B	STATEMENT 15
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NAME OF ORGANIZATION	EXEMPT	NONEXEMPT
DELPHI SCHOOLS, INC.	X	
DELPHI ACADEMY OF BOSTON, INC.	X	

PHOCIS, INC.
93-0908525
DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT
YEAR-END 12/31/06

DESCRIPTION	CURRENT YEAR DEPRECIATION
LAND - BOSTON	-
LAND - SHERIDAN	-
LAND - LOS ANGELES	-
OFFICE EQUIPMENT	234
BUILDINGS - BOSTON	21,889
BUILDINGS - SHERIDAN	150,875
BUILDINGS - LA	183,552
CONSTRUCTION IN PROGRESS	-
TOTAL TO FORM 990, PART II, LINE 42	<u>356,550</u>

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LAND - BOSTON	269,800	-	269,800
LAND - SHERIDAN	1,441,216	-	1,441,216
LAND - LOS ANGELES	1,461,277	-	1,461,277
OFFICE EQUIPMENT	10,739	10,599	140
BUILDINGS - BOSTON	1,044,314	313,773	730,541
BUILDINGS - SHERIDAN	5,398,945	2,343,462	3,055,483
BUILDINGS - LA	7,158,535	721,501	6,437,034
CONSTRUCTION IN PROGRESS	250,719	-	250,719
TOTAL TO FORM 990, PART IV, LINE 57	<u>17,035,545</u>	<u>3,389,335</u>	<u>13,646,210</u>