

Return of Organization Exempt from Income Tax

2004

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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 7/01, 2004, and ending 6/30, 2005

- B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending

Please use IRS label or print or type See specific instructions.

TODCO/YBC 3 230 FOURTH STREET SAN FRANCISCO, CA 94103

D Employer Identification Number 94-2901051 E Telephone number 415-896-1880 F Accounting method: Cash, Accrual (checked), Other (specify)

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

H and I are not applicable to section 527 organizations. H (a) Is this a group return for affiliates? Yes, No (checked). H (b) If 'Yes,' enter number of affiliates. H (c) Are all affiliates included? Yes, No. H (d) Is this a separate return filed by an organization covered by a group ruling? Yes, No (checked). I Group Exemption Number. M Check if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

G Web site: N/A

J Organization type (check only): 501(c) 3 (insert no), 4947(a)(1) or 527

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

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 1,616,459.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Instructions)

Table with columns for line numbers, descriptions, and amounts. Includes sections for Revenue (lines 1-12), Expenses (lines 13-17), and Net Assets or Fund Balances (lines 18-21). Total revenue is 1,476,313. Total expenses are 1,970,112. Net assets at end of year are 9,464,040.

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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (att sch) SEE STM 2 (cash \$ 210,210. non-cash \$ 142,478.)	352,688.	352,688.		
23	Specific assistance to individuals (att sch)				
24	Benefits paid to or for members (att sch)				
25	Compensation of officers, directors, etc	10,860.		10,860.	
26	Other salaries and wages	317,571.	215,197.	102,374.	
27	Pension plan contributions				
28	Other employee benefits	27,448.	18,665.	8,783.	
29	Payroll taxes	32,772.	22,285.	10,487.	
30	Professional fundraising fees				
31	Accounting fees	7,600.		7,600.	
32	Legal fees				
33	Supplies				
34	Telephone	14,615.		14,615.	
35	Postage and shipping				
36	Occupancy				
37	Equipment rental and maintenance				
38	Printing and publications				
39	Travel				
40	Conferences, conventions, and meetings				
41	Interest	73,971.	73,971.		
42	Depreciation, depletion, etc (attach schedule)	288,136.	288,136.		
43	Other expenses not covered above (itemize)				
a	SEE STATEMENT 3	844,451.	745,814.	98,637.	
b	-----				
c	-----				
d	-----				
e	-----				
44	Total functional expenses (add lines 22 - 43) Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	1,970,112.	1,716,756.	253,356.	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 \$ _____; (ii) the amount allocated to Program services \$ _____, (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? <u>HOUSING FOR ELDERLY & HANDICAP</u>	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a SEE STATEMENT 4 ----- ----- (Grants and allocations \$ 352,688.)	1,716,756.
b ----- ----- (Grants and allocations \$ _____)	
c ----- ----- (Grants and allocations \$ _____)	
d ----- ----- (Grants and allocations \$ _____)	
e Other program services (Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	1,716,756.

Part IV. Balance Sheets (See 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	251,687.	45	89,808.
	46 Savings and temporary cash investments	763,882.	46	766,175.
	47a Accounts receivable	37,033.		
	b Less: allowance for doubtful accounts		47c	37,033.
	48a Pledges receivable			
	b Less: allowance for doubtful accounts		48c	
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes & loans receivable (attach sch)			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	96,832.	53	85,997.
	54 Investments – securities (attach schedule)		54	
	55a Investments – land, buildings, & equipment: basis			
	b Less: accumulated depreciation (attach schedule)		55c	
	56 Investments – other (attach schedule)		56	
	57a Land, buildings, and equipment: basis	17,126,478.		
	b Less: accumulated depreciation (attach schedule) STATEMENT 5	4,755,481.	57c	12,370,997.
	58 Other assets (describe ► SEE STATEMENT 6)	72,794.	58	72,307.
59 Total assets (add lines 45 through 58) (must equal line 74)	13,815,341.	59	13,422,317.	
LIABILITIES	60 Accounts payable and accrued expenses	68,004.	60	70,463.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule) SEE STATEMENT 7	2,465,693.	64b	2,465,693.
	65 Other liabilities (describe ► SEE STATEMENT 8)	1,332,062.	65	1,422,121.
66 Total liabilities (add lines 60 through 65)	3,865,759.	66	3,958,277.	
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	9,949,582.	67	9,464,040.
	68 Temporarily restricted		68	
	69 Permanently restricted		69	
	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, column (B) must equal line 21)	9,949,582.	73	9,464,040.
	74 Total liabilities and net assets/fund balances (add lines 66 and 73)	13,815,341.	74	13,422,317.

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.

BAA

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

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

a	Total revenue, gains, and other support per audited financial statements	a	1,473,710.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments \$ 8,257.		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify)		
	\$		
	Add amounts on lines (1) through (4)	b	8,257.
c	Line a minus line b	c	1,465,453.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	SEE STM 9 \$ 10,860.		
	Add amounts on lines (1) and (2)	d	10,860.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	1,476,313.

a	Total expenses and losses per audited financial statements	a	1,959,252.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify)		
	\$		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	1,959,252.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	SEE STMT 10 \$ 10,860.		
	Add amounts on lines (1) and (2)	d	10,860.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	1,970,112.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see 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 and deferred compensation	(E) Expense account and other allowances
SEE STATEMENT 11				
		0.	0.	10,860.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
 If 'Yes,' attach schedule - see instructions

Part VI Other Information (See instructions)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes	X	
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement		X
80a	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?	X	
81a	If 'Yes,' enter the name of the organization SEE STATEMENT 12 and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct and indirect political expenditures See line 81 instructions	81a	0.
81b	Did the organization file Form 1120-POL for this year?		X
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?		X
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)	82b	N/A
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		N/A
85a	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		N/A
85b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? 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		N/A
85c	Dues, assessments, and similar amounts from members	85c	N/A
85d	Section 162(e) lobbying and political expenditures	85d	N/A
85e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
85f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A
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?		N/A
86a	501(c)(7) organizations Enter. a Initiation fees and capital contributions included on line 12	86a	N/A
86b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87a	501(c)(12) organizations Enter. a Gross income from members or shareholders	87a	N/A
87b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX		X
89a	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>		
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? If 'Yes,' attach a statement explaining each transaction		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.
90a	List the states with which a copy of this return is filed CALIFORNIA		
90b	Number of employees employed in the pay period that includes March 12, 2004 (See instructions.)	90b	15
91	The books are in care of TODCO/YBC 3 Telephone number 415-896-1880 Located at 230 FOURTH STREET, SAN FRANCISCO, CA ZIP + 4 94103		
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 instructions)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a LAUNDRY					10,414.
b MISCELLANEOUS					4,133.
c TENANT RENT					727,044.
d					
e					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					564,892.
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	24,207.	
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property			30	3,145.	
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				27,352.	1,306,483.
105 Total (add line 104, columns (B), (D), and (E))					1,333,835.

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 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)
93	TODCO/YBC 3, DBA MENDELSON HOUSE APARTMENTS, PROVIDES AFFORDABLE HOUSING FOR ELDERLY AND HANDICAPPED PERSONS IN AN APARTMENT COMPLEX OF 189 RENTAL HOUSING UNITS.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See instructions.)

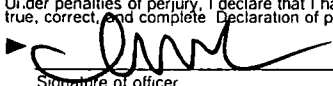
(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See instructions)


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

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions)

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: **John Elberling** Date: **FEB 10 2006**
 Type or print name and title: **Chief Executive Officer**

Paid Preparer's Use Only

Preparer's signature:  VAN H. LE Date: 2/8/06
 Firm's name (or yours if self-employed), address, and ZIP + 4: LE, HO & COMPANY, LLP
 1608 NORIEGA STREET
 SAN FRANCISCO, CA 94122
 Check if self-employed: Preparer's SSN or PTIN (See General Instruction W): N/A
 EIN: N/A
 Phone no: (415) 665-1222

SCHEDULE A
(Form 990 or 990-EZ)

**Organization Exempt Under
Section 501(c)(3)**

OMB No 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

2004

Department of the Treasury
Internal Revenue Service

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization

Employer identification number

TODCO/YBC 3

94-2901051

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

(See 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 and deferred compensation	(e) Expense account and other allowances
WILFRED ABASTA ----- 230 FOURTH STREET, SF, CA	SITE MANAGER 40 HOURS	75,145.	0.	0.

Total number of other employees paid over \$50,000 ▶	0			

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

(See 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 III Statements About Activities (See 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 ▶ \$ <u>N/A</u> (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		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?		X
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e	Transfer of any part of its income or assets?		X
3a	Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments)		X
b	Do you have a section 403(b) annuity plan for your employees?		X
4a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

SEE FORM 990, PART V

Part IV Reason for Non-Private Foundation Status (See instructions.)

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

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i).
- 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) **Enter the hospital's name, city, and state ▶** _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 An organization that normally receives **(1) more than 33-1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions – subject to certain exceptions, and **(2) no more than 33-1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in **(1)** lines 5 through 12 above, or **(2)** section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See instructions)

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

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See instructions)

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

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

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(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	1,261,107.	1,159,912.	1,032,666.	966,507.	4,420,192.
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	166,474.	252,148.	50,192.	48,647.	517,461.
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	1,427,581.	1,412,060.	1,082,858.	1,015,154.	4,937,653.
24 Line 23 minus line 17	166,474.	252,148.	50,192.	48,647.	517,461.
25 Enter 1% of line 23	14,276.	14,121.	10,829.	10,152.	
26 Organizations described on lines 10 or 11:	<p>a Enter 2% of amount in column (e), line 24 N/A</p> <p>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 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.</p> <p>c Total support for section 509(a)(1) test: Enter line 24, column (e).</p> <p>d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____</p> <p>e Public support (line 26c minus line 26d total)</p> <p>f Public support percentage (line 26e (numerator) divided by line 26c (denominator))</p>				<p>26a _____</p> <p>26b _____</p> <p>26c _____</p> <p>26d _____</p> <p>26e _____</p> <p>26f _____ %</p>
27 Organizations described on line 12:	<p>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.</p> <p>(2003) _____ 0. (2002) _____ 0. (2001) _____ 0. (2000) _____ 0.</p> <p>b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year.</p> <p>(2003) _____ 0. (2002) _____ 0. (2001) _____ 0. (2000) _____ 0.</p> <p>c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 4,420,192. 20 _____ 21 _____</p> <p>d Add: Line 27a total _____ 0. and line 27b total _____ 0.</p> <p>e Public support (line 27c total minus line 27d total)</p> <p>f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)</p> <p>g Public support percentage (line 27e (numerator) divided by line 27f (denominator))</p> <p>h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))</p>				<p>27c 4,420,192.</p> <p>27d 0.</p> <p>27e 4,420,192.</p> <p>27f 4,937,653.</p> <p>27g 89.52 %</p> <p>27h 10.48 %</p>

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.

Part V Private School Questionnaire (See instructions)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

		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?		
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?		
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) ----- ----- -----		
32	Does the organization maintain the following.		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
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) ----- -----		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
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		
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.		

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

N/A

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		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term 'expenditures' means amounts paid or incurred)			
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		
	Over \$500,000 but not over \$1,000,000		
	Over \$1,000,000 but not over \$1,500,000		
	Over \$1,500,000 but not over \$17,000,000		
	Over \$17,000,000		
	The lobbying nontaxable amount is –		
	20% of the amount on line 40		
	\$100,000 plus 15% of the excess over \$500,000		
	\$175,000 plus 10% of the excess over \$1,000,000		
	\$225,000 plus 5% of the excess over \$1,500,000		
	\$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)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4 -Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots non-taxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

N/A

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

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

Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ 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 File by the due date for filing your return. See instructions.	Name of Exempt Organization		Employer Identification number
	TODCO/YBC 3		94-2901051
	Number, street, and room or suite number. If a P O box, see instructions.		
	230 FOURTH STREET		state ZIP code
City, town or post office. For a foreign address, see instructions.			
SAN FRANCISCO, CA 94103			

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

- | | | |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ TODCO/YBC 3 -----

Telephone No. ▶ 415-896-1880 ----- FAX No. ▶ -----

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

1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until 2/15, 20 06, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20__ or

▶ tax year beginning 7/01, 20 04, and ending 6/30, 20 05.

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. \$ 0.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ 0.

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ 0.

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

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

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**STATEMENT 1
FORM 990, PART I, LINE 20
OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

UNREALIZED GAIN ON INVESTMENT

	\$	8,257.
TOTAL	\$	<u>8,257.</u>

**STATEMENT 2
FORM 990, PART II, LINE 22
GRANTS AND ALLOCATIONS**

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	SEE ATTACHED	
DONEE'S NAME:	TODCO	
DONEE'S ADDRESS:	230 FOURTH STREET SAN FRANCISCO, CA 94103	
RELATIONSHIP OF DONEE:	AFFILIATED NONPROFIT CORP	
AMOUNT GIVEN:		\$ 210,210.
TOTAL CASH GRANTS AND ALLOCATIONS		\$ <u>210,210.</u>

NONCASH GRANTS AND ALLOCATIONS

DONEE'S NAME:	VARIOUS TENANTS	
DONEE'S ADDRESS:	VARIOUS	
RELATIONSHIP OF DONEE:	NO	
DESCRIPTION OF PROPERTY:	FOOD	
BOOK VALUE:	142,478.	
METHOD USED TO DETERMINE BV:	S.F. FOOD BANK VALUATION	
FAIR MARKET VALUE:		142,478.
METHOD USED TO DETERMINE FMV:	S.F. FOOD BANK VALUATION	
TOTAL NONCASH GRANTS AND ALLOCATIONS		\$ <u>142,478.</u>
TOTAL GRANTS AND ALLOCATIONS		<u><u>352,688.</u></u>

**STATEMENT 3
FORM 990, PART II, LINE 43
OTHER EXPENSES**

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
COMPUTER EXPENSES	18,462.		18,462.	
CONTRACT MAINT. & REPAIR	110,887.	110,887.		
ELEVATOR SERVICE CONTRACT	16,763.	16,763.		
EXTERMINATING CONTRACT	5,889.	5,889.		
FIRE ALARM MAINTENANCE	4,273.	4,273.		
GARBAGE & TRASH REMOVAL	44,041.	44,041.		
INSURANCE	43,318.	43,318.		
JANITORIAL CONTRACT & SUPPLIES	22,134.	22,134.		
MANAGEMENT FEE	109,380.	79,380.	30,000.	
MISC. TAXES & LICENSES	6,955.	6,955.		
MISCELLANEOUS	15,332.	3,005.	12,327.	

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STATEMENT 3 (CONTINUED)
FORM 990, PART II, LINE 43
OTHER EXPENSES

	(A)	(B)	(C)	(D)
	TOTAL	PROGRAM SERVICES	MANAGEMENT & GENERAL	FUNDRAISING
OFFICE EXPENSES	19,465.		19,465.	
RESIDENT SERVICES	210,638.	210,638.		
UTILITIES	159,467.	159,467.		
WORKER'S COMPENSATION	57,447.	39,064.	18,383.	
TOTAL	\$ 844,451.	\$ 745,814.	\$ 98,637.	\$ 0.

STATEMENT 4
FORM 990, PART III, LINE A
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
TODCO/YBC 3, DBA MENDELSON HOUSE APARTMENTS, PROVIDES AFFORDABLE HOUSING FOR THE ELDERLY AND HANDICAPPED PERSONS IN AN APARTMENT COMPLEX OF 189 RENTAL HOUSING UNITS IN SAN FRANCISCO. IT RECEIVED FOOD DONATIONS FROM S.F. FOOD BANK AND DONATED THE FOOD TO ITS TENANTS. IT ALSO PROVIDED GRANTS TO TENANTS AND OWNERS DEVELOPMENT CORP., AN AFFILIATED NON PROFIT CORPORATION, FOR ITS LOW INCOME HOUSING OPERATIONS.	352,688.	1,716,756.
	<u>\$ 352,688.</u>	<u>\$ 1,716,756.</u>

STATEMENT 5
FORM 990, PART IV, LINE 57
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE
FURNITURE AND FIXTURES	\$ 26,161.	\$ 17,152.	\$ 9,009.
MACHINERY AND EQUIPMENT	144,276.	92,948.	51,328.
BUILDINGS	16,645,761.	4,645,381.	12,000,380.
IMPROVEMENTS	215,780.	0.	215,780.
LAND	94,500.		94,500.
TOTAL	\$ 17,126,478.	\$ 4,755,481.	\$ 12,370,997.

STATEMENT 6
FORM 990, PART IV, LINE 58
OTHER ASSETS

RECEIVABLE FROM AFFILIATES	\$ 3,805.
RESIDENT ASSOCIATION FUND	1,304.
TENANT SECURITY DEPOSIT	67,198.
TOTAL	\$ 72,307.

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**STATEMENT 7
FORM 990, PART IV, LINE 64B
MORTGAGES AND OTHER NOTES PAYABLE**

<u>MORTGAGES PAYABLE</u>	<u>BALANCE DUE</u>
CITY AND COUNTY OF S. F.	\$ 2,465,693.
	TOTAL \$ <u>2,465,693.</u>

**STATEMENT 8
FORM 990, PART IV, LINE 65
OTHER LIABILITIES**

ACCRUED MORTGAGE INTEREST	\$ 1,258,144.
ACCRUED VACATION	22,601.
BANK LOAN PAYABLE	53,633.
LEASING COMMISSION PAYABLE	6,000.
PAYABLE TO TODCO	13,106.
PREPAID RENT	230.
RESIDENT ASSOCIATION FUND	1,304.
TENANT SECURITY DEPOSIT	67,103.
	TOTAL \$ <u>1,422,121.</u>

**STATEMENT 9
FORM 990, PART IV-A, LINE D(2)
OTHER AMOUNTS**

OFFICER HOUSING ALLOWANCE	\$ 10,860.
	TOTAL \$ <u>10,860.</u>

**STATEMENT 10
FORM 990, PART IV-B, LINE D(2)
OTHER AMOUNTS**

OFFICER HOUSING ALLOWANCE	\$ 10,860.
	TOTAL \$ <u>10,860.</u>

**STATEMENT 11
FORM 990, PART V
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES**

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
DORA LEE C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	DIRECTOR AS NEEDED	\$ 0.	\$ 0.	\$ 0.

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STATEMENT 11 (CONTINUED)
FORM 990, PART V
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
SAM ALICIA DUKE C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	DIRECTOR AS NEEDED	\$ 0.	\$ 0.	\$ 0.
PAUL LAUS C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	SECRETARY AS NEEDED	0.	0.	0.
CHARLES TURNER, JR. C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	DIRECTOR AS NEEDED	0.	0.	0.
DOROTHY LEWIS C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	CHAIR AS NEEDED	0.	0.	0.
JOHN ELBERLING 230 FOURTH STREET SAN FRANCISCO, CA 94103	PRESIDENT & CEO AS NEEDED	0.	0.	10,860.
ALBERT GILBERT C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	TREASURER AS NEEDED	0.	0.	0.
ABRAM GELDMEN C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	DIRECTOR AS NEEDED	0.	0.	0.
BERNADETTE SY C/O 230 FOURTH STREET SAN FRANCISCO, CA 94103	DIRECTOR AS NEEDED	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 10,860.

STATEMENT 12
FORM 990, PART VI, LINE 80B
RELATED ORGANIZATIONS

<u>NAME OF ORGANIZATION</u>	<u>EXEMPT</u>	<u>NONEXEMPT</u>
GP/TODCO-A	X	
GP/TODCO-B	X	
TENANTS AND OWNERS DEVELOPMENT CORP.	X	
TODCO/YBC 2	X	
TODCO/YBC 4	X	
TODCO/YBC 5	X	

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STATEMENT 1
FORM 990, PART II, LINE 22
GRANTS AND ALLOCATIONS

CLASS OF ACTIVITIES WHICH PAYMENT WAS MADE:

DURING THE CURRENT FISCAL YEAR, TODCO/YBC 3 USED THE \$210,210 SURPLUS CASH DISTRIBUTION FROM MENDELSON HOUSE PROJECT TO MAKE CONTRIBUTION TO TENANTS AND OWNERS DEVELOPMENT CORP., AN AFFILIATED NON PROFIT CORPORATION, TO FUND ITS LOW INCOME HOUSING OPERATIONS.

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FORM 990/990-PF

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAG /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
BUILDINGS																
10	BUILDING	12/31/88		16,638,836							16,638,836	4,367,188	S/L	60		277,313
28	NEW OFFICE-DINNING ROOM	10/25/99		4,400							4,400	449	S/L	40		110
35	INSTALL SPRING WIRES	5/07/01		2,525							2,525	244	S/L	33		77
TOTAL BUILDINGS																
				16,645,761		0	0	0	0	0	16,645,761	4,367,881				277,500
FURNITURE AND FIXTURES																
1	VARIOUS			10,964							10,964	10,964	S/L	5		0
2	DESK, FILE DRAWER & CHAIR	8/27/93		805							805	805	S/L	5		0
3	CABINET	4/04/95		317							317	316	S/L	5		0
4	OFFICE CHAIRS	3/12/96		868							868	868	S/L	5		0
29	DESK	3/23/00		1,380							1,380	1,173	S/L	5		207
36	2 BENCHES IN COURTYARD	3/09/01		2,136							2,136	1,423	S/L	5		427
51	FURNITURE	1/10/05		9,691							9,691		S/L	5		969
TOTAL FURNITURE AND FIXTURE IMPROVEMENTS																
				26,161		0	0	0	0	0	26,161	15,549				1,603
46	LEASEHOLD IMPROVEMENT	6/30/03		108,297							108,297		S/L			0
47	LEASEHOLD IMPROVEMENT	6/30/04		14,278							14,278		S/L			0
52	LEASEHOLD IMPROVEMENTS	6/30/05		93,205							93,205		S/L			0
TOTAL IMPROVEMENTS																
				215,780		0	0	0	0	0	215,780	0				0

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC BAL DEPR.	SALVAGE /BASIS REDUCT	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
LAND																
9	LAND	12/31/88		94,500							94,500					0
TOTAL LAND																
MACHINERY AND EQUIPMENT																
5	COMPUTER	4/11/95		2,255							2,255	2,255	S/L	5		0
6	COMPUTER	5/15/95		1,192							1,192	1,192	S/L	5		0
7	COMPUTER	6/01/95		2,279							2,279	2,279	S/L	5		0
8	HP FAX MACHINE	11/21/95		681							681	681	S/L	5		0
11	TV & VCR	2/17/97		1,970							1,970	1,970	S/L	5		0
12	COMPUTER	8/17/96		2,990							2,990	2,990	S/L	5		0
13	PRINTER	8/19/96		1,327							1,327	1,327	S/L	5		0
14	COMPUTER	10/21/96		1,532							1,532	1,532	S/L	5		0
15	PRINTER	11/13/96		441							441	441	S/L	5		0
16	COMPUTER EQUIPMENT	6/01/97		8,939							8,939	8,939	S/L	5		0
17	PRINTER	8/01/97		927							927	927	S/L	5		0
18	SECURITY CAMERA	12/09/97		2,715							2,715	2,715	S/L	5		0
19	COMPUTER	2/27/98		2,492							2,492	2,492	S/L	5		0
20	WEB TV EQUIPMENT	4/02/98		805							805	805	S/L	5		0
21	BBQ GRILL	8/22/97		2,228							2,228	2,228	S/L	5		0
22	RUG DOCTOR MACHINE	6/29/98		4,052							4,052	4,052	S/L	5		0
23	COMPUTER EQUIPMENT	6/07/99		2,670							2,670	2,670	S/L	5		0
24	COMPUTER (MAC)	3/18/99		1,522							1,522	1,522	S/L	5		0
25	SNACK VENDING MACHINE	12/30/98		3,385							3,385	3,385	S/L	5		0
26	DRINKS VENDING MACHINE	12/30/98		3,010							3,010	3,010	S/L	5		0

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2004 FEDERAL BOOK DEPRECIATION SCHEDULE

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2/07/06

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.				
27	SONY 61" TV & DVD	11/28/98		6,695							6,695	6,695	S/L	5		0				
30	COMPUTER-PENTIUM III 500	12/08/99		1,767							1,767	1,618	S/L	5		149				
31	EXERCISE EQUIPMENT	2/02/00		1,469							1,469	1,469	S/L	5		0				
32	DIGITAL CAMERA	2/21/00		780							780	676	S/L	5		104				
33	DIESEL GENERATOR	1/11/00		29,893							29,893	13,451	S/L	10		2,989				
34	BUFFING MACHINE	5/26/00		1,039							1,039	849	S/L	5		190				
37	IMAC 350 MHZ COMPUTER	6/30/00		1,302							1,302	1,040	S/L	5		262				
38	COMPUTER -AMD K7	8/13/00		1,898							1,898	1,488	S/L	5		380				
39	WALKIE TALKIE	12/28/00		707							707	494	S/L	5		141				
40	2 PLANTER BOX MOLDS	11/21/01		3,247							3,247	1,677	S/L	5		649				
41	WASHING MACHINE	11/06/01		3,331							3,331	1,721	S/L	5		666				
42	AMPLIFIER	11/14/01		2,882							2,882	1,488	S/L	5		576				
43	COMPUTER - PENTIUM III	9/10/01		1,796							1,796	1,017	S/L	5		359				
44	TELEPHONE ENTRY SYSTEM	1/09/03		15,401							15,401	2,310	S/L	10		1,540				
45	APPLE COMPUTER	12/06/02		1,594							1,594	505	S/L	5		319				
48	PLANTER BOX	3/18/05		6,510							6,510	6,510	S/L	5		325				
49	PLANTER BOX	4/22/05		6,510							6,510	6,510	S/L	5		217				
50	SATELITE SYSTEM	5/23/05		10,043							10,043		S/L	5		167				
TOTAL MACHINERY AND EQUIPME												144,276	0	0	0	0	0	0	83,910	9,033
TOTAL DEPRECIATION												17,126,478	0	0	0	0	0	0	4,467,340	288,136
GRAND TOTAL DEPRECIATION												17,126,478	0	0	0	0	0	0	4,467,340	288,136

AMENDED AND RESTATED BYLAWS OF

TODCO/YBC 3, Inc.

A California Nonprofit Public
Benefit Corporation

Article I

NAME

Section 1.1 The name of this corporation is TODCO/YBC 3, Inc. (the "Corporation").

Section 1.2 The Corporation may conduct business under additional "fictitious business names" as filed with the City of San Francisco, including: "Mendelsohn House."

Article II

OFFICES

Section 2.1 Principal Office. The principal office for the transaction of affairs and activities of the Corporation is located at 230 Fourth Street, San Francisco, CA 94103. The Board of Directors (the "Board") may change the principal office from one location to another. Any change shall be noted on these Bylaws, or this section may be amended to state the new location.

Section 2.2. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

Article III

MEMBERS

Section 3.1. Members. This Corporation shall have no members. All corporate actions shall be approved by the Board as provided in these bylaws. All rights which would otherwise rest in the members shall rest in the directors.

Article IV

DIRECTORS

Section 4.1 General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by and under the direction of the Board.

Section 4.2. Specific Powers. Without prejudice to the general powers set forth in Section 4.1 of these bylaws, but subject to the same limitations, the directors shall have the power to:

- (a) Appoint and remove, at the pleasure of the board, all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- (b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of the Board.
- (c) Adopt or alter and use a corporate seal.
- (d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.
- (e) Construct, operate, maintain and improve, and to buy, sell, convey, assign, mortgage, or lease any real estate and personal property necessary and incident to the provision of housing for low income persons.
- (f) Borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, pledge or other lien.

Section 4.3. Authorized Number of Directors. The authorized number of directors shall not be less than nine (9) nor more than fifteen (15). The authorized number of directors may be increased by a majority vote of the current directors.

Section 4.4. Compensation and Reimbursement of Directors. Except as specifically allowed in Article V, the directors shall serve without compensation though they may be reimbursed for their expenditure of monies on behalf of the Corporation. The Corporation shall provide reimbursement for monies expended on behalf of the Corporation by its directors as approved by the Treasurer, or in the case of the Treasurer, as approved by the President.

Section 4.5. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the

provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section 4.6. Appointment, Term of Office and Qualification of Directors.

(a) All directors shall be elected by the Board of Directors of the Corporation, provided that their election shall be approved by no fewer current directors of the Board than the number required for a quorum at that time.

(b) One-third of the directors shall at all times be low-income persons who reside in the housing owned by the affiliated entities of the Corporation or within the City of San Francisco. When possible, such directors may first be nominated for consideration of election by the recognized Residents Association of one of these housing developments according to its adopted procedures. One-third of the directors shall at all times be community leaders knowledgeable about community needs related to TODCO's activities. One-third of the directors shall at all times be professional experts knowledgeable about professional disciplines related to TODCO's activities. In furtherance of the foregoing, a majority of all directors, shall at all times be residents or community leaders of the South of Market Neighborhood of San Francisco.

(c) The term of office for each director of this Corporation shall be three (3) years, starting in the January of the year of his or her election and ending in December of the final year, or until his or her successor is appointed. All current directors as of January 2005 shall commence a new term at that time. Thereafter, no person may serve as a director for more than three successive complete terms.

(d) Election of directors for regular complete terms shall take place at the January Annual Meeting of the Board.

Section 4.7 Vacancies on the Board of Directors. A vacancy shall be deemed to exist in the event that the actual number of directors is less than the maximum authorized number for any reason.

Section 4.8. Removal of Directors. The Board of Directors may remove any director with cause by either a 3/4 vote of current members at any regular meeting, provided that the director to be removed has been notified in writing in advance of the proposed removal per Section 4.14. Absence of a director from more than 50% of board meetings in a calendar year shall constitute cause for removal.

Section 4.9. Resignations of Directors. Except as provided below, any director may resign by giving written notice to the president or secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time the Board shall elect a successor to take office as of the date when the resignation becomes effective, subject to the provisions of Section 4.6. Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly appointed director or directors.

Section 4.10. Filling Vacancies. Vacancies may be filled by the Board at an election for the vacant position at any regularly scheduled meeting of the Board, subject to the provisions of Section 4.6.

Section 4.11. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 4.12. Meetings of the Board. An annual meeting of the Board shall be in January of each year at such time and place as shall from time to time be fixed by the directors for the purpose of election of Board members and election of officers. Board meetings shall be held at least quarterly for transaction of business. The directors may, by resolution, increase the frequency of regular meetings.

Section 4.13. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or Executive Vice President, or upon the written request of a majority of the current directors.

Section 4.14. Notice. Notice of regular and special meetings shall be given to the directors not less than four (4) days prior to the meeting if delivered by first class mail or not less than forty-eight (48) hours prior to the meeting if the notice is delivered personally, by telephone or facsimile, or by electronic mail. The notice must state the date and time of the meeting and the place of the meeting if it is other than the principal office of the Corporation.

Section 4.15. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

Section 4.16. Quorum. A majority of the minimum number of the authorized number of directors or a majority of the number of all current directors, whichever is greater, shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting of which a quorum is present shall be the act of the Board.

Section 4.17. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment to another time and place shall be given to the directors who were not present at the time of the adjournment.

Section 4.18. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if three-fourths of all current members of the Board consent in writing to the action. Such action by written consent shall have the same force

and effect as any action approved at a meeting by the vote of the directors. For the purpose of this section, "all members of the Board" shall not include any "interested director" as defined by Section 5233 of the California Corporations Code. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 4.19. Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in the meeting can hear one another. Participation by directors in a meeting in the manner provided in this section constitutes presence in person at the meeting.

Section 4.20. Committees of Directors. Three Committees are established under the provisions of Section 4.27 and 4.28 of these By Laws. Each Director shall be a member of at least one of these Committees, as designated by the Board. The Board may, by resolution adopted by a majority of the directors then in office, designate one or more additional committees, each consisting of three or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by majority vote of the directors then in office. Any committee, to the extent provided in the resolution, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board or on any committee;
- (b) Fix compensation of directors for serving on the Board or any committee;
- (c) Amend or repeal bylaws or adopt new bylaws;
- (d) Amend or repeal any resolution of the Board which is not by its express terms so amendable or repealable;
- (e) Appoint any other committees of the Board or the members of these committees.
- (f) Spend corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- (g) Approve any self-dealing transaction except as provided by section 5233(d)(3) of the California Corporations Code.

Section 4.21. Committee Meetings. Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of this Article IV concerning meetings of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board and its members. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws concerning meetings of directors. Any Director may attend any Committee meeting, but only designated Committee members shall take part in any Committee action.

Section 4.22. Standard of Care - General. A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) One or more officers or employees of the Corporation whom the director believes to be reliable and competent in the matters presented;
- (b) Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence;
- (c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence; or
- (d). So long as in any such case, the director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except in the case of a self-dealing director, as described in Section 5233 of the California Corporations Code, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Corporation, or assets held by it, are dedicated.

Section 4.23. Standard of Care - Investments. Except with respect to assets held for use or used directly in carrying out this Corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital. The provisions of Section 4.22 of these Bylaws shall apply to this Section.

The Board shall also comply with all additional standards, if any, imposed by the Articles of Incorporation, these Bylaws, or the express terms of any instrument or agreement pursuant to which the assets were obtained by the Corporation.

Section 4.24. Self-Dealing Transactions. A self-dealing transaction is one to which the Corporation is a party and (i) in which one or more of the directors has a financial interest or (ii) a transaction between the Corporation and any entity in which one or more of its directors has a financial interest. The Board shall approve a self-dealing transaction only if:

- (a) the Corporation is entering into the transaction for its own benefit;
- (b) the transaction is fair and reasonable as to the Corporation at the time the Corporation entered into the transaction;
- (c) the Board's approval occurs prior to consummating the transaction or any part thereof;
- (d) the Board's approval is made in good faith;
- (e) the Board's approval is made by a vote of a majority of the directors then in office without counting the vote of the interested director or directors;
- (f) the Board's approval is made with knowledge of (i) the material facts concerning the transaction and (ii) the director's or directors' interest in the transaction; and
- (g) after reasonable investigation, the Board has considered and in good faith determined that under the circumstances the Corporation could not have obtained a more advantageous arrangement with reasonable effort.

Section 4.25. Inspection. Every director shall, at his or her own expense, have the absolute right at any reasonable time during the business hours of the Corporation to inspect and copy all books, records, and documents, and to inspect the physical properties of this Corporation.

Section 4.26 California Non-Profit Integrity Act. The Corporation shall comply with and implement all applicable provisions of the California Non-Profit Integrity Act of 2004, as it may be amended thereafter.

Section 4.27 Audit Committee. In specific furtherance of Section 4.26, a permanent Audit Committee is hereby established and shall be maintained at all times. The members of the Audit Committee shall be approved annually by the Board at the Annual Meeting, and shall not include the Treasurer or any employee of the Corporation. The Audit Committee shall meet at least once quarterly, and shall:

- (a) Approve the selection of the independent auditor to perform the annual audit of the Corporation;
- (b) Review and accept the annual audit of the Corporation, including the Representation Letter;
- (c) Review the auditor's Management Letter and responses thereto;
- (d) Annually review the compensation paid to the President, or Chief Executive Officer if other than the President, and the Treasurer;

- (e) Implement such other fiscal and administrative oversight responsibilities as specifically determined by the Board.

Section 4.28 Standing Committees. In addition to the Audit Committee, the two following permanent standing committees are hereby established and shall be maintained at all times, which each shall meet at least once quarterly:

- (a) Asset Management and Resident Services Committee, which shall implement such property operation and resident services programs oversight as specifically determined by the Board;
- (b) Community Development Committee, which shall implement such project/housing development and community programs oversight as specifically determined by the Board.

Article V OFFICERS

Section 5.1. Officers of the Corporation. The officers of the Corporation shall be a Chair of the Board, a President, an Executive Vice-President and/or Vice-President(s), a Secretary, and a Treasurer. Any two offices may be held by the same person, except that neither the Executive Vice-President, Secretary, nor the Treasurer may serve concurrently as the President. The Board shall designate either the Executive Vice-President or, if there is no Executive Vice-President, the President as the Chief Executive Officer of the Corporation.

Section 5.2. Election of Officers. The officers of the Corporation, except those appointed under Section 5.3 of these Bylaws, shall be chosen for one year terms at the Annual Meeting of the Board by a majority of the Board and shall serve at the pleasure of the Board.

Section 5.3. Removal of Officers. Any officer may be removed with or without cause by a vote of 2/3 of the number of Board members then in office.

Section 5.4. Resignation of Officers. Any officer may resign at any time by giving written notice to the president or secretary of the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall not affect the rights, if any, of the Corporation under any contract to which the officer is a party. Nor shall the resignation of any officer from the office he or she holds affect his or her position as a director of the Corporation.

Section 5.5. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies may be filled as they occur with the term extending until the next Annual Meeting of the Board.

Section 5.6. Reimbursement of Expenses and Compensation of Officers. The Corporation shall provide reimbursement for monies expended on behalf of the Corporation by its officers as approved by the Treasurer, or in the case of the Treasurer, as approved by the President. Provided that the limitations of Section ___ are not exceeded and also provided that the standards of Section 4.24 are applied, the Corporation may compensate an officer as an employee or independent contractor for the performance of his or her responsibilities, but only as specifically approved by the Board annually.

Section 5.7. Chair of the Board. The Chair of the Board shall a member of the Board, and shall preside at meetings of the Board and shall exercise and perform such other powers and duties as may from time to time be assigned to the Chair of the Board by the Board.

Section 5.8. Chief Executive Officer. The Board shall designate either the President or the Executive Vice-President as the Chief Executive Officer of the Corporation. Subject to the control of the Board, the Chief Executive Officer shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities and affairs. Notwithstanding the general authority of the Board and other officers, but subject to the Board's approval of all general personnel compensation levels and general job descriptions, the Chief Executive Officer shall have sole authority for individual determinations of hiring, work assignment, evaluation, promotion, and termination of all employees of the Corporation. The Chief Executive Officer may be a compensated employee of the Corporation.

Section 5.9. President. The President shall perform such specific responsibilities as required by applicable law and as additionally determined by the Board. The President may also be designated as the Chief Executive Officer by the Board.

Section 5.10. Executive Vice-President. If the President is designated as the Chief Executive Officer, there shall be no Executive Vice-President. If the President is not so designated, there shall be an Executive Vice-President who shall be the designated Chief Executive Officer.

Section 5.11. Vice-President. If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. At the Board's discretion there may be up to three Vice-Presidents. A Vice-President may be a compensated employee of the Corporation.

Section 5.12. Secretary. The Secretary shall a member of the Board, and shall have the following duties:

- (a) The Secretary, or the Assistant Secretary if applicable, shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of the meetings shall include the

time and place that meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized and the notice given.

- (b) The Secretary, or the Assistant Secretary if applicable, shall keep or cause to be kept at the principal office, a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date, and other documents required by law or regulation to be maintained for public inspection.
- (c) The Secretary, or the Assistant Secretary if applicable, shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The secretary shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

An Assistant Secretary, if any, may be a compensated employee of the Corporation.

Section 5.11. Treasurer. The Treasurer shall be a member of the Board, and shall have the following duties:

- (a) The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's funds, properties and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times during the business hours of the Corporation.
- (b) The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the president and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have other powers and perform such other duties as the Board or the Bylaws may prescribe.

The Treasurer shall not be a compensated employee of the Corporation, but may be a compensated independent contractor.

Article VI

MISCELLANEOUS

Section 6.1. Fiscal Year. The fiscal year of this Corporation shall end each year on June 30.

Section 6.2. Corporate Seal. This Corporation may have a seal which shall be specified by resolution of the Board. The seal may be affixed to any corporate instruments, as directed by the Board or any of its officers, but failure to affix it shall not affect the validity of the instrument.

Section 6.3. Contracts. All contracts entered into on behalf of the Corporation in excess of \$100,000 must be approved or authorized by the Board. All contracts must be approved or authorized by the Chief Executive Officer except as the CEO may specifically delegate to other parties or individuals.

Section 6.4. Execution of Checks. Except as otherwise provided by law, every check, draft, promissory note, money order, credit account, or other evidence of indebtedness of the Corporation shall be signed by such individuals as are authorized by the Board. All accounts, except credit card accounts and trade accounts, shall require a minimum of two signatories for any payment, one of whom must be an officer of the Corporation.

Section 6.5. Indemnification. The Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, to the fullest extent permitted by law, against all expenses, judgments, fines and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed action or proceeding, whether it is civil, criminal, administrative or investigative.

In all cases where indemnification is sought, the Corporation shall be subject to the following restrictions and requirements, and the restrictions and requirements contained in Section 5238 of the California Corporations Code:

- (a) Where the action or proceeding is brought on behalf of the Corporation or involves self-dealing transactions, as defined in Section 4.25 of these Bylaws, the Corporation shall not indemnify against amounts paid in settlement or judgement amounts, but shall, upon the express authorization of the Board, indemnify the director, officer, employee or agent against expenses incurred in defense of an action arising from his or her relation to the corporation. To indemnify in such cases the Board must find the person met the statutorily prescribed standard of care by acting (1) in good faith, (2) in the best interests of the Corporation, and (3) with the care of an ordinarily prudent person.

- (b) Where the person seeking indemnification under this section has been held liable to the Corporation, or has settled his or her liability to the Corporation, the Corporation shall not indemnify against expenses without the approval of the court of the Attorney General.
- (c) The Board shall determine whether the person seeking indemnification has acted in accordance with the standard of care set forth in subsection (a) of this section by a majority vote of a quorum consisting of disinterested Directors. The termination of any proceeding in a manner adverse to the defendant seeking indemnification shall not create a presumption that such person failed to meet the standard of care.
- (d) where the person seeking indemnification has been successful on the merits in defense of any action or proceeding brought on behalf of the Corporation or in defense of any claim or issue involved in such action or proceeding, the Corporation shall indemnify against all expenses actually or reasonably incurred.
- (e) The Corporation shall not advance any money to the person seeking indemnification for the purpose of defending against any action or proceeding without the receipt of an undertaking by such person to repay all advances unless it is ultimately determined that he or she is entitled to indemnification.

Section 6.6. Insurance. The Board may adopt a resolution authorizing the purchase of insurance on behalf of any director, officer, employee or agent of this Corporation against any liability asserted against or incurred by the director, officer, employee or agent in such capacity or arising out of the director's, officer's, employee's or agent's status as such, whether or not this Corporation would have the power to indemnify the director, officer, employee, or agent against that liability under law, to the extent such insurance is commercially available and it is economically feasible for the Corporation to purchase such insurance.

Section 6.7. Annual Report to Directors. The Audit Committee shall cause an annual report to be sent to the directors within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail for the fiscal year:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this Corporation, for both general and restricted purposes, during the fiscal year.

Section 6.8. Annual Statement of Certain Transactions. As part of the annual report to the directors pursuant to Section 6.7, the Audit Committee shall annually furnish a written statement to all directors that lists covered transactions which (i) the Corporation, (ii) its parent or (iii) subsidiary was a party, and in which any director or officer of the Corporation, its parent or subsidiary had a direct or indirect material financial interest. A mere common directorship is not a material financial interest. For the purpose of this Section 6.8, covered transactions required to be reported are (i) any transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or (ii) which was one of a number of covered transactions in which the same interested person had a direct or indirect material financial interest, and which in the aggregate involved more than \$50,000. The statement prepared pursuant to this Section 6.8 shall contain the following information:

- (a) a brief description of the transaction;
- (b) the names of the interested person or persons;
- (c) a brief description of the person's relationship to the Corporation;
- (d) a brief description of the nature of the person's interest in the transaction, and, where practicable, the amount of such interest (provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated).

The statement prepared pursuant to this Section 6.8 shall also briefly describe the amount and circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the Corporation pursuant to Section 6.5.

Section 6.9. Amendment of Bylaws. These Bylaws may be amended or repealed by the Board and new Bylaws adopted by a vote of 2/3 of the number of Board members then in office. Such amended or newly adopted Bylaws shall take effect immediately.


CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify.

(1) That I am the duly elected and acting Secretary of TODCO/YBC 3, Inc., a California nonprofit public benefit corporation; and

(2) That the foregoing Amended and Restated Bylaws, comprising twelve (13) pages, constitute the Bylaws of such corporation as duly adopted by action of the Board of Directors of the corporation duly taken on February 10, 2005.

IN WITNESS THEREOF, I have hereunto subscribed my name, this 10th day of February, 2005.


Paul Laus, Secretary

APPROVED 2/10/05