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# 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)

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning** 04/01, 2008, and ending 03/31, 2009

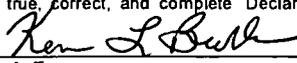
<b>B</b> Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions	<b>C Name of organization</b> NORTH HILL NEEDHAM, INC.		<b>D Employer identification number</b>
		Doing Business As		04-2716090
		Number and street (or P O box if mail is not delivered to street address) Room/suite		<b>E Telephone number</b>
		865 CENTRAL AVE.		(781) 433-6246
		City or town, state or country, and ZIP + 4		<b>G Gross receipts \$</b> 43,957,643.
		NEEDHAM, MA 02492		<b>H(a) Is this a group return for affiliates?</b> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
		<b>F Name and address of principal officer</b> KEVIN BURKE		<b>H(b) Are all affiliates included?</b> Yes <input type="checkbox"/> No <input type="checkbox"/>
		865 CENTRAL AVENUE NEEDHAM, MA 02492		If "No," attach a list (see instructions)
<b>I Tax-exempt status</b>		<input checked="" type="checkbox"/> 501(c) (3 ) (insert no )	<input type="checkbox"/> 4947(a)(1) or	<b>H(c) Group exemption number</b>
			527	
<b>J Website</b>		WWW.NORTHHILL.ORG		
<b>K Type of organization</b>	<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Trust	<input type="checkbox"/> Association	<input type="checkbox"/> Other
			<b>L Year of formation</b> 1979	<b>M State of legal domicile</b> MA

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities <u>NORTH HILL NEEDHAM IS A MISSION-DRIVEN ORGANIZATION THAT PROVIDES HOUSING AND HEALTHCARE SERVICES TO THE ELDERLY, AND TAKES CARE OF ITS RESIDENTS FOR LIFE EVEN WHEN THEIR FINANCIAL RESOURCES ARE DEPLETED.</u>			
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets			
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	13	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	13	
	<b>5</b> Total number of employees (Part V, line 2a)	<b>5</b>	369	
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	25	
	<b>7a</b> Total gross unrelated business revenue from Part VIII, line 12, column (C)	<b>7a</b>	NONE	
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	NONE		
<b>Revenue</b>	<b>8</b> Contribution and grants (Part VIII, line 1h)	Prior Year	Current Year	
	<b>9</b> Program service revenue (Part VIII, line 2g)	50,585.	5,000.	
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	22,256,778.	23,354,050.	
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	8,413,114.	13,494.	
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	161,707.	28,555.	
		30,882,184.	23,401,099.	
	<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	NONE	NONE
		<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	NONE	NONE
		<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	14,940,842.	13,834,151.
		<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	NONE	NONE
		<b>b</b> Total fundraising expenses, Part IX, column (D), line 25	NONE	NONE
		<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	8,084,345.	10,162,620.
<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		23,025,187.	23,996,771.	
<b>19</b> Revenue less expenses Subtract line 18 from line 12	7,856,997.	-595,672.		
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	Beginning of Year	End of Year	
	<b>21</b> Total liabilities (Part X, line 26)	117,885,005.	95,746,361.	
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	76,740,047.	77,154,269.	
	41,144,958.	18,592,092.		

**Part II Signature Block**

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

**Sign Here**  | 2-16-10  
Signature of officer Date

KEVIN L BURKE PRESIDENT/CEO  
Type or print name and title

<b>Paid Preparer's Use Only</b>	<b>Preparer's signature</b> 	<b>Date</b> 2/16/2010	<b>Check if self-employed</b> <input type="checkbox"/>	<b>Preparer's identifying number (see instructions)</b>
	<b>Firm's name (or yours if self-employed), address, and ZIP + 4</b> ERNST & YOUNG U. S. LLP 75 BEATTIE PLACE GREENVILLE, SC 29601	<b>EIN</b> 34-6565596	<b>Phone no</b> 864-242-5740	

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

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2008) 4

SCANNED MAR 11 2010

**Part III** Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

NORTH HILL NEEDHAM IS A MISSION-DRIVEN ORGANIZATION THAT PROVIDES HOUSING AND HEALTHCARE SERVICES TO THE ELDERLY, AND TAKES CARE OF ITS RESIDENTS FOR LIFE EVEN WHEN THEIR FINANCIAL RESOURCES ARE DEPLETED.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes" describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code \_\_\_\_\_) (Expenses \$ 20,659,554. including grants of \$ NONE) (Revenue \$ 19,619,544.)

NORTH HILL NEEDHAM OPERATES A LIFE-CARE RETIREMENT COMMUNITY WHICH INCLUDES 310 APARTMENTS, A HOME HEALTH AGENCY, AND A 72-BED SKILLED NURSING FACILITY.

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4d Other program services (Describe in Schedule O )  
(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4e Total program service expenses ► \$ 20,659,554. (Must equal Part IX, Line 25, column (B) )

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 <b>Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the U S ?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? If "Yes," complete Schedule F, Part I		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III		X
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III		X

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

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

Form **990** (2008)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, description, and Yes/No columns. Includes questions 1a through 12b regarding IRS filings and tax compliance.

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

**Section A. Governing Body and Management**

		Yes	No
<i>For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, process, or changes in Schedule O. See instructions.</i>			
<b>1a</b>	Enter the number of voting members of the governing body		
<b>1b</b>	Enter the number of voting members that are independent		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets?		X
<b>6</b>	Does the organization have members or stockholders?		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
<b>7b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
<b>8</b>	Did the organizations contemporaneously document the meetings held or written actions undertaken during the year by the following		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates?		X
<b>9b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
<b>11</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>12b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>12c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
<b>13</b>	Does the organization have a written whistleblower policy?	X	
<b>14</b>	Does the organization have a written document retention and destruction policy?	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
<b>a</b>	The organization's CEO, Executive Director, or top management official?	X	
<b>b</b>	Other officers or key employees of the organization? Describe the process in Schedule O (see instructions)	X	
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</b>	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

<b>17</b>	List the states with which a copy of this Form 990 is required to be filed <u>MA</u>
<b>18</b>	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
<b>19</b>	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
<b>20</b>	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <u>PAT PAULIN 865 CENTRAL AVENUE NEEDHAM, MA 02492</u> <u>(781) 444-9910</u>





**Part VIII Statement of Revenue**

04-2716090

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>					
	<b>b</b> Membership dues . . . . .	<b>1b</b>					
	<b>c</b> Fundraising events . . . . .	<b>1c</b>					
	<b>d</b> Related organizations . . . . .	<b>1d</b>					
	<b>e</b> Government grants (contributions) . .	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . .	<b>1f</b>	5,000				
	<b>g</b> Noncash contributions included in lines 1a-1f \$						
	<b>h Total.</b> Add lines 1a-1f . . . . . ▶			5,000			
<b>Program Service Revenue</b>	<b>2a</b> APARTMENT SERVICE REVENUES	<b>Business Code</b>	623990	13,907,046	13,907,046		
	<b>b</b> ENTRANCE FEES		623000	3,115,979	3,115,979		
	<b>c</b> SKILLED NURSING FACILITY REVENUE		623000	5,280,208	5,280,208		
	<b>d</b> HOME HEALTH REVENUE		621610	432,290	432,290		
	<b>e</b> GUEST MEALS		900099	147,791	147,791		
	<b>f</b> All other program service revenue . . . . .		900099	470,736	532,378		-61,642
	<b>g Total.</b> Add lines 2a-2f . . . . . ▶			23,354,050			
	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . . ▶			1,204,873			1,204,873
<b>4</b> Income from investment of tax-exempt bond proceeds . . . ▶			NONE				
<b>5</b> Royalties . . . . . ▶			NONE				
<b>Other Revenue</b>	<b>6a</b> Gross Rents . . . . .	(i) Real	28,555				
	<b>b</b> Less rental expenses . . . . .	(ii) Personal					
	<b>c</b> Rental income or (loss) . . . . .		28,555				
	<b>d</b> Net rental income or (loss) . . . . . ▶			28,555			28,555
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	19,365,165				
	<b>b</b> Less cost or other basis and sales expenses . . . . .	(ii) Other	20,556,544				
	<b>c</b> Gain or (loss) . . . . .		-1,191,379				
	<b>d</b> Net gain or (loss) . . . . . ▶			-1,191,379			-1,191,379
	<b>8a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . <b>a</b>						
	<b>b</b> Less direct expenses . . . . . <b>b</b>						
<b>c</b> Net income or (loss) from fundraising events . . . . . ▶			NONE				
<b>9a</b> Gross income from gaming activities See Part IV, line 19 . . . . . <b>a</b>							
<b>b</b> Less direct expenses . . . . . <b>b</b>							
<b>c</b> Net income or (loss) from gaming activities . . . . . ▶			NONE				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . . <b>a</b>							
<b>b</b> Less cost of goods sold . . . . . <b>b</b>							
<b>c</b> Net income or (loss) from sales of inventory . . . . . ▶			NONE				
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11a</b> _____							
<b>b</b> _____							
<b>c</b> _____							
<b>d</b> All other revenue . . . . .							
<b>e Total.</b> Add lines 11a-11d . . . . . ▶			NONE				
<b>12 Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . . ▶			23,401,099	23,415,692		-19,593	

**Part IX Statement of Functional Expenses**

**Section 501(c)(3) and 501(c)(4) organizations must complete all columns.  
All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	NONE			
4 Benefits paid to or for members . . . . .	NONE			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	454,181.		454,181.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages . . . . .	10,600,487.	9,251,334.	1,349,153.	
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	256,948.	203,268.	53,680.	
9 Other employee benefits . . . . .	1,619,075.	1,391,036.	228,039.	
10 Payroll taxes . . . . .	903,460.	776,212.	127,248.	
11 Fees for services (non-employees)				
a Management . . . . .	NONE			
b Legal . . . . .	113,369.		113,369.	
c Accounting . . . . .	195,503.		195,503.	
d Lobbying . . . . .	NONE			
e Professional fundraising services See Part IV, line 17	NONE			
f Investment management fees . . . . .	97,994.		97,994.	
g Other . . . . .	NONE			
12 Advertising and promotion . . . . .	324,846.	274,060.	50,786.	
13 Office expenses . . . . .	3,833,033.	3,233,785.	599,248.	
14 Information technology . . . . .	35,244.	29,734.	5,510.	
15 Royalties . . . . .	NONE			
16 Occupancy . . . . .	3,132,870.	3,132,870.		
17 Travel . . . . .	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings . . . .	NONE			
20 Interest . . . . .	NONE			
21 Payments to affiliates . . . . .	NONE			
22 Depreciation, depletion, and amortization . . . .	2,117,230.	2,117,230.		
23 Insurance . . . . .	312,531.	250,025.	62,506.	
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
a -----				
b -----				
c -----				
d -----				
e -----				
f All other expenses -----				
<b>25 Total functional expenses</b> Add lines 1 through 24f	23,996,771.	20,659,554.	3,337,217.	NONE
<b>26 Joint Costs.</b> Check here <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year	
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .	NONE	1	NONE
	2	Savings and temporary cash investments . . . . .	5,824,095.	2	2,792,652.
	3	Pledges and grants receivable, net . . . . .		3	
	4	Accounts receivable, net . . . . .	816,310.	4	2,950,244.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L . . . . .		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L . . . . .		6	
	7	Notes and loans receivable, net . . . . .	NONE	7	NONE
	8	Inventories for sales or use . . . . .	113,564.	8	122,375.
	9	Prepaid expenses and deferred charges . . . . .	1,096,233.	9	889,677.
	10a	Land, buildings, and equipment cost basis . . . . .	10a 56,970,120.		
	b	Less accumulated depreciation Complete Part VI of Schedule D. . . . .	10b 30,447,176.		
	11	Investments - publicly traded securities . . . . .	25,247,591.	10c	26,522,944.
	12	Investments - other securities See Part IV, line 11 . . . . .	59,644,451.	11	37,799,887.
	13	Investments - program-related See Part IV, line 11 . . . . .	25,142,761.	12	24,668,582.
	14	Intangible assets . . . . .		13	
	15	Other assets See Part IV, line 11 . . . . .		14	
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	117,885,005.	15		
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .	16	95,746,361.	
	18	Grants payable . . . . .	17	2,503,301.	
	19	Deferred revenue . . . . .	18		
	20	Tax-exempt bond liabilities . . . . .	19	5,425,051.	
	21	Escrow account liability Complete Part IV of Schedule D . . . . .	20	6,286,856.	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .	21		
	23	Secured mortgages and notes payable to unrelated third parties . . . . .	22		
	24	Unsecured notes and loans payable . . . . .	23		
	25	Other liabilities Complete Part X of Schedule D . . . . .	24		
	26	<b>Total liabilities.</b> Add lines 17 through 25. . . . .	25	68,811,695.	
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		26	76,740,047.	
	27	Unrestricted net assets . . . . .	27	41,144,958.	
	28	Temporarily restricted net assets . . . . .	28	18,592,092.	
	29	Permanently restricted net assets . . . . .	29		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds . . . . .	30		
	31	Paid-in or capital surplus, or land, building, or equipment fund . . . . .	31		
	32	Retained earnings, endowment, accumulated income, or other funds . . . . .	32		
	33	<b>Total net assets or fund balances</b> . . . . .	33	41,144,958.	
	34	<b>Total liabilities and net assets/fund balances</b> . . . . .	34	117,885,005.	

**Part XI Financial Statements and Reporting**

		Yes	No
1	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .	2a	X
b	Were the organization's financial statements audited by an independent accountant? . . . . .	2b	X
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .	2c	X
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	3a	X
b	If "Yes," did the organization undergo the required audit or audits? . . . . .	3b	



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

Section A. Public Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1-3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities, etc; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Description and percentage. Rows include: 14 Public support percentage for 2008; 15 Public support percentage from 2007; 16a 33 1/3% support test - 2008; 16b 33 1/3% support test - 2007; 17a 10%-facts-and-circumstances test - 2008; 17b 10%-facts-and-circumstances test - 2007; 18 Private foundation.

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

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .	20,000	NONE	25,000	50,585.	5,000	100,585.
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .	19,496,927.	20,748,944.	20,553,355.	22,418,485	23,354,050	106,571,761
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total.</b> Add lines 1-5 . . . . .	19,516,927	20,748,944.	20,578,355.	22,469,070.	23,359,050	106,672,346
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .	NONE	NONE	NONE	NONE	NONE	NONE
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 . . . . .	3,325,897	2,443,491.	5,673,888	5,370,885.	4,385,380.	21,199,541.
<b>c</b> Add lines 7a and 7b. . . . .	3,325,897	2,443,491.	5,673,888.	5,370,885	4,385,380	21,199,541
<b>8 Public support</b> (Subtract line 7c from line 6) . . . . .						85,472,805.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 . . . . .	19,516,927.	20,748,944.	20,578,355.	22,469,070.	23,359,050	106,672,346
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	2,068,887	2,902,765	4,459,620	3,848,765	1,233,428.	14,513,465.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
<b>c</b> Add lines 10a and 10b . . . . .	2,068,887.	2,902,765.	4,459,620.	3,848,765.	1,233,428.	14,513,465
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .						121,185,811
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . .						<input type="checkbox"/>

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

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) . . . . .	<b>15</b>	70.53%
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g . . . . .	<b>16</b>	72.73%

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

<b>17</b> Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	11.98%
<b>18</b> Investment income percentage from 2007 Schedule A, Part IV-A, line 27h . . . . .	<b>18</b>	11.62%

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



SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

NORTH HILL NEEDHAM, INC.

04-2716090

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and two questions about donor advisement.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include purpose(s) of conservation easements, number of easements, acreage, and monitoring details.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include questions about reporting art and historical treasures.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIV and complete the following table

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

Table with 6 columns: (a) Current Year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a-1g (Beginning of year balance, Contributions, Investment earnings or losses, Grants or scholarships, Other expenditures for facilities and programs, Administrative expenses, End of year balance)

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quas-endowment %
b Permanent endowment %
c Term endowment %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations
(ii) related organizations

Yes/No table for 3a(i), 3a(ii), 3b

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other

Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c)) 26,522,944.



**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)		1
2	Total expenses (Form 990, Part IX, column (A), line 25)		2
3	Excess or (deficit) for the year Subtract line 2 from line 1		3
4	Net unrealized gains (losses) on investments		4
5	Donated services and use of facilities		5
6	Investment expenses		6
7	Prior period adjustments		7
8	Other (Describe in Part XIV)		8
9	Total adjustments (net) Add lines 4-8		9
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9		10

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b		4c
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)		5

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements		1
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	
e	Add lines 2a through 2d		2e
3	Subtract line 2e from line 1		3
4	Amounts included on Form 990, Part IX, line 25, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b		4c
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)		5

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

SCHEDULE D PART X

THE AUDITED FINANCIAL STATEMENTS INCLUDED NO FIN 48 FOOTNOTE.



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ Attach to Form 990. To be completed by organizations  
that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

NORTH HILL NEEDHAM, INC.

Employer identification number

04-2716090

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . . . .

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply

- |   |   |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a

**a** Receive a severance payment or change of control payment? . . . . .

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .

**c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization? . . . . .

**b** Any related organization? . . . . .

If "Yes" to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization? . . . . .

**b** Any related organization? . . . . .

If "Yes" to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . . .

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>		X
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008





**SCHEDULE J-2  
(Form 990)**

**Continuation Sheet for Form 990**

OMB No 1545-0047

**2008**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

Employer Identification number

NORTH HILL NEEDHAM, INC.

04-2716090

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOHN CHILDS TRUSTEE	1.	X						2,500.	NONE	NONE
JOHN COGSWELL TREASURER OF THE BOARD	1.	X		X				3,032.	NONE	NONE
STEPHEN KOTT TRUSTEE	1.	X						1,100.	NONE	NONE
WILLIAM HECK TRUSTEE	1.	X						2,200.	NONE	NONE
KATHERINE MACDONALD TRUSTEE	1.	X						800.	NONE	NONE
BARBARA MADDEN TRUSTEE	1.	X						2,500.	NONE	NONE
WILLIAM MEAGHER VICE CHAIRMAN OF THE BOARD	1.	X		X				2,815.	NONE	NONE
KATHRYN NICHOLSON TRUSTEE	1.	X						2,000.	NONE	NONE
THEODORE PARKER CHAIRMAN OF THE BOARD	1.	X		X				2,924.	NONE	NONE
DAVID PERINI TRUSTEE	1.	X						800.	NONE	NONE
JENNIFER PLINE TRUSTEE	1.	X						2,400.	NONE	NONE
ELIZABETH POWELL TRUSTEE	1.	X						2,700.	NONE	NONE
JESSE PUTNEY TRUSTEE	1.	X						NONE	NONE	NONE
WILLIAM TRIPP TRUSTEE	1.	X						NONE	NONE	NONE
JOHN TUCKER TRUSTEE	1.	X						2,500.	NONE	NONE
EARLE WOODMAN TRUSTEE	1.	X						2,300.	NONE	NONE
KEVIN BURKE PRESIDENT & CEO	40.			X	X			265,475.	NONE	24,001.
PATRICIA PAULIN DIRECTOR OF FINANCE	40.			X				120,906.	NONE	9,815.
DAVID MAW ASSOCIATE DIRECTOR	40.				X			146,577.	NONE	18,128.
ALICE ROSE ASSOCIATE DIRECTOR	40.				X			135,387.	NONE	11,339.
DAVID MACKAY DIRECTOR OF MARKETING	40.					X		132,851.	NONE	10,134.

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

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SCHEDULE O  
(Form 990)

Supplemental Information to Form 990

OMB No 1545-0047

2008

Open to Public  
Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations to provide  
additional information for responses to specific questions for the  
Form 990 or to provide any additional information.

Name of the organization

NORTH HILL NEEDHAM, INC.

Employer identification number

04-2716090

FORM 990, SUPPLEMENTAL INFORMATION

PART IV QUESTION 12

FINANCIAL STATEMENTS

NORTH HILL NEEDHAM S FINANCIAL STATEMENTS ARE AUDITED ON A CONSOLIDATED  
BASIS WITH ITS PARENT.

PART VI, QUESTION 4

SIGNIFICANT CHANGE TO ORGANIZATIONAL DOCUMENTS

THE LEGAL NAME WAS CHANGED FROM LIVING CARE VILLAGES OF MASSACHUSETTS INC  
TO NORTH HILL NEEDHAM INC. THE ARTICLES OF INCORPORATION WERE AMENDED TO  
REFLECT THIS CHANGE AS PREVIOUSLY COMMUNICATED TO THE IRS.

PART VI, QUESTION 10

DESCRIPTION OF THE PROCESS USED TO REVIEW THE FORM 990

A PROFESSIONAL ACCOUNTING FIRM PREPARES A DRAFT OF THE FORM 990. IT IS  
REVIEWED BY MANAGEMENT, CHANGES ARE MADE, AND A COPY IS PROVIDED TO THE  
BOARD PRIOR TO FILING.

PART VI, QUESTION 12C

DESCRIPTION OF MONITORING & ENFORCEMENT OF CONFLICT OF INTEREST POLICY

CONFLICT OF INTEREST FORMS ARE REQUIRED TO BE COMPLETED ANNUALLY. THE  
FORMS ARE RECEIVED BY THE PRESIDENT AND CLERK WHO GOES THROUGH THE

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule O (Form 990) 2008

SCHEDULE O  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

2008

Open to Public Inspection

Employer identification number

DOCUMENTS. SELF DISCLOSURE IS REQUIRED AND THE TRUSTEE MAY NOT VOTE ON ANY ISSUE THAT PERTAINS TO THE CONFLICT OF INTEREST.

PART VI, QUESTIONS 15A/B  
PROCESS USED FOR DETERMINING COMPENSATION OF THE TOP MANAGEMENT OFFICIAL AND OTHER OFFICERS & KEY EMPLOYEES OF THE ORGANIZATION  
THE ORGANIZATION DETERMINES THE COMPENSATION OF THE CEO, EXECUTIVE DIRECTOR, AND OTHER OFFICERS AND KEY EMPLOYEES BY REVIEWING COMPENSATION DATA FROM THE FORMS 990 OF SIMILAR ORGANIZATIONS, AS WELL AS BY UTILIZING THE SERVICES OF A COMPENSATION CONSULTANT. THIS INFORMATION IS ANALYZED BY THE HR TRUSTEES COMMITTEE, WHICH BRINGS THE RECOMMENDATIONS TO THE BOARD FOR APPROVAL.

PART VI, QUESTION 19  
PUBLIC AVAILABILITY OF GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS  
OUR GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE AVAILABLE TO THE GENERAL PUBLIC UPON REQUEST.





**Part V Transactions With Related Organizations**

Note. Complete line 1 if any entity is listed in Parts II, III, or IV

	Yes	No
1 During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity	1a	
b Gift, grant, or capital contribution to other organization(s)	1b	
c Gift, grant, or capital contribution from other organization(s)	1c	
d Loans or loan guarantees to or for other organization(s)	1d	
e Loans or loan guarantees by other organization(s)	1e	
f Sale of assets to other organization(s)	1f	
g Purchase of assets from other organization(s)	1g	
h Exchange of assets	1h	
i Lease of facilities, equipment, or other assets to other organization(s)	1i	
j Lease of facilities, equipment, or other assets from other organization(s)	1j	
k Performance of services or membership or fundraising solicitations for other organization(s)	1k	
l Performance of services or membership or fundraising solicitations by other organization(s)	1l	
m Sharing of facilities, equipment, mailing lists, or other assets	1m	
n Sharing of paid employees	1n	
o Reimbursement paid to other organization for expenses	1o	
p Reimbursement paid by other organization for expenses	1p	
q Other transfer of cash or property to other organization(s)	1q	
r Other transfer of cash or property from other organization(s)	1r	

	(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds			
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			



990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
CE FLOYD 138 SOUTH RD. BEDFORD, MA 2169	CONTRACTOR	954,465.
REHAB OUTREACH 2127 INNER BELT BUSINESS CTR DR SUITE 10 WALTHAM, MO 63114	THERAPY SERVICES	348,561.
SEBASTIAN PINTO FILHO 36 BALLARDVILLE ST. WILMINGTON, MA 01887	CONTRACTOR	247,329.
ANTHONY VANARIA & SONS 45 FELTON STREET WATHAM, MA 02453	LANDSCAPING & IRRIG.	130,043.
NIXON PEABODY 100 SUMMER ST. BOSTON, MA 02110-2131	LEGAL FEES	126,143.
TOTAL COMPENSATION		1,806,541.

MA SOC Filing Number: 200946964390 Date: 01/26/2009 11:27 AM  
FEDERAL IDENTIFICATION  
No. \_\_\_\_\_  
Fee: \$15.00

# The Commonwealth of Massachusetts

Examiner

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

## ARTICLES OF AMENDMENT (General Laws, Chapter 180, Section 7)

Name  
Approved

Kevin Burke, the President, and Jean Placanica, the Clerk, of LIVING CARE VILLAGES OF MASSACHUSETTS, INC., located at 865 Central Avenue, Needham, Massachusetts, do hereby certify that these Articles of Amendment affecting articles numbered: 3, 4 of the Articles of Organization were duly adopted at a meeting held on January 12, 2009, by vote of the member

Being at least two-thirds of its members legally qualified to vote in meetings of the corporation; OR

Being at least two-thirds of its directors where there are no members pursuant to General Laws, Chapter 180, Section 3; OR

In the case of a corporation having capital stock, by the holders of at least two-thirds of the capital stock having the right to vote therein.

Article 1 is amended to read as follows:

The name by which the Corporation shall be known is North Hill Needham, Inc.

C

Article 3 is amended to read as follows:

P

The Corporation shall have members as provided in its By-laws.

M

C

Article 4 is amended to read as follows:

B.A.

4.1 The corporation shall have, and may exercise in furtherance of its corporate purposes, all the powers specified in Section 6 of Chapter 180 and in Chapter 156B of the Massachusetts General Laws as now in force or as hereafter amended, provided, however, that no such power shall be exercised in a manner inconsistent with Chapter 180 or any other Chapter of the Massachusetts General Laws or inconsistent with the exemption from federal income tax to which the corporation shall be entitled under Section 501(c)(3) of the Internal Revenue Code.

M

R.A.

4.2 Meetings of directors may be held anywhere in the United States.

4.3 No director or officer of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as such director or officer notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under Chapter 180 of the Massachusetts General Laws.

P.C.

\*Delete the inapplicable words.

\*\*Check only one box that applies.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring addition is clearly indicated.

4.4 No part of the net earnings of the Corporation inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, except that (i) reasonable compensation may be paid for services rendered to or for the Corporation; and (ii) gifts, grants or contributions that are in furtherance of the Corporation's exempt purposes may be made to members that are tax-exempt under Code Section 501(c)(3) and not private foundations under Code Section 509(a). NO member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

4.5 No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Code. The Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.6 Notwithstanding any other provision of these articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, as specified in Section 501(c)(3) of the Code. The Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

4.7 In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code to be used in such manner as, in the judgment of a court of competent jurisdiction, will best accomplish the general purposes for which this Corporation was formed.

4.8 All references herein to the Internal Revenue Code of 1986 and to provisions of the General Laws of the Commonwealth of Massachusetts shall include amendments to the applicable sections of such Code and Laws, corresponding provisions of future laws, and applicable regulations thereunder.

The foregoing amendments will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 180, Section 7 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: NONE

SIGNED UNDER THE PENALTIES OF PERJURY, this 23<sup>rd</sup> day of January, 2009



Name:  
Title: President

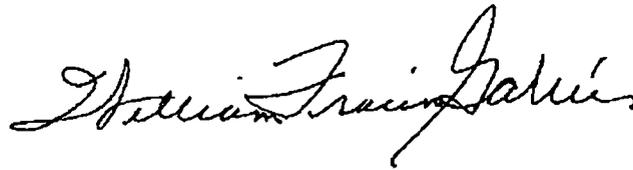


Name:  
Title: Clerk

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:  
January 26, 2009 11:27 AM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*