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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2008

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning JUL 1, 2008, and ending JUN 30, 2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

THE ELM GROVE FOUNDATION

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

68 BEACON STREET

City or town, state, and ZIP code

BOSTON, MA 02108

A Employer identification number

20-8076853

B Telephone number

617-292-0031

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual☐ Other (specify) _____

\$ 673,301. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B3 Interest on savings and temporary
cash investments

249.

249.

Statement 2

4 Dividends and interest from securities

25,122.

25,122.

Statement 3

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

-15,898.

Statement 1

b Gross sales price for all
assets on line 6a

9,255.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

9,473.

25,371.

12 Total. Add lines 1 through 11

0.

0.

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

Stmt 4

2,500.

1,250.

1,250.

c Other professional fees

Stmt 5

4,943.

4,943.

0.

17 Interest

18 Taxes

Stmt 6

6,000.

0.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

Stmt 7

373.

0.

373.

24 Total operating and administrative
expenses. Add lines 13 through 23

13,816.

6,193.

1,623.

25 Contributions, gifts, grants paid

36,500.

36,500.

26 Total expenses and disbursements.

Add lines 24 and 25

50,316.

6,193.

38,123.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-40,843.

b Net investment income (if negative, enter -0-)

19,178.

c Adjusted net income (if negative, enter -0-)

N/A

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

Form 990-PF (2008)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			37,379.	37,379.
	2	Savings and temporary cash investments		181,786.	92,217.	92,217.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock Stmt 8		670,040.	543,705.	543,705.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		851,826.	673,301.	673,301.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.		851,826.	673,301.	
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31				
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances		851,826.	673,301.		
31	Total liabilities and net assets/fund balances		851,826.	673,301.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	851,826.
2	Enter amount from Part I, line 27a	2	-40,843.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	810,983.
5	Decreases not included in line 2 (itemize) ▶ CHANGE IN UNREALIZED APPRECIATION	5	137,682.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	673,301.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a MCGRAW HILL COMPANIES		P	07/11/07	10/28/08
b GREAT PLAINS ENERGY		P	07/11/07	03/19/09
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,273.		10,200.	-6,927.
b 5,982.		14,953.	-8,971.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-6,927.
b			-8,971.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-15,898.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	21,942.	904,109.	.024269
2006	0.	915,092.	.000000
2005			
2004			
2003			

2 Total of line 1, column (d)	2	.024269
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.012135
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	751,125.
5 Multiply line 4 by line 3	5	9,115.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	192.
7 Add lines 5 and 6	7	9,307.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	38,123.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	192.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	192.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	192.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	718.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	718.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	526.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ☒ 526. Refunded ☒	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► The Foundation Located at ► 68 BEACON STREET, BOSTON, MA Telephone no ► 617-292-0031 ZIP+4 ► 02108			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes" did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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, other allowances
SYDNEY C WINTHROP	TRUSTEE			
68 BEACON STREET				
BOSTON, MA 02108	1.00	0.	0.	0.
JONATHAN WINTHROP	TRUSTEE			
68 BEACON STREET				
BOSTON, MA 02108	1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If 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, other allowances
NONE				

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

0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	606,872.
b	Average of monthly cash balances	1b	155,691.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	762,563.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	762,563.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,438.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	751,125.
6	Minimum investment return. Enter 5% of line 5	6	37,556.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	37,556.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	192.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	192.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	37,364.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	37,364.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	37,364.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	38,123.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	38,123.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	192.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,931.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				37,364.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			37,244.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 38,123.				
a Applied to 2007, but not more than line 2a			37,244.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				879.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				36,485.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
See Statement 10				
Total			3a	36,500.
<i>b Approved for future payment</i>				
None				
Total			3b	0.

Part XVI-A

Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	249.	
4 Dividends and interest from securities			14	25,122.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-15,898.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		9,473.	0.
13 Total. Add line 12, columns (b), (d), and (e)				9,473.	9,473.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B

Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Part XVII

- | | |
|-----|----|
| Yes | No |
|-----|----|

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

☐ Yes ☒ No

(c) Description of relationship

N/A		
-----	--	--

Signature of officer or trustee

Date _____

Title

**Paid
Preparer's
Use Only**

Preparer's
signature

Firm's name (or yours
if self-employed),
address, and ZIP code

Owen J Flanagan & Co
60 East 42nd Street
New York, NY 10165

Date _____

FEB 04 2016

Check if self-
employee

Preparer's identifying number

Phone no 212-682-2783

823622
01-02-09

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
MCGRAW HILL COMPANIES	Purchased	07/11/07	10/28/08
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
3,273.	10,200.	0.	0.
-6,927.			

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
GREAT PLAINS ENERGY	Purchased	07/11/07	03/19/09
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
5,982.	14,953.	0.	0.
-8,971.			

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	-15,898.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
BANK OF AMERICA	249.
Total to Form 990-PF, Part I, line 3, Column A	249.

Form 990-PF	Dividends and Interest from Securities	Statement	3
Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
MSS ACCOUNT	25,122.	0.	25,122.
Total to Form 990-PF, Part I, ln 4	25,122.	0.	25,122.

Form 990-PF	Accounting Fees			Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
O FLANAGAN & CO - ACCOUNTING & TAX	2,500.	1,250.		1,250.	
To Form 990-PF, Pg 1, ln 16b	2,500.	1,250.		1,250.	

Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
MITCHELL SINKLER & STARR - INV ADVISORY	4,943.	4,943.			0.
To Form 990-PF, Pg 1, ln 16c	4,943.	4,943.			0.

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
EXCISE TAX	6,000.	0.			0.
To Form 990-PF, Pg 1, ln 18	6,000.	0.			0.

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
BANK CHARGES	338.	0.		338.	
MASSACHUSETTS FILING FEE	35.	0.		35.	
To Form 990-PF, Pg 1, ln 23	373.	0.		373.	

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
CORPORATE STOCK #11	543,705.	543,705.		
Total to Form 990-PF, Part II, line 10b	543,705.	543,705.		

Form 990-PF	Part XV - Line 1a List of Foundation Managers	Statement	9
Name of Manager			
SYDNEY C WINTHROP			
JONATHAN WINTHROP			

Form 990-PF

Grants and Contributions
Paid During the Year

Statement 10

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
ADVANCED MEDICAL FOUNDATION	OPERATING SUPPORT	PUBLIC	500.
AMERICAN FARMLAND TRUST	OPERATING SUPPORT	PUBLIC	1,000.
BOSTON ATHENEUM	OPERATING SUPPORT	PUBLIC	1,000.
BOSTON BALLET	OPERATING SUPPORT	PUBLIC	1,000.
BOSTON LYRIC OPERA	OPERATING SUPPORT	PUBLIC	1,000.
BRANTWOOD CAMP	OPERATING SUPPORT	PUBLIC	500.
DARROW SCHOOL	OPERATING SUPPORT	PUBLIC	3,500.
DELTA WATERFOWL FOUNDATION	OPERATING SUPPORT	PUBLIC	1,000.
EPIPHANY SCHOOL	OPERATING SUPPORT	PUBLIC	1,000.
ESSEX COUNTRY GREENBELT	OPERATING SUPPORT	PUBLIC	2,000.
IS OF ACADIA	OPERATING SUPPORT	PUBLIC	1,000.

THE ELM GROVE FOUNDATION			20-8076853
HANDEL & HAYDEN SOCIETY	OPERATING SUPPORT	PUBLIC	1,000.
HARVARD ART MUSEUM	OPERATING SUPPORT	PUBLIC	1,000.
ISABELLA STEWART GARDNER MUSEUM	CAPITAL SUPPORT	PUBLIC	5,000.
LONG POINT WATERFOWL AND WETLANDS RESEARCH FUND	OPERATING SUPPORT	PUBLIC	1,000.
MAIN COAST HERITAGE TRUST	OPERATING SUPPORT	PUBLIC	2,500.
MASSACHUSETTS HISTORICAL SOCIETY	OPERATING SUPPORT	PUBLIC	1,000.
MIRAMICHI SALMON ASSOCIATION	OPERATING SUPPORT	PUBLIC	1,000.
NEW ENGLAND CONSERVATORY OF MUSIC	OPERATING SUPPORT	PUBLIC	1,000.
NORTH BENNETT STREET SCHOOL	OPERATING SUPPORT	PUBLIC	500.
QUEBEC LABRADOR FOUNDATION	OPERATING SUPPORT	PUBLIC	500.
SCENIC AMERICA	OPERATING SUPPORT	PUBLIC	500.
'T MARK'S SCHOOL	OPERATING SUPPORT	PUBLIC	1,000.
'PLANADE ASSOCIATION	OPERATING SUPPORT	PUBLIC	1,000.

THE ELM GROVE FOUNDATION			20-8076853
THE EVERGLADES FOUNDATION	OPERATING SUPPORT	PUBLIC	500.
THE JACKSON LABS	OPERATING SUPPORT	PUBLIC	1,000.
THE NAVIGATOR FOUNDATION	OPERATING SUPPORT	PUBLIC	1,000.
THE SOCIETY OF KINGS CHAPEL	OPERATING SUPPORT	PUBLIC	1,000.
THE TRUSTEES OF RESERVATIONS	OPERATING SUPPORT	PUBLIC	2,500.
Total to Form 990-PF, Part XV, line 3a			36,500.

Elm Grove Foundation
6/30/2009

<u>Security</u>	<u>Ending Shares</u>	<u>Ending Cost</u>	<u>Fair Value</u>
3M Co	1,100	1,609.85	66,110
Anadarko Pete Corp	65	4,282.85	2,950
AT&T	250	10,155.00	6,210
Aqua America Inc	440	10,001.20	7,876
Automatic Data Processing	200	9,819.10	7,088
Barrick Gold	325	10,042.50	10,904
Baxter International	75	4,643.25	3,972
Bemis Co	290	10,007.90	7,308
Bristol Myers Squibb Co	3,100	13,350.83	62,961
Chevron	100	6,398.00	6,625
Cincinnati Finl Corp	225	9,954.00	5,029
Clarcor Inc	285	10,191.60	8,319
Coca Cola Co	1,900	12,917.63	91,181
CVS Caremark	250	9,257.50	7,968
Devon Energy	130	5,922.65	7,085
Diageo PLC	140	6,141.80	8,015
Duke Realty Corp	400	14,825.00	4,385
Duke Realty Corp	100	2,589.00	
Duke Energy Holding Corp	550	10,021.00	8,025
Emerson Electric	210	10,115.60	6,804
General Electric Corp	2,600	1,640.60	30,472
Hain Celestial Group Inc	165	4,494.60	2,576
Lowes Cos Inc	320	9,977.60	8,249
Lowes Cos Inc	105	2,566.20	
Merck & Co Inc	1,500	876.98	41,940
Monsanto	75	6,085.50	5,576
Northern Trust	65	4,537.65	3,489
Plum Creek Timber Co Inc	230	10,071.59	6,849
Praxair Inc	135	9,900.90	9,594
Powershares Wilderhill Clean Energy	400	6,147.50	4,032
Proctor & Gamble Company	165	10,167.30	8,432
RPM International	415	10,038.85	7,722
RPM International	135	2,593.35	
Schlumberger LTD	50	4,390.50	2,706
Southern Co	295	10,080.15	9,192
Spectra Energy Corp	560	14,940.80	9,475
Stericycle Inc	80	4,494.40	4,122
Stryker Corp	140	9,025.80	5,564
Sysco Corp	300	9,849.00	6,744
United Technologies Corp	140	10,211.60	7,274
US Bancorp	450	15,075.00	8,064
Vanguard FTSE All-World	700	35,179.43	25,135
Verizon Communications	250	9,162.00	7,683
Total	19,410	373,753.55	543,705

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE ELM GROVE FOUNDATION	Employer identification number 20-8076853
	Number, street, and room or suite no. If a P.O. box, see instructions. 68 BEACON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02108	

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

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

The Foundation

- The books are in the care of ► **68 BEACON STREET - BOSTON, MA 02108**
Telephone No. ► **617-292-0031** 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 corporation required to file Form 990-T) extension of time until **February 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year _____ or
► ☒ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

- 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.	3a	\$ 250.
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.	3b	\$ 718.
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.	3c	\$ 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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 4-2009)