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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052  
**2008**

For calendar year 2008 , or tax year beginning 07-01-2008 and ending 06-30-2009

☒ Check all that apply

☐ Initial return

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation  
SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES

Number and street (or P O box number if mail is not delivered to street address)  
77 SUMMER STREET 8TH FLOOR

Room/suite

City or town, state, and ZIP code  
BOSTON, MA 02110

**A Employer identification number**  
52-1660757

**B Telephone number** (see the instructions)  
(617) 426-7080

**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 foundation

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16)  
\$ 9,665,761

**J** Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_  
(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) (see the instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	369,688	369,688		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	-169,297			
	<b>b</b> Gross sales price for all assets on line 6a _____ 4,713,634				
	<b>7</b> Capital gain net income (from Part IV , line 2) . . . .		0		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .				
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	200,391	369,688		
Operating and Administrative Expenses	<b>13</b> Compensation of officers, directors, trustees, etc	17,500	8,750		8,750
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule). . . . .				
	<b>b</b> Accounting fees (attach schedule). . . . .	4,500	4,500		0
	<b>c</b> Other professional fees (attach schedule) . . . . .	66,861	44,296		22,565
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see the instructions). . . .	22,594	203		0
	<b>19</b> Depreciation (attach schedule) and depletion . . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .	7,452	0		7,452
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule). . . . .	1,938	0		1,938
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	120,845	57,749		40,705
	<b>25</b> Contributions, gifts, grants paid . . . . .	265,700			265,700
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	386,545	57,749		306,405
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-186,154			
	<b>b Net investment income</b> (if negative, enter -0-)		311,939		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

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

Cat No 11289X

Form **990-PF** (2008)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	28,058	37,856	37,856
	2	Savings and temporary cash investments . . . . .	404,546	1,593,259	1,593,259
	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 (attach schedule) (see the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ 442,543 Less allowance for doubtful accounts ▶ _____	442,543	442,543	442,543
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)	2,245,582	645,629	757,787
	b	Investments—corporate stock (attach schedule) . . . . .	2,939,073	2,984,814	4,100,109
	c	Investments—corporate bonds (attach schedule) . . . . .	2,670,309	2,839,856	2,734,207
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,730,111	8,543,957	9,665,761	
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 (attach schedule) . . . . .			
	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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds . . . . .	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	8,730,111	8,543,957	
	30	Total net assets or fund balances (see the instructions)	8,730,111	8,543,957	
31	Total liabilities and net assets/fund balances (see the instructions)	8,730,111	8,543,957		

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	8,730,111
2	Enter amount from Part I, line 27a . . . . .	2	-186,154
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3 . . . . .	4	8,543,957
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	8,543,957

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 )
1 a	SALE OF PUBLICLY TRADED SECURITIES			
b				
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	4,713,634		4,882,931	-169,297
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-169,297
b				
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 }			2-169,297
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) (see the instructions) If (loss), enter -0- in Part I, line 8 . . . . . }			3

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?  
If “Yes,” the foundation does not qualify under section 4940(e) Do not complete this part

☐ Yes ☒ No

1 Enter the appropriate amount in each column for each year, see the 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	384,051	11,131,593	0 034501
2006	299,142	10,631,999	0 028136
2005	692,841	10,288,993	0 067338
2004	1,247,092	10,262,155	0 121523
2003	563,663	10,647,891	0 052937
2	Total of line 1, column (d). . . . .		20 304435
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 . . . . .		30 060887
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5. . . . .		49,242,551
5	Multiply line 4 by line 3. . . . .		5562,751
6	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		63,119
7	Add lines 5 and 6. . . . .		7565,870
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		8306,405

<b>Part VI</b> <b>Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see the instructions)</b>					
<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		<b>1</b>	6,239		
Date of ruling letter _____ <b>(attach copy of ruling letter if necessary—see instructions)</b>					
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .					
<b>c</b> All other domestic foundations enter 2% of line 27b    Exempt foreign organizations enter 4% of Part I, line 12, col (b)		<b>2</b>	0		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only    Others enter -0-)					
<b>3</b> Add lines 1 and 2. . . . .				<b>3</b>	6,239
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only    Others enter -0-)					
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3    If zero or less, enter -0- . . . . .		<b>5</b>	6,239		
<b>6</b> Credits/Payments					
<b>a</b> 2008 estimated tax payments and 2007 overpayment credited to 2008		<b>6a</b>	16,800		
<b>b</b> Exempt foreign organizations—tax withheld at source . . . . .		<b>6b</b>			
<b>c</b> Tax paid with application for extension of time to file (Form 8868)		<b>6c</b>			
<b>d</b> Backup withholding erroneously withheld . . . . .		<b>6d</b>			
<b>7</b> Total credits and payments    Add lines 6a through 6d. . . . .		<b>7</b>	16,800		
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax    Check here <input type="checkbox"/> if Form 2220 is attached		<b>8</b>			
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . . <input type="checkbox"/>		<b>9</b>			
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . . <input type="checkbox"/>		<b>10</b>	10,561		
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2009 estimated tax</b> <input type="checkbox"/> 10,561 <b>Refunded</b> <input type="checkbox"/>		<b>11</b>	0		

<b>Part VII-A</b> <b>Statements Regarding Activities</b>				
<b>1a</b> 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? . . . . .		<b>1a</b>	<b>Yes</b>	<b>No</b>
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? . . . . .		<b>1b</b>		<b>No</b>
<i>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.</i>				
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .		<b>1c</b>		<b>No</b>
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ 0 <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____ 0				
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ 0				
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		<b>2</b>		<b>No</b>
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		<b>3</b>		<b>No</b>
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .		<b>4a</b>		<b>No</b>
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .		<b>4b</b>		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		<b>5</b>		<b>No</b>
<b>6</b> 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? . . . . .		<b>6</b>	<b>Yes</b>	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		<b>7</b>	<b>Yes</b>	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see the instructions) <input type="checkbox"/> DC _____				
<b>b</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? <i>If "No," attach explanation .</i>		<b>8b</b>	<b>Yes</b>	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .		<b>9</b>		<b>No</b>
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		<b>10</b>		<b>No</b>

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 page 20 of the instructions)	11a		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Web site address ▶ HTTP //PARDOEFOUNDATION GRANTSMANAGEMENT08 COM				
14	The books are in care of ▶ GRANTS MANAGEMENT ASSOCIATES Telephone no ▶ (617) 426-7080			
Located at ▶ 77 SUMMER STREET 8th FLOOR BOSTON MA ZIP+4 ▶ 02110				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here			15

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 the instructions)?	1b		No
Organizations relying on a current notice regarding disaster assistance check here. ▶				
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		No
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 ▶ 20____, 20____, 20____, 20____				
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 the instructions ).	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 ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?			
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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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)? (see instructions).

☐ 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 the instructions)?

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?

☐ 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

No

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?

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 (see the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

2

Compensation of five highest-paid employees (other than those included on line 1—see the instructions). 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

## Part VIII Information About Officers and Contractors Continued

**3 Five highest-paid independent contractors for professional services—(see the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$ 50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$ 50,000 for professional services.	▶	0

## Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

1	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
All other program-related investments See the instructions	
<b>3</b>	
<b>Total</b> Add lines 1 through 3.	0



**Part X**

**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	9,356,652
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	26,649
<b>c</b>	Fair market value of all other assets (see the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	9,383,301
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	9,383,301
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see the instructions). . . . .	<b>4</b>	140,750
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	9,242,551
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	462,128

**Part XI**

**Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☒ and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	462,128
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5. . . . .	<b>2a</b>	6,239
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	6,239
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	455,889
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	455,889
<b>6</b>	Deduction from distributable amount (see the instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	455,889

**Part XII**

**Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	306,405
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	306,405
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions) . . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	306,405

**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.

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1	Distributable amount for 2008 from Part XI, line 7				455,889
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only. . . . .			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2008				
a	From 2003. . . . .				
b	From 2004. . . . .				132,368
c	From 2005. . . . .				194,175
d	From 2006. . . . .				
e	From 2007. . . . .				
f	Total of lines 3a through e. . . . .	326,543			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 306,405				
a	Applied to 2007, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see the instructions). . . .		0		
c	Treated as distributions out of corpus (Election required—see the instructions). . . . .	0			
d	Applied to 2008 distributable amount. . . . .				306,405
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).)	149,484			149,484
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	177,059			
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 the instructions. . . . .		0		
e	Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount—see the instructions. . . . .			0	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2008. . . . .				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions). . . . .	0			
8	Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	0			
9	Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a. . . . .	177,059			
10	Analysis of line 9				
a	From 2004. . . . .				
b	From 2005. . . . .				177,059
c	From 2006. . . . .				
d	From 2007. . . . .				
e	From 2008. . . . .				

Part XIV

Private Operating Foundations (see the instructions and Part VII-A, question 9)

1a

If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling.

b

Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .	Tax year	Prior 3 years			(e) Total
		(a) 2008	(b) 2007	(c) 2006	(d) 2005	
b	85% of line 2a . . . . .					
c	Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
d	Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets . . . . .					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
c	"Support" alternative test—enter					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see the instructions.)

1

Information Regarding Foundation Managers:

a

List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2) )

b

List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a

The name, address, and telephone number of the person to whom applications should be addressed

THE SAMUEL P PARDOE FOUNDATION  
C/O GRANTS MANAGEMENT ASSOCIATES 7  
BOSTON, MA 02110  
(617) 426-7080

b

The form in which applications should be submitted and information and materials they should include

Requests for support must include two copies of 1) the two-page Proposal Cover Sheet, available online or from the Foundation office (include three copies), 2) a description of the proposed project and the staff who will carry it out, 3) a description of the evaluation process for the project, 4) a budget for the proposed project, with an indication of amounts already received and other sources of support, 5) a list of officers and directors, 6) evidence of tax-exempt status under sections 501(c)(3) and 509(a) of the Internal Revenue Code (include only one copy), 7) a copy of audited financial reports for the previous two years and a copy of the most recent 990 tax form

c

Any submission deadlines

Applications may be submitted at any time before Friday, January 15, 2010

d

Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Grantmaking is limited to organizations located within or serving the Lakes Region of New Hampshire, with a priority focus on Laconia. The Foundation's interests include education, land and resource management, and social services. There is a particular interest in programs that provide opportunities for disadvantaged persons, especially children. The Foundation does not fund endowments, individual scholarships, loans, deficits, sectarian religious or political activities, or advertising. Grants are not made to individuals. Grants for operating expenses are normally excluded. The Foundation prefers to fund specific projects, programs, capital improvements and equipment purchases. programs, capital improvements and equipment purchases

Part XV

Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total . . . . .			3a	265,700
b Approved for future payment				
Total . . . . .			3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See the instructions )
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b>	Program service revenue					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments. . . . .					
<b>3</b>	Interest on savings and temporary cash investments					
<b>4</b>	Dividends and interest from securities. . . . .			14	369,688	
<b>5</b>	Net rental income or (loss) from real estate					
<b>a</b>	Debt-financed property. . . . .					
<b>b</b>	Not debt-financed property. . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income. . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			18	-169,297	
<b>9</b>	Net income or (loss) from special events					
<b>10</b>	Gross profit or (loss) from sales of inventory. . .					
<b>11</b>	Other revenue <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal Add columns (b), (d), and (e). . . . .		0		200,391	0
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e). . . . . (See worksheet in line 13 instructions to verify calculations )			<b>13</b>		<b>200,391</b>

[illegible]

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1

Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a

Transfers from the reporting organization to a noncharitable exempt organization of

1

Cash.

1a(1)

No

2

Other assets.

1a(2)

No

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

1b(1)

No

2

Purchases of assets from a noncharitable exempt organization.

1b(2)

No

3

Rental of facilities, equipment, or other assets.

1b(3)

No

4

Reimbursement arrangements.

1b(4)

No

5

Loans or loan guarantees.

1b(5)

No

6

Performance of services or membership or fundraising solicitations.

1b(6)

No

c

Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

1c

No

d

If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a

Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐

Yes

☒

No

b

If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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 taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

\*\*\*\*\*

Signature of officer or trustee

2010-02-01

Date

\*\*\*\*\*

Title

Paid Preparer's Use Only

Preparer's Signature

ALFONSO PERILLO

Date

2010-02-01

Check if self-employed ☒

Preparer's SSN or PTIN (See **Signature** in the instructions.)

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

EDELSTEIN AND COMPANY LLP  
160 Federal Street 9TH FLOOR  
BOSTON, MA 021101772

EIN

Phone no (617) 227-6161

Form 990-PF (2008)

Additional Data

Software ID: 08000094

Software Version: 2008.05040

EIN: 52-1660757

Name: SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES

Form 990PF PartVIII Line 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
CHARLES H PARDOE II	PRESIDENT 3 00	3,500	0	0
C/O GRANTS MANAGEMENT ASSOC 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
SPENCER PARDOE BALLOU	SECRETARY 2 00	3,500	0	0
C/O GRANTS MANAGEMENT ASSOC 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
CHARLES E PARDOE	TREASURER 2 00	3,500	0	0
C/O GRANTS MANAGEMENT ASSOC 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
P BRUCE PARDOE	Vice president 2 00	3,500	0	0
C/O GRANTS MANAGEMENT ASSOC 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
ELIZABETH PARDOE GRAY	TRUSTEE 2 00	3,500	0	0
C/O GRANTS MANAGEMENT ASSOC 77 SUMMER STREET 8TH FL BOSTON,MA 02110				

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS 520 8TH AVE FLOOR 7 NEW YORK,NY 10018	NONE	501(C)(3)	PROGRAM SUPPORT	3,000
APPALACHIA HABITAT FOR HUMANITY INC PO BOX 36 ROBBINS,TN 37852	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
AUDUBON SOCIETY OF NEW HAMPSHIRE 3 SILK FARM ROAD CONCORD,NH 03301	NONE	501(C)(3)	PROGRAM SUPPORT	77,600
CHILD AND FAMILY SERVICES 464 CHESTNUT ST PO BOX 448 MANCHESTER,NH 03105	NONE	501(C)(3)	PROGRAM SUPPORT	3,750
FRIENDS OF THE VINALHAVEN PUBLIC LIBRARY PO BOX 223 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
HARRY GREGG FOUNDATION ONE VERNEY DRIVE GREENFIELD,NH 03047	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
HUMANE SOCIETY OF THE UNITED STATES DEPT GAIT04 2100 L ST NW WASHINGTON,DC 200371526	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
IMAGES CINEMA 50 SPRING STREET PO BOX 283 WILLIAMSTOWN,MA 01267	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
ISLAND INSTITUTE 386 MAIN STREET PO BOX 648 ROCKLAND,ME 048410648	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
ISLANDS COMMUNITY MEDICAL SERVICES PO BOX 812 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
LACONIA AREA COMMUNITY LAND TRUST INC 658 UNION AVENUE LACONIA,NH 03246	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
LAKE WINNIPESAUKE ASSOCIATION PO BOX 1624 MEREDITH,NH 03253	NONE	501(C)(3)	PROGRAM SUPPORT	13,600
LAKES REGION PLANNING COMMISSION 103 MAIN STREET STE3 MEREDITH,NH 03253	NONE	501(C)(3)	PROGRAM SUPPORT	15,500
LAST CHANCE FOR ANIMALS 8033 SUNSET BLVD STE 835 LOS ANGELES,CA 90046	NONE	501(C)(3)	PROGRAM SUPPORT	500
LIFEFLIGHT FOUNDATION PO BOX 1007 UNION,ME 04862	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
<b>Total . . . . .</b>  <b>3a</b>				265,700



Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
<b>a</b> Paid during the year				
LIVE IT LEARN IT 1439 PENNSYLVANIA AVE SE WASHINGTON,DC 20003	NONE	501(C)(3)	PROGRAM SUPPORT	5,500
MASSACHUSETTS MUSEUM OF CONTEMPORARY ART 1040 MASS MOCA WAY NORTH ADAMS,MA 01247	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
MAYMONT FOUNDATION 1700 HAMPTON STREET RICHMOND,VA 23220	NONE	501(C)(3)	PROGRAM SUPPORT	4,500
NEW HAMPSHIRE RIVERS COUNCIL 54 PORTSMOUTH STREET CONCORD,NH 03301	NONE	501(C)(3)	PROGRAM SUPPORT	6,750
NORTHERN KENYA FUND 9690 DEERCO ROAD TIMONIUM,MD 21093	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
OZANAM PLACE INC 63 HIGHLAND STREET LACONIA,NH 03247	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
PARTNERS IN ISLAND EDUCATION PO BOX 664 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
PRESCOTT CONSERVANCY INC 77 SUMMER STREET 8TH FLOOR BOSTON,MA 02110	NONE	501(C)(3)	PROGRAM SUPPORT	76,000
RICHMOND PUBLIC LIBRARY FOUNDATION 101 EAST FRANKLIN STREET RICHMOND,VA 23219	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
ST THOMAS' DAY SCHOOL 3602 HAWTHORNE AVE RICHMOND,VA 23222	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
THE TIDES FOUNDATION PRESIDIO BUILDING 1014 SAN FRANCISCO,CA 94129	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
THOMPSON-AMES HISTORICAL SOCIETY PO BOX 7404 GILFORD,NH 03247	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
VINALHAVEN FIREFIGHTERS ASSOCIATION PO BOX 815 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
VINALHAVEN ELDER CARE SERVICES PO BOX 624 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
VINALHAVEN HISTORICAL SOCIETY PO BOX 339 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,500
<b>Total . . . . .</b>  <b>3a</b>				265,700

Form 990PF Part XV Line 3a - Grants and Contributions Paid During the Year

Recipient	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
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
VINALHAVEN LAND TRUST PO BOX 268 VINALHAVEN, ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
WORLD WILDLIFE FUND INC 1250 24TH ST NW WASHINGTON,DC 20037	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
<b>Total . . . . . ▶ 3a</b>				265,700

TY 2008 Accounting Fees Schedule

**Name:** SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES  
**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSE	4,500	4,500		0

**TY 2008 Investments Corporate  
Bonds Schedule**

**Name:** SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES  
**EIN:** 52-1660757

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS - SUNTRUST BANK	2,839,856	2,734,207

**TY 2008 Investments Corporate  
Stock Schedule**

**Name:** SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES  
**EIN:** 52-1660757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK - SUNTRUST BANK	2,984,814	4,100,109

# TY 2008 Investments Government Obligations Schedule

**Name:** SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES

**EIN:** 52-1660757

<b>US Government Securities - End of Year Book Value:</b>	645,629
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<b>US Government Securities - End of Year Fair Market Value:</b>	757,787
--	---------

<b>State &amp; Local Government Securities - End of Year Book Value:</b>	0
--	---

<b>State &amp; Local Government Securities - End of Year Fair Market Value:</b>	0
---	---

## TY 2008 Other Expenses Schedule

**Name:** SAMUEL P PARDOE FOUNDATION

CO GRANTS MANAGEMENT ASSOCIATES

**EIN:** 52-1660757

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	163	0		163
Dues & membership	1,775	0		1,775

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2008 Other Notes/Loans  
Receivable Long Schedule

**Name:** SAMUEL P PARDOE FOUNDATION  
CO GRANTS MANAGEMENT ASSOCIATES  
**EIN:** 52-1660757

Borrower's Name	Relationship to Insider	Original Amount of Loan	Balance Due	Date of Note	Maturity Date	Repayment Terms	Interest Rate	Security Provided by Borrower	Purpose of Loan	Description of Lender Consideration	Consideration FMV
PRESCOTT CONSERVANCY INC	CONTROLLED	249,000	442,543	2007-12	2007-12	DEMAND	0 %	NONE	TO CONSTRUCT ED CENTER	PASS-THROUGH EXCEPTION APPLIES	442,543



## TY 2008 Other Professional Fees Schedule

**Name:** SAMUEL P PARDOE FOUNDATION

CO GRANTS MANAGEMENT ASSOCIATES

**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	23,753	1,188		22,565
PORTFOLIO MANAGEMENT	43,108	43,108		0

# TY 2008 Taxes Schedule

**Name:** SAMUEL P PARDOE FOUNDATION

CO GRANTS MANAGEMENT ASSOCIATES

**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE	22,391	0		0
FOREIGN TAXES	203	203		0