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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 NOV 1, 2008, and ending OCT 31, 2009

G 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 <b>THE TOWNSCAPE INSTITUTE INC</b>	A Employer identification number <b>04-2680639</b>			
	Number and street (or P O box number if mail is not delivered to street address) <b>8 LOWELL STREET</b>	Room/suite	B Telephone number <b>617-491-8952</b>		
	City or town, state, and ZIP code <b>CAMBRIDGE, MA 02138</b>	C If exemption application is pending, check here ► <input type="checkbox"/> D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation					
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ <b>750,634.</b>	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
<b>Part I Analysis of Revenue and Expenses</b> (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				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		26.	26.		STATEMENT 1
4 Dividends and interest from securities		24,889.	24,889.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss) _____					
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a _____					
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
10a Less Cost of goods sold					
b Gross profit or (loss)					
11 Other income		6,283.	0.		STATEMENT 3
12 Total Add lines 1 through 11		31,198.	24,915.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages		64,083.	0.		64,083.
15 Pension plans, employee benefits		7,248.	0.		7,248.
16a Legal fees					
b Accounting fees		3,000.	450.		2,550.
c Other professional fees					
17 Interest					
18 Taxes					
19 Depreciation and depletion		123.	0.		
20 Occupancy					
21 Travel, conferences, and meetings		97.	0.		97.
22 Printing and publications		174.	0.		174.
23 Other expenses		15,625.	0.		15,625.
24 Total operating and administrative expenses Add lines 13 through 23		90,350.	450.		89,777.
25 <del>RECEIVED</del> Grants paid					
26 Total expenses and disbursements Add lines 24 and 25		90,350.	450.		89,777.
27 Subtract line 26 from line 12					
28 Excess of revenue over expenses and disbursements		<59,152.>			
29 Net investment income (if negative, enter -0-)			24,465.		
c Adjusted net income (if negative, enter -0-)				N/A	

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

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		5,870.	6,841.	6,841.
	2 Savings and temporary cash investments				
	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 6	729,789.	742,233.	742,233.
	c Investments - corporate bonds				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment: basis ►	33,117.			
	Less accumulated depreciation	STMT 7	31,557.	1,683.	1,560.
	15 Other assets (describe ► )				
	16 Total assets (to be completed by all filers)		737,342.	750,634.	750,634.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Net Assets or Fund Balances	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons		131,215.	191,215.	STATEMENT 8
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		131,215.	191,215.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/>	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted		606,127.	559,419.	
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/>	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		606,127.	559,419.	
	31 Total liabilities and net assets/fund balances		737,342.	750,634.	

## 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	606,127.
2 Enter amount from Part I, line 27a	2	<59,152. >
3 Other increases not included in line 2 (itemize) ► <u>UNREALIZED GAIN ON SECURITIES</u>	3	12,444.
4 Add lines 1, 2, and 3	4	559,419.
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	559,419.

## 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					
b	NONE				
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					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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					
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		
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		

## 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	90,407.	938,208.	.096361
2006	115,602.	1,050,231.	.110073
2005	115,064.	1,225,481.	.093893
2004	72,043.	1,291,958.	.055763
2003	72,122.	1,255,393.	.057450

2 Total of line 1, column (d)

2 .413540

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 .082708

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4 705,226.

5 Multiply line 4 by line 3

5 58,328.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 245.

7 Add lines 5 and 6

7 58,573.

8 Enter qualifying distributions from Part XII, line 4

8 89,777.

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.

**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 ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b 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-) 3 Add lines 1 and 2 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments: a 2008 estimated tax payments and 2007 overpayment credited to 2008 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid 11 Enter the amount of line 10 to be Credited to 2009 estimated tax ►	1	245.
2			0.	
3			245.	
4			0.	
5			245.	
6a				
6b				
6c				
6d				
7			0.	
8				
9		245.		
10				
11	Refunded ►			

**Part VII-A Statements Regarding Activities**

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <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>	Yes	No
1c		Yes	No
2	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>	Yes	No
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? <i>If "Yes," attach a conformed copy of the changes</i>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	N/A	
4b	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? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none"> <li>• By language in the governing instrument, or</li> <li>• 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?</li> </ul>		
7	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>		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► <u>MA</u>	Yes	No
8b	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>	Yes	No
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)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	No

**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 ► WWW.TOWNSCAPE.ORG 13   X

14 The books are in care of ► RONALD LEE FLEMING Telephone no. ► (617) 491-8952  
Located at ► 8 LOWELL STREET, CAMBRIDGE, MA ZIP+4 ► 02138

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► 15   N/A  
and enter the amount of tax-exempt interest received or accrued during the year

**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.

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)? N/A ►

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  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?  Yes  No

If "Yes," list the years ► \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_

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

**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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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  
 Yes  No  
 Yes  No  
 Yes  No  
 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
RONALD LEE FLEMING 8 LOWELL STREET CAMBRIDGE, MA 02138	PRESIDENT/TREASURER/DIRECTOR 0.00	0.	0.	0.
WILLIAM S STRONG ONE BOWDOIN SQUARE BOSTON, MA 02114	SECRETARY/DIRECTOR 0.00	0.	0.	0.
PHILIP H BEHR 5 RADNOR CORPORATED CENTER, SUITE 300 RADNOR, PA 19087	DIRECTOR 0.00	0.	0.	0.
JOHN D CONSTABLE 63 BULLARD STREET SHERBORNE, MA 01770	CHAIRMAN/DIRECTOR 0.00	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 VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
**3 Five highest-paid independent contractors for professional services. 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.

Expenses

1	N/A	
2		
3		
4		

**Part IX-B** **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3		

All other program-related investments. See instructions.

3		
Total. Add lines 1 through 3		► 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	709,798.
b Average of monthly cash balances	1b	6,167.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	715,965.
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	715,965.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,739.
5 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	705,226.
6 Minimum investment return. Enter 5% of line 5	6	35,261.

**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	35,261.
2a Tax on investment income for 2008 from Part VI, line 5	2a	245.
b Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	245.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	35,016.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	35,016.
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	35,016.

**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	89,777.
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	89,777.
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	245.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	89,532.

**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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				35,016.
2 Undistributed income, if any, as of the end of 2007			0.	
a Enter amount for 2007 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	10,806.			
b From 2004	8,325.			
c From 2005	58,622.			
d From 2006	65,086.			
e From 2007	43,667.			
f Total of lines 3a through e	186,506.			
4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 89,777.			0.	
a Applied to 2007, but not more than line 2a				
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			35,016.	
e Remaining amount distributed out of corpus	54,761.			
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	241,267.			
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				0.
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	10,806.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	230,461.			
10 Analysis of line 9:				
a Excess from 2004	8,325.			
b Excess from 2005	58,622.			
c Excess from 2006	65,086.			
d Excess from 2007	43,667.			
e Excess from 2008	54,761.			



## 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)				
<i>a Paid during the year</i>				
NONE				
<b>Total</b>			► 3a	0.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			► 3b	0.

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Form 990-PF (2008)

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

**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****4 Dividends and interest from securities****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****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)**

14 26.

**13 Total Add line 12, columns (b), (d), and (e)**

15 6,283.

13 31,198.

(See worksheet in line 13 instructions to verify calculations.)

**Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes**

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
7	<b>CONSULTING FEES RELATIVE TO URBAN DESIGN AND PUBLIC ART, AND ROYALTIES</b>
7	<b>ON BOOKS ON URBAN DESIGN AND PUBLIC ART.</b>

**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 foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

**b Other transactions:**

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

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

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 foundation. 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.

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
N/A		

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		Date	PRESIDENT	
John M. Shattuck			Title	
Paid Preparer's Use Only	Preparer's signature		Date	Check if self- employed
	CCR LLP 1400 COMPUTER DR WESTBOROUGH, MA 01581	03/09/10	EIN	
Firm's name (or yours if self-employed), address, and ZIP code		Phone		

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## 2008 DEPRECIATION AND AMORTIZATION REPORT

## FORM 990-PF PAGE 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	LEASEHOLD IMPROVEMENTS											
11	LEASEHOLD IMPROVEMENTS	090190SL		31.5017		3,886.				3,886.	2,203.	123.
* 990-PF PG 1 TOTAL -	LEASEHOLD IMPROVEMENTS					3,886.		0.	3,886.	2,203.	0.	123.
	EQUIPMENT											
2	MACHINERY & EQUIPMENT	103181SL		5.00	16	6,092.				6,092.	6,092.	0.
3	MACHINERY & EQUIPMENT	103185SL		5.00	16	4,689.				4,689.	4,689.	0.
4	MACHINERY & EQUIPMENT	103187SL		5.00	16	2,954.				2,954.	2,954.	0.
5	MACHINERY & EQUIPMENT	103188SL		5.00	16	133.				133.	133.	0.
6	FAX MACHINE	012292200DB7.00		17		550.				550.	550.	0.
7	COMPUTER	0811592200DB5.00		17		2,604.				2,604.	2,604.	0.
9	PITNEY BOWES COPIER	043094200DB5.00		17		566.				566.	566.	0.
10	COMPUTER CAPITALIZED PHONE	111194200DB5.00		17		1,000.				1,000.	1,000.	0.
15	LEASE COMPUTER, SCANNER , (2) PRINTERS	032897200DB5.00		17		2,974.				2,974.	2,974.	0.
16	COPY MACHINE	021097200DB5.00		17		3,219.				3,219.	3,219.	0.
* 990-PF PG 1 TOTAL -	EQUIPMENT	0802999200DB5.00		17		1,380.				1,380.	1,380.	0.
	FURNITURE & FIXTURES					26,161.		0.	26,161.	26,161.	0.	0.
82	FILE CABINETS	043093200DB7.00		17		415.				415.	415.	0.

## 2008 DEPRECIATION AND AMORTIZATION REPORT

## FORM 990-PF PAGE 1

## 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179 Deduction
11	FURNITURE & FIXTURES	110988SL		7.00	16	675.			675.	675.	0.
12	FURNITURE & FIXTURES	120189SL		7.00	16	776.			776.	776.	0.
13	FURNITURE & FIXTURES	100190SL		7.00	16	718.			718.	718.	0.
14	FILE CABINETS	071592200DB5.00		17		486.			486.	486.	0.
	* 990-PF PG 1 TOTAL - FURNITURE & FIXTURES					3,070.			0.	3,070.	0.
	* GRAND TOTAL 990-PF PG 1 DEPR					33,117.			0.	33,117.	31,434.
											123.

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CAMBRIDGE TRUST COMPANY	4.
IRS DEPARTMENT OF THE TREASURY	22.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	26.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
UNITED PARCEL SERVICE	24,889.	0.	24,889.
TOTAL TO FM 990-PF, PART I, LN 4	24,889.	0.	24,889.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOOK ROYALTY	6,283.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,283.	0.	

## FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CCR LLP	3,000.	450.		2,550.
TO FORM 990-PF, PG 1, LN 16B	3,000.	450.		2,550.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	94.	0.		94.
BOOKKEEPING	1,813.	0.		1,813.
COMPUTER EXPENSE	2,773.	0.		2,773.
INSURANCE	1,194.	0.		1,194.
INTERNET EXPENSE	2,412.	0.		2,412.
MEMBERSHIP DUES	395.	0.		395.
OFFICE EXPENSE	3,805.	0.		3,805.
PAYROLL EXPENSES	2,012.	0.		2,012.
POSTAGE & SHIPPING	907.	0.		907.
STATE FILING FEES	220.	0.		220.
TO FORM 990-PF, PG 1, LN 23	15,625.	0.		15,625.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
13,827 UNITED PARCEL SERVICE INC	742,233.	742,233.
TOTAL TO FORM 990-PF, PART II, LINE 10B	742,233.	742,233.

## FORM 990-PF

## DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

## STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
LEASEHOLD IMPROVEMENTS	3,886.	2,326.	1,560.
MACHINERY & EQUIPMENT	6,092.	6,092.	0.
MACHINERY & EQUIPMENT	4,689.	4,689.	0.
MACHINERY & EQUIPMENT	2,954.	2,954.	0.
MACHINERY & EQUIPMENT	133.	133.	0.
FAX MACHINE	550.	550.	0.
COMPUTER	2,604.	2,604.	0.
2 FILE CABINETS	415.	415.	0.
PITNEY BOWES COPIER	566.	566.	0.
COMPUTER	1,000.	1,000.	0.
FURNITURE & FIXTURES	675.	675.	0.
FURNITURE & FIXTURES	776.	776.	0.
FURNITURE & FIXTURES	718.	718.	0.

THE TOWNSCAPE INSTITUTE INC

04-2680639

FILE CABINETS	486.	486.	0.
CAPITALIZED PHONE LEASE	2,974.	2,974.	0.
COMPUTER, SCANNER, (2)PRINTERS	3,219.	3,219.	0.
COPY MACHINE	1,380.	1,380.	0.
TOTAL TO FM 990-PF, PART II, LN 14	33,117.	31,557.	1,560.

FORM 990-PF

LOANS PAYABLE TO OFFICER'S, DIRECTOR'S, ETC.

STATEMENT

8

## LENDER'S NAME AND TITLE

RONALD LEE FLEMING, PRESIDENT

DATE OF NOTE	MATURITY DATE	INTEREST RATE	TERMS OF REPAYMENT	
11/01/00		.00%	DEMAND	
SECURITY PROVIDED BY BORROWER		PURPOSE OF LOAN		
N/A		WORKING CAPITAL		
DESCRIPTION OF CONSIDERATION		FMV OF CONSIDERATION	ORIGINAL LOAN AMOUNT	BALANCE DUE
CASH		191,215.	50,000.	191,215.
TOTAL TO FORM 990-PF, PART II, LINE 20, COLUMN B				191,215.

4562

Form

Depreciation and Amortization 990-PF  
(Including Information on Listed Property)

OMB No 1545-0172

2008

Attachment  
Sequence No 67Department of the Treasury  
Internal Revenue Service (99)

Name(s) shown on return

Business or activity to which this form relates

Identifying number

THE TOWNSCAPE INSTITUTE INC

FORM 990-PF PAGE 1

04-2680639

## Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation	3	800,000.
4 Reduction in limitation. Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost

7 Listed property Enter the amount from line 29	7	
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9 Tentative deduction Enter the smaller of line 5 or line 8	9	
10 Carryover of disallowed deduction from line 13 of your 2007 Form 4562	10	
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5	11	
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13 Carryover of disallowed deduction to 2009 Add lines 9 and 10, less line 12 ► 13		

Note: Do not use Part II or Part III below for listed property Instead, use Part V

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property )

14 Special depreciation for qualified property (other than listed property) placed in service during the tax year	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	

## Part III MACRS Depreciation (Do not include listed property ) (See instructions )

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2008	17	123.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

## Section B - Assets Placed in Service During 2008 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		27 5 yrs	MM	S/L	
	/		39 yrs	MM	S/L	
	/			MM	S/L	

## Section C - Assets Placed in Service During 2008 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year	/		40 yrs	MM	S/L	

## Part IV Summary (See instructions )

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	123.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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11-08-08 LHA For Paperwork Reduction Act Notice, see separate instructions.

Form 4562 (2008)

**Part V**

**Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable

**Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)**

24a Do you have evidence to support the business/investment use claimed?  Yes  No 24b If "Yes," is the evidence written?  Yes  No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected Section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

	%							
	%							
	%							

27 Property used 50% or less in a qualified business use:

	%				S/L -			
	%				S/L -			
	%				S/L -			

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1

29

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
	Yes	No										
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?  Yes  No

38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners  Yes  No

39 Do you treat all use of vehicles by employees as personal use?  Yes  No

40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?  Yes  No

41 Do you meet the requirements concerning qualified automobile demonstration use?  Yes  No

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

**Part VI Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	---------------------------------	---------------------------	---------------------	--	-----------------------------------

42 Amortization of costs that begins during your 2008 tax year.

--	--	--	--	--

43 Amortization of costs that began before your 2008 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44