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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
CLIPPER SHIP FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
77 SUMMER STREET, 8TH FL

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

A Employer identification number
04-2687384

B Telephone number
(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)
\$ **24,996,492.** (Part I, column (d) must be on cash basis.)

J Accounting method. ☐ Cash ☒ Accrual
☐ Other (specify) _____

Part I Analysis of Revenue and Expenses
(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	2,177.	2,177.	2,177.	STATEMENT 2
4 Dividends and interest from securities	1,886,035.	1,886,035.	1,886,035.	STATEMENT 3
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<981,560.>			STATEMENT 1
b Gross sales price for all assets on line 6a	5,360,268.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	906,652.	1,888,212.	1,888,212.	
13 Compensation of officers, directors, trustees, etc.	20,000.	4,000.	0.	16,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees	10,400.	0.	0.	10,400.
c Other professional fees	45,517.	45,517.	45,517.	0.
17 Interest				
18 Taxes	54,283.	0.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	3,314.	0.	0.	3,314.
22 Printing and publications	1,230.	0.	0.	1,230.
23 Other expenses	59,470.	490.	0.	58,980.
24 Total operating and administrative expenses. Add lines 13 through 23	194,214.	50,007.	45,517.	89,924.
25 Contributions, gifts, grants paid	1,418,700.			1,401,200.
26 Total expenses and disbursements. Add lines 24 and 25	1,612,914.	50,007.	45,517.	1,491,124.
27 Subtract line 26 from line 12	<706,262.>			
a Excess of revenue over expenses and disbursements		1,838,205.		
b Net investment income (if negative, enter -0-)			1,842,695.	
c Adjusted net income (if negative, enter -0-)				

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

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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		67,219.	39,865.	39,865.
	2	Savings and temporary cash investments		235,336.	247,043.	247,043.
	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 STMT 9		835,869.	592,488.	592,488.
	b	Investments - corporate stock STMT 10		3,302,092.	2,812,980.	2,812,980.
	c	Investments - corporate bonds STMT 11		593,810.	206,526.	206,526.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		18,185,770.	21,080,776.	21,080,776.	
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 13)		68,088.	16,814.	16,814.	
16	Total assets (to be completed by all filers)		23,288,184.	24,996,492.	24,996,492.	
Liabilities	17	Accounts payable and accrued expenses		20,531.	30,546.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 14)		0.	11,122.	
23	Total liabilities (add lines 17 through 22)		20,531.	41,668.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		23,267,653.	24,954,824.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☐					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		23,267,653.	24,954,824.		
31	Total liabilities and net assets/fund balances		23,288,184.	24,996,492.		

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	23,267,653.
2	Enter amount from Part I, line 27a	2	<706,262.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	2,393,433.
4	Add lines 1, 2, and 3	4	24,954,824.
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	24,954,824.

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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 CORPORATE BONDS	P	VARIOUS	VARIOUS
b STOCKS	P	VARIOUS	VARIOUS
c STOCKS	P	VARIOUS	VARIOUS
d MUTUAL FUNDS	P	VARIOUS	VARIOUS
e CAPITAL GAIN DIVIDEND	P	VARIOUS	VARIOUS

(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 812,383.		816,504.	<4,121.>
b 434,185.		523,547.	<89,362.>
c 1,547,417.		1,970,156.	<422,739.>
d 2,379,975.		3,031,621.	<651,646.>
e 186,308.			186,308.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			<4,121.>
b			<89,362.>
c			<422,739.>
d			<651,646.>
e			186,308.

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	<981,560.>
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	<89,362.>

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	1,626,996.	28,247,526.	.057598
2006	1,637,189.	29,986,870.	.054597
2005	1,554,220.	28,236,283.	.055043
2004	1,383,597.	26,884,757.	.051464
2003	1,357,213.	25,830,105.	.052544

2 Total of line 1, column (d)	2	.271246
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	.054249
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	22,625,928.
5 Multiply line 4 by line 3	5	1,227,434.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,382.
7 Add lines 5 and 6	7	1,245,816.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	1,491,124.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	18,382.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	18,382.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,382.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	28,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	28,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,618.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	9,618. Refunded	0.

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>AGMCONNECT.ORG/CLIPPER1</u>	13	X	
14	The books are in care of ► <u>CLIPPER SHIP FOUNDATION, INC.</u> Telephone no ► <u>(617) 426-7080</u> Located at ► <u>77 SUMMER STREET, 8TH FL BOSTON, MA</u> ZIP+4 ► <u>02110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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

5a During the year did the foundation pay or incur any amount to:

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

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

X

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

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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
SEE STATEMENT 15		20,000.	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	
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	22,812,240.
b	Average of monthly cash balances	1b	145,916.
c	Fair market value of all other assets	1c	12,329.
d	Total (add lines 1a, b, and c)	1d	22,970,485.
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	22,970,485.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	344,557.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,625,928.
6	Minimum investment return. Enter 5% of line 5	6	1,131,296.

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	1,131,296.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	18,382.
b	Income tax for 2008. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,382.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,112,914.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,112,914.
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	1,112,914.

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	1,491,124.
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	1,491,124.
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	18,382.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,472,742.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				1,112,914.
2 Undistributed Income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008.				
a From 2003	90,146.			
b From 2004	72,097.			
c From 2005	185,070.			
d From 2006	189,024.			
e From 2007	266,924.			
f Total of lines 3a through e	803,261.			
4 Qualifying distributions for 2008 from Part XII, line 4. ▶ \$	1,491,124.			
a Applied to 2007, but not more than line 2a			0.	
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				1,112,914.
e Remaining amount distributed out of corpus	378,210.			
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:	1,181,471.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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	90,146.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,091,325.			
10 Analysis of line 9:				
a Excess from 2004	72,097.			
b Excess from 2005	185,070.			
c Excess from 2006	189,024.			
d Excess from 2007	266,924.			
e Excess from 2008	378,210.			

Form 990-PF (2008)

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

N/A

1 a 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 foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a 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

(a) 2008

(b) 2007

(c) 2006

(d) 2005

(e) Total

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 foundation 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))

NONE

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

NONE

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see 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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines

SEE ATTACHED

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

SEE ATTACHED

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 ATTACHED				1401200.
Total			▶ 3a	1401200.
b Approved for future payment SEE ATTACHED				17,500.
Total			▶ 3b	17,500.

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

- | | | Yes | No |
|----------|--|--------------|----|
| 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 | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| 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. | | |

[illegible]

- 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.

complete. Declaration of preparer (other than

Mar 10, 2010

President

Signature of officer or trustee

Date _____

Title

Sign Here

**Paid
Preparer's
Use Only**

Preparer's
signature

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

PARENT, MCLAUGHLIN & NANGLE
160 FEDERAL STREET, 6TH FL.
BOSTON, MA 02110

Date _____

3/4/10

☐ Check if self-employed

Preparer's identifying number	
-------------------------------	--

FIN ▶

Phone no 617-426-9440

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CORPORATE BONDS					
	812,383.	816,504.	0.	0.	<4,121.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STOCKS					
	434,185.	523,547.	0.	0.	<89,362.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
STOCKS					
	1,547,417.	1,970,156.	0.	0.	<422,739.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MUTUAL FUNDS					
	2,379,975.	3,031,621.	0.	0.	<651,646.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
CAPITAL GAIN DIVIDEND					
	186,308.	0.	0.	0.	186,308.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<981,560.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MONEY MARKET MUTUAL FUNDS	2,177.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	2,177.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS INVESTMENTS	1,886,035.	0.	1,886,035.
TOTAL TO FM 990-PF, PART I, LN 4	1,886,035.	0.	1,886,035.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	10,400.	0.	0.	10,400.	
TO FORM 990-PF, PG 1, LN 16B	10,400.	0.	0.	10,400.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	45,517.	45,517.	45,517.	0.	
TO FORM 990-PF, PG 1, LN 16C	45,517.	45,517.	45,517.	0.	

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	18,382.	0.	0.	0.	
DEFERRED EXCISE TAXES	35,901.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	54,283.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE SERVICES	53,152.	0.	0.	53,152.	
OFFICE	3,957.	490.	0.	3,467.	
POSTAGE	2,361.	0.	0.	2,361.	
TO FORM 990-PF, PG 1, LN 23	59,470.	490.	0.	58,980.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
NET UNREALIZED GAINS ON INVESTMENTS	2,393,433.
TOTAL TO FORM 990-PF, PART III, LINE 3	2,393,433.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	9
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVERNMENT OBLIGATIONS	X		592,488.	592,488.
TOTAL U.S. GOVERNMENT OBLIGATIONS			592,488.	592,488.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			592,488.	592,488.

FORM 990-PF	CORPORATE STOCK	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	2,812,980.	2,812,980.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,812,980.	2,812,980.

FORM 990-PF	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	206,526.	206,526.
TOTAL TO FORM 990-PF, PART II, LINE 10C	206,526.	206,526.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	12
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	20,309,750.	20,309,750.
LIMITED PARTNERSHIP	COST	771,026.	771,026.
TOTAL TO FORM 990-PF, PART II, LINE 13		21,080,776.	21,080,776.

FORM 990-PF	OTHER ASSETS	STATEMENT	13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	17,461.	7,196.	7,196.
DEFERRED EXCISE TAXES ON UNREALIZED LOSSES	24,779.	0.	0.
REFUNDABLE FEDERAL EXCISE TAXES	25,848.	9,618.	9,618.
TO FORM 990-PF, PART II, LINE 15	68,088.	16,814.	16,814.

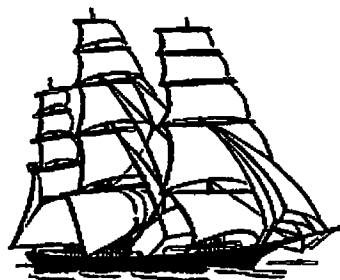
FORM 990-PF	OTHER LIABILITIES	STATEMENT	14
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED EXCISE TAXES ON UNREALIZED GAINS	0.	11,122.	
TOTAL TO FORM 990-PF, PART II, LINE 22	0.	11,122.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BENJAMIN H LACY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	CHAIRMAN/DIRECTOR 16.00	2,000.	0.	0.
NICHOLAS CARTER 77 SUMMER STREET 8TH FLOOR BOSTON, MA	PRESIDENT/DIRECTOR 16.00	2,000.	0.	0.
JOHN NEWHALL 77 SUMMER STREET 8TH FLOOR BOSTON, MA	VP/DIRECTOR 1.00	500.	0.	0.
MAYRA RODRIGUEZ HOWARD 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	2,000.	0.	0.
BRIAN KELLEY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	2,000.	0.	0.
KATHLEEN O'CONNOR 77 SUMMER STREET 8TH FLOOR BOSTON, MA	TREASURER/DIRECTOR 1.00	2,000.	0.	0.
CHRISTINE SWISTRO 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	2,000.	0.	0.
FREDERICK W. HIRSCH 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	1,500.	0.	0.
BROOK A. AMES 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	2,000.	0.	0.
HELEN M. GLAENZER 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	2,000.	0.	0.
DONALD J. GREENE 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 1.00	2,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		20,000.	0.	0.



The Clipper Ship Foundation
77 Summer Street, Eighth Floor
Boston, MA 02110
617-426-7080

04-2687384
Form 990-PF (2008)
Page 10, Part XV, Line 2

Guidelines and General Information

Areas of Activity of the Foundation

Clipper Ship Foundation, Inc. was founded in 1979 by the late David Weatherhead. It is a non-profit corporation organized under Chapter 180 of the Massachusetts General Laws to benefit the sick and the poor. The Foundation makes grants to federally tax-qualified, non-profit operating organizations serving residents of the Greater Boston community and the cities of Brockton and Lawrence to assist them in fulfilling their goals and broadening the scope of their activities. Priority is given to organizations that are devoted to helping the homeless and under-housed, people in need, children, elders, and people with disabilities as well as those addressing the needs of new immigrants and low-income communities and neighborhoods. Special consideration is also given to emergency disaster situations, worldwide.

In general, grants will not be made for the support of legal services, programs whose central focus is advocacy, religion, hospitals, higher education, consulting, research, scholarships, fellowships, student loans or travel; for the writing or publishing of books or articles; for campaigns for endowment funds; for the production of motion pictures, television, video tapes or film strips; or for the expenses of conferences or conventions.

Geographic Focus

Grants will, in general, be made only to organizations offering human services to individuals living in Greater Boston (cities and towns lying on or within Route 128) or in the cities of Lawrence and Brockton.

Information for Applicants

Applications may be submitted at any time and all requests will be acknowledged. All applicants will be notified by letter of the final grant decision. Proposals from any one applicant will not be considered more frequently than at 12 month intervals. In general, grants will not be made to any one organization for more than three consecutive years. As a general rule, operating or program grants will not be made for periods longer than one year.

Grant Range

The Foundation's normal grant range is \$5,000 to \$25,000. Grant requests in excess of \$25,000 are considered as exceptions and require a face-to-face meeting with one of the Foundation's directors prior to submission.

How to Apply

Proposals should follow the Common Proposal Format designed and published by Associated Grant Makers, Inc., available online at www.agmconnect.org/cpf.

All applications must include:

1. A Cover Sheet and Proposal Narrative as prescribed by the AGM Common Proposal Format. As a general rule, operating or program grants will not be made for any period longer than one year.
2. As Exhibits:
 - a. A copy of the IRS Determination Letter under Section 501(c)(3). As a general rule grants will be considered only to organizations which are incorporated as non-profit corporations and which have been determined by the Internal Revenue Service to be tax exempt under section 501(c)(3) of the Internal Revenue Code.
 - b. Personal resumes of the principal administrator or administrators of the subject project or program.
 - c. An organization-wide budget as well as a project/program budget, if applying for project/program support. Budgets must include the following:
 - time period covered by the budget;
 - revenue, categorized by anticipated sources: e.g., grants, contracts, fees for services, fundraising event, annual solicitations, interest, endowment income and in-kind support;
 - expenses: providing a line item expense budget, with narrative footnotes for those items which need further explanation.

Applicants are urged to consult the form of budget described in the Common Proposal Format.

- d. A list of the other sources of support. Please include committed and pending requests, and indicate source, amount and status.
- e. Current board membership with relevant background, affiliations and places of residence.
- f. Audited financial statements for the two most recently completed fiscal years and/or the Applicant's IRS Form 990 returns for the two most recently completed tax years. If the last fiscal year ended six months or more before the meeting month in which the applicant would like to be considered, that fiscal year's audit or Form 990 MUST be included or no action will be taken on your application. If you cannot meet this requirement, please wait to apply until the next quarterly round or such later time as you have that audit or Form 990.

Consideration

Proposals are considered by the Grantmaking Committee and the Board four times a year, in January, April, June, and October. For the calendar year 2009, complete proposals must be received by 5 p.m. on February 13, May 8, August 7 and November 2, to be considered at the

following Committee meeting. Applications that are received after these dates will be considered ineligible, even if postmarked on or before the deadline. These deadlines may change from year to year, so please check back regularly.

Reports

A grantee must submit a final report within two months of the termination of the subject project or program, or of the period of operations in which the grant is to be expended, or if applying for a new grant, the report should be submitted with the new request for funds. The report should clearly delineate the objectives and goals of the project or program, the specific manner in which the proceeds were expended, and the progress achieved subsequent to the submission of the request for the Clipper Ship grant. Clipper Ship welcomes the use of the AGM Common Report Form.

Proposals, Guidelines and Annual Reports

Proposal submissions and/or Annual Reports should be directed to:

Ms. Kirstie David
Foundation Assistant
Clipper Ship Foundation
77 Summer Street, Eighth Floor
Boston, MA 02110

Phone: 617-426-7080 x302
Fax: 617-426-7087
E-mail: kdavid@grantsmanagement.com

Board of Directors of the Foundation**CORPORATION MEMBERS AND DIRECTORS**

Nicholas Carter, President
Kathleen O'Connor, Treasurer
Brooks A. Ames
Helen M. Glaenzer
Donald J. Greene
Brian S. Kelly
Benjamin H. Lacy
Mayra Rodriguez-Howard
Christine Swistro

CORPORATION MEMBERS

Sarah R. Newbury
John B. Newhall
George F. Pennington

Kirstie David, Foundation Assistant and Clerk
Pamela Labonté Maksy, Assistant Treasurer

[Back to Clipper Ship Foundation Home Page](#)

CLIPPER SHIP FOUNDATION
INVESTMENTS SUMMARY
October 31, 2009
04-2687384

990 PF, PAGE 2, PART I I

	<u>Book Value</u>		<u>Market Value</u>
CASH INVESTMENTS	247,043		247,043
CORPORATE STOCKS	2,312,569	(2)	2,812,980
BONDS	741,794	(1)	799,014
GMO WORLD BALANCED ALLOCATION FUND	15,399,157		15,338,832
GMO FORESTRY FUND PARTNERSHIP	771,026		771,026
ALLIANZ NFJ INTL VALUE FUND	332,835		351,509
ABSOLUTE STRATEGIES FUND INST'L	269,808		273,866
OAKMARK INTERNATIONAL FUND CL	170,408		148,552
HUSSMAN STRATEGIC GROWTH FUND	488,222		447,735
ISHARES BARCLAYS TREAS INFLA PROTECTED	353,989		353,634
ISHARES MSCI EMERGING MKT INDEX FUND	247,052		375,700
S&P NORTH AMERICAN TECH SOFTWARE INDX	142,493		137,504
ISHARES RUSSELL 2000 VALUE INDEX FUND	359,647		438,821
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND ETF	98,690		104,270
LEUTHOLD CORE INVESTMENT FUND INSTL CL	109,964		95,911
THOMAS WHITE INTERNATIONAL FUND	235,111		253,494
SPDR GOLD TRUST	179,732		205,060
SPDR S&P BIOTECH ETF	77,503		56,004
THORNBURG INTL VALUE FUND I	250,000		286,620
VANGUARD TELECOM SERVICE ETF	48,083		45,675
WISDOMTREE INT'L REAL ESTATE INDEX ETF	93,690		114,739
WISDOMTREE INT'L SMALLCAP DIV FUND	339,266		214,922
TEMPLETON GLOBAL BOND FUND ADV	620,280		708,398
VANGUARD HIGH-YIELD CORPORATE FD ADMIRAL	310,000		358,504
TOTAL	<u>24,198,362</u>		<u>24,939,813</u>

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2009

		TAX COST	MARKET VALUE
PRINCIPAL HOLDINGS			
BONDS			
200,000	GENERAL ELECTRIC CAP CORP 4.2500% 12/01/2010 AA+	201,370.00	206,526.00
348,762	U S TREAS INFLATION INDEXED NOTES 1.8750% 07/15/2013 AAA	333,750.45	365,111.96
200,000	FEDERAL HOME LOAN BANK 5.5000% 08/13/2014 AAA	206,674.00	227,376.00
TOTAL BONDS		741,794.45	(i) 799,013.96
STOCKS			
1,100	ABBOTT LABORATORIES	59,673.02	55,627.00
2,300	AMPHENOL CORP CL A	87,984.20	92,276.00
700	APACHE CORP COM	33,621.00	65,884.00
600	C R BARD INC COM	46,138.92	45,042.00
700	BECTON DICKINSON & CO COM	44,141.02	47,852.00
1,900	CVS CAREMARK CORP COM	72,064.38	67,070.00
600	CHURCH & DWIGHT INC COM	12,885.32	34,128.00
2,900	CISCO SYSTEMS INC COM	68,049.70	66,149.00
800	COCA-COLA CO COM	34,464.00	42,648.00
600	COLGATE-PALMOLIVE CO COM	44,707.50	47,178.00
600	ENTERGY CORP (NEW) COM	38,430.72	46,032.00
5,000	EQUITY RESIDENTIAL SH BEN INT	114,885.50	144,400.00
700	EXPEDITORS INT'L OF WASHINGTON INC COM	33,216.75	22,554.00
700	EXPRESS SCRIPTS INC COM	46,833.50	55,944.00
1,000	EXXON MOBIL CORP COM	40,730.00	71,670.00

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2009

		TAX COST	MARKET VALUE
800	GENERAL DYNAMICS CORP COM	43,246.72	50,160.00
1,300	HARSCO CORP COM	24,617.84	40,937.00
1,700	HEWLETT-PACKARD CO COM	57,647.03	80,682.00
800	INTERNATIONAL BUSINESS MACHINES COM	92,544.15	96,488.00
1,300	JPMORGAN CHASE & CO COM	44,668.00	54,301.00
6,300	KIMCO REALTY CORP COM	78,295.77	79,632.00
800	KIRBY CORP COM	29,876.64	27,040.00
1,900	LOWE'S COS INC COM	35,330.50	37,183.00
1,000	MCDONALD'S CORP COM	55,923.85	58,610.00
700	METTLER-TOLEDO INTERNATIONAL INC	72,018.59	68,250.00
1,700	NATIONAL OILWELL VARCO INC COM	45,753.57	69,683.00
1,300	PEPSICO INC COM	50,336.00	78,715.00
1,000	PETROLEO BRASILEIRO SA SPONSORED ADR	33,719.30	46,220.00
1,100	PRAXAIR INC COM	89,731.51	87,384.00
700	PRECISION CASTPARTS CORP COM	51,618.07	66,871.00
1,600	PUBLIC STORAGE COM	105,719.75	117,760.00
1,300	QUESTAR CORP COM	45,166.56	51,792.00
800	SEMPRA ENERGY COM	31,807.68	41,160.00
1,755	SIMON PROPERTY GROUP INC	59,945.34	119,146.95
2,300	STAPLES INC COM	29,420.83	49,910.00
1,000	STATE STREET CORP COM	52,326.80	41,980.00
900	STERICYCLE INC COM	21,627.63	47,133.00

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2009

		TAX COST	MARKET VALUE
1,600	TEVA PHARMACEUTICAL INDS LTD ADR	37,648.00	80,768.00
1,500	THERMO FISHER SCIENTIFIC INC	48,388.42	67,500.00
1,200	TOTAL S A ADR	63,278.70	72,084.00
3,600	US BANCORP COM (NEW)	65,474.64	83,592.00
1,000	UNITED TECHNOLOGIES CORP COM	52,333.28	61,450.00
1,000	VERIZON COMMUNICATIONS INC COM	29,490.00	29,590.00
900	WAL-MART STORES INC COM	45,106.38	44,712.00
2,100	WELLS FARGO & CO	41,681.87	57,792.00
TOTAL STOCKS		2,312,568.95	2,812,979.95

	Organization	Project Title	Paid Amount	
Aid to Persons with Disabilities				
1	AIDS Action Committee 294 Washington Street, 5th Floor Boston, MA 02108	in support for the BE SAFE program	\$5,000	
2	Brockton Area Association for Retarded Citizens, Inc. 1250 West Chestnut Street Brockton, MA 02301	[third year] in support of the Family to Family Support Center	\$7,500	
3	Brockton Area Multi-Services, Inc. 10 Christy's Drive Brockton, MA 02301	in support for the Dorn Davies Senior Center	\$5,000	
4	The Carroll Center for the Blind 770 Centre Street Newton, MA 02458	in support of the job placement program	\$7,500	
5	CASCAP, Inc 678 Massachusetts Avenue Cambridge, MA 02139	in support for new, affordable, disabled housing in Somerville	\$0	\$10,000 challenge grant
6	Challenge Unlimited d/b/a Challenge Unlimited at Ironstone Farm 450 Lowell Street Andover, MA 01810	in support of the Lawrence Initiative-School for Exceptional Studies	\$10,000	
7	Community Rowing, Inc 20 Nonantum Road Brighton, MA 02135	in support of the Adaptive Rowing Program	\$5,000	
8	Cooperative for Human Services, Inc 17 New England Executive Park, 3d Floor Burlington, MA 01803	in support of the Browning Road Project	\$5,000	
9	Greater Waltham Association for Retarded Citizens, Inc. (GWARC) 56 Chestnut Street Waltham, MA 02453	in support for the purchase of Sensory Room Equipment for the Day Education Program	\$5,000	
10	MATCH-UP Interfaith Volunteers, Inc. 105 Chauncy Street, #801 Boston, MA 02111	in support for Friendly Visiting and Medical Escort Services	\$5,000	
11	Partners for Youth with Disabilities, Inc 95 Berkeley Street, Suite 109 Boston, MA 02116	in support of the Mentor Match Program	\$7,500	
12	Visiting Nurse and Community Health Foundation, Inc. f/b/o Visiting Nurse and Community Health, Inc 37 Broadway Street Arlington, MA 02474-5552	in support of the Hospice Care Program	\$5,000	
		Subtotal	\$67,500	
Children & Young People				
13	826 Boston 3035 Washington Street Roxbury, MA 02119	in support of Raising a Community of Writers in Roxbury's Egleston Square	\$5,000	
14	Actors' Shakespeare Project, Inc 191 Highland Avenue, Suite 2E Somerville, MA 02143	[Third year] in support of the 2009-2010 ASP Incarcerated Youth at Play	\$10,000	
15	All Dorchester Sports League Inc. P.O. Box 220643 1565 Dorchester Avenue Dorchester, MA 02122	in support for the Education Resource Center	\$8,000	
16	The Andover Chamber Music Series P O Box 5075 Andover, MA 01810	[third year] in support of outreach programs	\$5,000	

17	Artists for Humanity Inc 100 West Second Street Boston, MA 02127	in support for the Youth-Run Arts Micro-Enterprise Incorporating Literacy Training	\$7,500	
18	Bikes Not Bombs Inc 284 Armory Street, Building K Jamaica Plain, MA 02130	in support of Youth Development Program Sustainability and Expansion	\$7,500	
19	Blessed Stephen Bellesini, O.S.A. Academy, Inc. 94 Bradford Street Lawrence, MA 01840	in support for Phase II Capital Renovations	\$40,000	
20	Boston Ballet, Inc 19 Clarendon Street Boston, MA 02116-6100	in continued support of the Taking Steps program	\$5,000	
21	Boston Chinatown Neighborhood Center 885 Washington Street Boston, MA 02111	in support of the Oak Street Youth Center	\$5,000	
22	Associated Grant Makers f/b/o Boston Education Funders 55 Court Street, Suite 520 Boston, MA 02108	2009 membership fee	\$2,000	
23	Boston Partners in Education, Inc 44 Farnsworth Street Boston, MA 02210-1209	in general operating support	\$5,000	
24	Associated Grant Makers f/b/o Boston Schoolyard Initiative One Center Plaza, Ste 350 Boston, MA 02108	for general operating support	\$10,000	
25	Boston Symphony Orchestra, Inc. 301 Massachusetts Avenue Boston, MA 02115	in support of the Chelsea Youth Project	\$10,000	
26	Boston Urban Youth Foundation, Inc. Post Office Box 1545 Boston, MA 02130	in support for the Building Futures Educational Initiative	\$6,000	
27	Boys & Girls Club of Brockton, Inc 233 Warren Avenue Brockton, MA 02301	[third year] in general operating support	\$15,000	
28	Boys & Girls Club of Stoneham 15 Dale Court Stoneham, MA 02180	in support of Project Learn	\$7,500	
29	Summerbridge Cambridge, Inc., d/b/a Breakthrough Cambridge P.O. Box 381486 Cambridge, MA 02238-1486	in support of the 2009 Summer Academic Enrichment Program	\$5,000	
30	Brockton Day Nursery 243 Crescent Street Brockton, MA 02302	in support for ASAP Expansion	\$10,000	
31	Brookline Community Mental Health Center 41 Garrison Road Boston, MA 02445	in support of the Student Conflict Resolution Experts (SCORE) Program, in partnership with the Boston Public Schools	\$10,000	
32	Brookview House, Inc 2 Brookview Street Dorchester, MA 02124	in support of Above and Beyond: Youth Enrichment Program	\$7,500	
33	Cambridge Public Access Corporation, Inc. d/b/a Cambridge Community Television 675 Massachusetts Avenue Cambridge, MA 02139	in support of the Youth Media Program	\$7,500	
34	The Cantata Singers, Inc. 161 First Street Cambridge, MA 02142	in support of Classroom Cantatas	\$7,500	

35	Celebrity Series of Boston 20 Park Plaza, Suite 1032 Boston, MA 02116-4303	[third year] in support of ACT2	\$5,000	
36	Charlestown Working Theater, Inc. 442 Bunker Hill Street Charlestown, MA 02129	in support of the Arts Programming for Children and Youth	\$5,000	
37	Child Care Resource Center, Inc. 130 Bishop Allen Drive Cambridge, MA 02139	in general operating support	\$15,000	
38	Easton Children's Museum Inc d/b/a Children's Museum in Easton The Old Fire Station 9 Sullivan Avenue P O Box 417 Easton, MA 02356	in support of the Urban Expansion Program	\$5,000	
39	City on a Hill Charter School Foundation d/b/a City on a Hill Foundation 58 Circuit Street Roxbury, MA 02119	in support of the CoaHCORPS Tutorial Program	\$10,000	
40	City Stage Co., Inc 529 Tremont Street Boston, MA 02116	in support of the After School with the City Stage Company program	\$5,000	
41	CitySprouts, Inc 25 River Street Cambridge, MA 02139	in support of the CitySprouts Youth Summer Intern Program	\$8,000	
42	Community Action Programs Inter-City 100 Everett Avenue, Suite 14 Chelsea, MA 02150	in support for the CAPIC Child Development Center	\$5,000	
43	The Community Art Center, Inc 119 Windsor Street Cambridge, MA 02139	in support of School Age Child Care and Teen Media Programs	\$5,000	
44	Earthen Vessels, Inc. 170 Appleton Street Cambridge, MA 02138	in support of the Tutoring/Mentoring and Family Advocacy Program	\$10,000	
45	EdVestors Inc. 140 Clarendon Street Suite 305 Boston, MA 02116	in support of the Urban Education Investment Showcase, as follows DFSI: Early Literacy Intervention (\$10,000), Boston Debate League (\$10,000), EdVestors operating costs (\$2,000)	\$22,000	
46	Brooke School Foundation Inc. f/b/o Edward W. Brooke Charter School 190 Cummins Highway Roslindale, MA 02131	in capital support for building renovations	\$10,000	
47	Eliot School of Fine and Applied Arts P. O. Box 300351 24 Eliot Street Jamaica Plain, MA 02130	in support of the School Partnership Program	\$5,000	
48	Dorchester Uhuru Project, Inc f/b/o Ella J. Baker House 411 Washington Street Dorchester, MA 02124	in general operating support	\$10,000	
49	Family & Children's Service of Greater Lynn, Inc. 111 North Common Street Lynn, MA 01902	in general operating support	\$5,000	
50	Family Service Association of Greater Boston 31 Heath Street Jamaica Plain, MA 02130	in support for Strong Start	\$10,000	
51	For Kids Only Afterschool, Inc 244 Essex Street Salem, MA 01970	in support of the Youth In Motion Capital Renovation Project	\$5,000	

52	Friends of the Children - Boston Inc 555 Amory Street Jamaica Plain, MA 02130	in general operating support	\$5,000	
53	Gavin Foundation Inc 675 E Fourth Street South Boston, MA 02127	in support for Cushing House/Medicine Wheel Therapy Program	\$5,000	
54	Generation Excel Youth Development Program, Inc. 215 Forest Hill Street Boston, MA 02130-3302	in support of youth development programs	\$7,500	
55	Girl Scouts of Eastern Massachusetts 95 Berkeley Street Boston, MA 02116	in support for Diversity Initiative Programs	\$10,000	
56	Girls Incorporated of Lynn 88 Broad Street Lynn, MA 01902	in support of Odyssey, an afterschool program for girls ages 11-14	\$7,500	
57	Greater Lawrence Educational Collaborative 480 Broadway Methuen, MA 01844	in support of the Multicultural Enrichment Partnership	\$10,000	
58	Handel and Haydn Society Horticultural Hall 300 Massachusetts Avenue Boston, MA 02115	in support of the Karen S and George D Levy Educational Outreach Program	\$5,000	
59	Hull Life Saving Museum Inc. 1117 Nantasket Avenue P.O. Box 221 Hull, MA 02045	in support of Home Waters	\$7,500	
60	The Hyde Square Task Force, Inc 375 Centre Street P.O. Box 301871 Jamaica Plain, MA 02130	in support of Youth Literacy Tutors	\$5,000	
61	Improbable Players, Inc. 22 Mt. Auburn Street Suite 5 Watertown, MA 02471-0746	in support for a matching grant for Arts in Prevention Performance and Operations	\$10,000	
62	JazzBoston 393 Commonwealth Avenue, Fourth Floor Boston, MA 02115	in support of Riffs and Raps - a community-based after-school program for middle school students	\$3,000	
63	Ballet Theatre of Boston, Inc d/b/a José Mateo Ballet Theatre 400 Harvard Street Cambridge, MA 02138	in support for Dance for the Commonwealth	\$5,000	
64	La Vida, Inc. 40 Green Street Lynn, MA 01902	in support for La Vida Scholars	\$10,000	
65	Lawrence Boys and Girls Clubs, Inc 136 Water Street Lawrence, MA 01841	in support for Keeping Kids Safe	\$8,000	
66	LEAP Self-Defense, Inc 971 Commonwealth Avenue, Suite 22 Boston, MA 02215	in support for Large Partnerships	\$10,000	
67	Massachusetts Adoption Resource Exchange 45 Franklin Street, 5th Floor Boston, MA 02110-1301	in support for Community Outreach programs to find adoptive parents for children in foster care	\$5,000	
68	Massachusetts Society for the Prevention of Cruelty to Children 99 Summer Street Boston, MA 02110	in support of Connecting Families, Northeast	\$5,000	

69	Merrimack Valley Young Men's Christian Association, Inc. 101 Amesbury Street, 4th Floor Lawrence, MA 01840	in support of the Resource Educational Center	\$5,000	
70	MissionSAFE A New Beginning, Inc P.O. Box 201060 Roxbury, MA 02120	in support of the STARR Project, which provides support services to young people in MissionSAFE programs	\$10,000	
71	More Than Words, Inc 376 Moody Street Waltham, MA 02453	in general operating support	\$5,000	
72	The Neighborhood House Charter School Charles C. Cabot Jr Building 21 Queen Street Dorchester, MA 02122	in support of the School Counseling Program	\$5,000	
73	OriginNation, Inc P.O. Box 191787 Roxbury, MA 02119	in support of the Professional Dance Division	\$7,500	
74	Parent-Child Home Program, Inc. 1415 Kellum Place, Suite 101 Garden City, NY 11530	in support of Outreach, Growth and Literacy Services for Families in Need in Lawrence	\$10,000	
75	Phoenix Charter Academy Foundation 59 Nichols Street Chelsea, MA 02150	in support for the Phoenix Urban Fellowship Program	\$5,000	
76	Pingree School 537 Highland Street South Hamilton, MA 01982-1399	in support of the Prep@Pingree program	\$5,000	
77	RAW Art Works, Inc. 37 Central Square Lynn, MA 01901	in support of Talent and Passion. Youth Employment	\$5,000	
78	St Mary's Women and Infants Center of Dorchester, Inc. d/b/a Saint Mary's Women and Children's Center 90 Cushing Avenue Dorchester, MA 02125	in support of the GRLZradio.org Program	\$5,000	
79	School on Wheels of Massachusetts, Inc. 831 Pleasant Street Brockton, MA 02301	in support for Taking Tutors to Homeless Children in Brockton	\$10,000	
80	Science Club for Girls, Inc P.O. Box 390544 Cambridge, MA 02139	in general operating support	\$5,000	
81	Strong Women, Strong Girls 1 Milk Street, Ste 300 Boston, MA 02109	in general operating support	\$5,000	
82	Strongest Link AIDS Services, Inc. 5 Federal Street, Suite 250 Danvers, MA 01923	in support of the HIV Prevention Program	\$5,000	
83	The Boston Foundation 75 Arlington Street, 10th Floor Boston, MA 02116	in support of Streetsafe Boston (formerly the Summer Safety Funder Collaborative)	\$15,000	
84	Thompson Island Outward Bound Education Center, Inc P.O. Box 127 Boston, MA 02127-0002	in support of the Connections program	\$7,500	
85	Benevolent Fraternity of Unitarian Churches d/b/a Unitarian Universalist Urban Ministry John Eliot Square 10 Putnam Street Roxbury, MA 02119	in support of Urban Ministry Youth Programs	\$7,500	

86	Uphams Corner Community Center, Inc. d/b/a Bird Street Community Center 500 Columbia Road Dorchester, MA 02125	in support of Youth Workforce Development	\$5,000	
87	UrbanArts, Inc. Massachusetts College of Art 621 Huntington Avenue Boston, MA 02115	in support of the URBANO Project	\$7,500	
88	West End House, Inc d/b/a West End House Boys & Girls Club of Allston-Brighton 105 Allston Street Allston, MA 02134-5029	in support of Sisters With Attributes	\$7,500	
89	Women Express, Inc. 80 Summer Street, Suite 300 Boston, MA 02110	in support for SHOUT! Journalism Mentoring	\$7,500	
		Subtotal	\$599,500	
		Children - Summer Camps		
90	Associated Grant Makers, Inc 55 Court Street, Suite 520 Boston, MA 02108	in support of the Summer Fund	\$42,000	
91	Essex County Community Foundation 15 Cherry Street Danvers, MA 01923	in support of the Greater Lawrence Summer Fund	\$12,000	
		Subtotal	\$54,000	
		Community Affairs		
92	Associated Grant Makers, Inc 55 Court Street, Suite 520 Boston, MA 02108	in 2009 membership support	\$10,200	
93	Boston Local Development Corp f/b/o Boston EITC Coalition 43 Hawkins Street Boston, MA 02114	in support for the Ambassador Program	\$5,000	
94	Cambridge Affordable Housing Corporation d/b/a Cambridge Housing Authority 675 Massachusetts Avenue Cambridge, MA 02139	in support of the Work Force Alumni Initiative	\$15,000	
95	Cambridge Young Mens Christian Association of Cambridge 820 Massachusetts Avenue Cambridge, MA 02139-3296	in support for the Pool Access Project	\$10,000	
96	Career Connections Collaborative, Inc d/b/a Career Collaborative 77 Summer Street, 11th Floor Boston, MA 02110	in support of the Relocation, Furniture and Technology program	\$10,000	
97	The Center for Community Health Education, Research, and Service, Inc (CCHERS) Community Advocacy Program 716 Columbus Avenue, 398 CP Boston, MA 02120	in support of the Community Advocacy Program	\$5,000	
98	Chelsea Neighborhood Developers 4 Gerrish Avenue Chelsea, MA 02150	in support of Resident Asset Development	\$5,000	
99	City Mission Society 14 Beacon Street, Suite 203 Boston, MA 02108	in support of Homelessness Prevention Programs	\$10,000	

100	Close to Home Domestic Violence Prevention Initiative, Inc 42 Charles Street, Suite A Dorchester, MA 02122	in support for the Vietnamese Immigrant Organizing Initiative	\$7,500	
101	Community Dispute Settlement Center, Inc. 60 Gore Street Cambridge, MA 02141	in support of the Community Mediation and Training Program	\$7,500	
102	Community Resources for Justice Inc 355 Boylston Street Boston, MA 02116	in support of McGrath House, a Community Re-entry Program for women ex-offenders	\$7,500	
103	Dorchester Community Center for the Visual Arts, Inc. 1775a Dorchester Avenue Dorchester, MA 02124	in general operating support	\$7,500	
104	Families First Parenting Programs, Inc. 99 Bishop Richard Allen Drive Cambridge, MA 02139	in support of Parenting Education and Professional Training Programs to Benefit Low-Income Families in Greater Boston and Eastern Massachusetts	\$10,000	
105	Family Self-Sufficiency Center, Inc 280 Washington Street Salem, MA 01970	in support of Workplace Literacy Project	\$7,500	
106	Freedom House, Inc 14 Crawford Street Dorchester, MA 02121	in capital support	\$8,000	
107	Friends of the Community Learning Center f/b/o Cambridge Community Learning Center 19 Brookline Avenue Cambridge, MA 02139	in support of the Computer Lab Assistant project	\$5,000	
108	Health Care of Southeastern MA, Inc 942 West Chestnut Street, 2nd Floor Brockton, MA 02301-7500	in support of Close to Home: Brockton	\$10,000	
109	Hebrew SeniorLife 1200 Centre Street Brookline, MA 02131	in support of Nutrition and Cultural Competency. A Spanish Adaptation of Health Eating for Successful Living in Older Adults	\$5,000	
110	Interseminarian - Project Place, Inc 1145 Washington Street Boston, MA 02118	in support of the Workforce Development program	\$10,000	
111	Lawrence Family Development and Education Fund, Inc 34 West Street Lawrence, MA 01841	in support of the Citizenship for New Americans Program	\$10,000	
112	Literacy Connection - A Division of CSJ Ministries Connection, Inc. Sisters of Saint Joseph of Boston 637 Cambridge Street Brighton, MA 02135-2800	in support for the Literacy Connection Program	\$6,000	
113	Massachusetts Foundation for the Humanities 66 Bridge Street Northampton, MA 01060	in support of the Clemente Course for the Humanities	\$5,000	
114	Mediation Works, Inc 4 Faneuil Hall, Fourth Floor Boston, MA 02109	in support of the Eviction Mediation Plan	\$5,000	
115	My Brother's Keeper P.O. Box 338 534 Washington Street Easton, MA 02356-0338	in support of the Furniture Assistance Program	\$10,000	
116	Notre Dame Education Center, Inc 200 Old Colony Avenue South Boston, MA 02127	in support of the FY 2010 Distance Learning Program	\$7,500	

117	Odwin Learning Center 1943 Dorchester Avenue Dorchester, MA 02124-3731	in support for Case Management	\$10,000	
118	Oiste Civic Education Initiative d/b/a Oiste 59 Temple Place, Ste 337 Boston, MA 02111	in support of the Despierta program	\$10,000	
119	Old Colony Elderly Services, Inc. 144 Main Street P.O. Box 4469 Brockton, MA 02303	in support of the Congregate Nutrition Program	\$5,000	
120	On the Rise, Inc 341 Broadway Cambridge, MA 02139	in support of the Safe Haven Program	\$7,500	
121	Operation A.B.L.E. of Greater Boston, Inc. 131 Tremont Street, Suite 301 Boston, MA 02111-1336	in support of Operation EmployABLE	\$5,000	
122	Partakers, Inc. 230 Central St Auburndale, MA 02466	in support of College Behind Bars	\$10,000	
123	Respond, Inc P.O. Box 555 Somerville, MA 02143	in general operating support	\$5,000	
124	Salem Harbor Community Development Corporation 102 Lafayette Street Salem, MA 01970	in support for Community English	\$5,000	
125	Womens Educational Center, Inc 46 Pleasant Street Cambridge, MA 02139	in support for Moving On. Support for Abused Women (deferred from April meeting for financials/reviewed Oct)	\$7,500	①
126	Urban Edge Housing Corporation 1542 Columbus Avenue, Suite #2 Roxbury, MA 02119	in support for Foreclosure Prevention	\$10,000	
127	Woburn Council of Social Concern 2 Merrimac Street Woburn, MA 01801	in general operating support	\$10,000	
128	X-Cel Inc. 7 Glenvale Terrace Jamaica Plain, MA 02130	in support of the Bowdoin/Geneva evening GED Program	\$5,000	
		Subtotal	\$289,200	
		Food & Shelter		
129	American Red Cross of Massachusetts Bay 139 Main Street Cambridge, MA 02142-1530	in support for the Boston Food Pantry	\$10,000	
130	Associated Early Care & Education, Inc. 95 Berkeley Street, Suite 306 Boston, MA 02116	in support for the Nutrition Project	\$10,000	
131	Boston Rescue Mission Inc 39 Kingston Street P.O. Box 120069 Boston, MA 02112	in support for the Life Growth Program	\$10,000	
132	Bread & Roses Housing Inc P.O. Box 7 Lawrence, MA 01842	in support of the Affordable Housing Construction Project	\$20,000	
133	The Bridge Fund of Massachusetts Inc. 233 Needham Street Newton, MA 02464	in support of the Homeless Prevention Loan and Grant Program	\$10,000	

134	Caritas Communities, Inc. 25 Braintree Hill Office Park, Ste 206 Braintree, MA 02184	in support of Capacity Building - Intake and Homeless Initiative	\$5,500	
135	Casa Esperanza, Inc. 291 Eustis Street P.O.Box 191540 Roxbury, MA 02119	in support of Nueva Esperanza	\$10,000	
136	Casa Nueva Vida, Inc. 53 Glen Road P.O. Box 2115 Jamaica Plain, MA 02130	in educational and operational support	\$7,500	
137	Citizens for Adequate Housing, Inc 42 Washington Street Peabody, MA 01960-5536	in general operating support	\$7,500	
138	Community Farms Outreach d/b/a Waltham Fields Community Farm 240 Beaver Street Waltham, MA 02452	in support of the Hunger Relief/Food Access Program	\$6,000	
139	Crittenton Women's Union, Inc One Washington Mall, 2nd Floor Boston, MA 02108	in support of transitional Housing Programs/Horizons Housing Program	\$15,000	
140	Elizabeth Stone House, Inc P.O. Box 300039 Jamaica Plain, MA 02130	in general operating support	\$10,000	
141	Esther R. Sanger Center for Compassion P.O. Box 31 Quincy, MA 02170-0001	in support of the Quincy Crisis Center: Using a Facility Renovation and Equipment Project to Help Sustain Expanding Programs during a time of Growing Community Need	\$10,000	
142	Father Bill's & MainSpring 422 Washington Street Quincy, MA 02169	in support of Housing First Brockton	\$7,500	
143	The Greater Boston Food Bank, Inc 99 Atkinson Street Boston, MA 02118-2701	in support of the Fighting Hunger, Feeding Hope project	\$20,000	
144	Haley House, Inc. 23 Dartmouth Street Boston, MA 02116	in support of the SRO Cabinet Project	\$10,000	
145	Hearth 1640 Washington Street Boston, MA 02118	in general operating support	\$5,000	
146	HomeStart, Inc 678 Massachusetts Avenue, Ste 502 Cambridge, MA 02139	in support of the Homelessness Prevention Program	\$5,000	
147	Friends of the Shattuck Shelter 170 Morton Street Jamaica Plain, MA 02130-3782	in general operating support	\$10,000	
148	Housing Families, Inc 354 Cross Street Malden, MA 02148	in general operating support	\$5,000	
149	Interfaith Social Services, Inc 105 Adams Street Quincy, MA 02169	in support for Pantry Shelf	\$5,000	
150	Local Initiatives Support Corporation 95 Berkeley Street, Suite 202 Boston, MA 02116	in general operating support	\$50,000	
151	Margaret Fuller - Neighborhood House 71 Cherry Street Cambridge, MA 02139	in support for the MFNH Emergency Food Pantry	\$10,000	
152	Massachusetts Affordable Housing Alliance 1803 Dorchester Avenue Dorchester, MA 02124	in general operating support	\$5,000	

153	Massachusetts Coalition for the Homeless, Inc 15 Bubier Street Lynn, MA 01901	in support of the Highland Scholars Project	\$5,000	
154	Merrimack Valley Habitat for Humanity, Inc. 60 Island Street Lawrence, MA 01842	in support of the 100 Parker Street Build Fund	\$50,000	
155	Mission of Deeds 6 Chapin Avenue Reading, MA 01867	in support of the 2009 Beds for Kids Campaign	\$12,000	
156	Parenting Resource Associates, Inc 4 Militia Drive, Suite 7 Lexington, MA 02421	in support of the COMPASS Community College Collaborative - Lawrence site	\$0	\$10,000 Challenge grant
157	Somerville Homeless Coalition P O Box 440436 Somerville, MA 02144	in support of Housing First	\$7,500	
158	Span, Inc 105 Chauncy Street, 6th Floor Boston, MA 02111	in support for the Drop-In Center Meals Program	\$10,000	
159	Friday Night Supper Program, Inc 351 Boylston Street Boston, MA 02116	in support of the Healthy Foods and Back to Basics Initiatives	\$5,000	
160	Traveler's Aid Family Services, Inc 17 East Street Boston, MA 02111-2842	in support of the Continuum of Care	\$15,000	
161	Victory Programs, Inc. 965 Massachusetts Avenue Boston, MA 02118	in support of the child services coordinator position at the Portis Family House	\$5,000	
Subtotal			\$373,500	
Public Safety, Disaster Preparedness, & Relief				
162	Cooperative for Assistance and Relief Everywhere, Inc. d/b/a CARE USA 99 Bishop Allen Drive, Suite 300 Cambridge, MA 02139	in support of CARE's emergency relief efforts to help the people of Pakistan who have been forced to leave their homes because of the armed conflict between the government of Pakistan armed forces and the Taliban militants	\$25,000	
163	Cooperative for Assistance and Relief Everywhere, Inc. d/b/a CARE USA 99 Bishop Allen Drive, Suite 300 Cambridge, MA 02139	in support of emergency relief efforts in the Philippines, from destruction caused by Typhoon Ketsana	\$10,000	①
Subtotal			\$35,000	
Grand Total			\$1,418,700*	

Approved for Future Payment
paid during the year

17,500 (Total of ①)
1401,200