Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 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: Masonic Grand Lodge Charities of RI, Inc

A Employer identification number: 05-6014340

Number and street (or P O box number if mail is not delivered to street address): 222 Taunton Avenue — Room/suite

B Telephone number: (401)435-4650

City or town, state, and ZIP code: East Providence, RI 02914

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 ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 6,392,012.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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)
Revenue	1 Contributions, gifts, grants, etc., received	309,502.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	141,000.	141,000.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<54,304.>			Statement 1
	b Gross sales price for all assets on line 6a 2,349,837.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	26,803.	0.		Statement 3
	12 **Total.** Add lines 1 through 11	423,001.	141,000.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	14,674.	0.		14,674.
	c Other professional fees				
	17 Interest				
	18 Taxes Stmt 5	13,690.	13,690.		0.
	19 Depreciation and depletion				
	20 Occupancy	133,153.	0.		133,153.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	42,626.	21,743.		20,883.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	204,143.	35,433.		168,710.
	25 Contributions, gifts, grants paid	330,680.			330,680.
	26 **Total expenses and disbursements.** Add lines 24 and 25	534,823.	35,433.		499,390.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<111,822.>			
	b **Net investment income** (if negative, enter -0-)		105,567.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	28,308.	15,050.	15,050.
	2	Savings and temporary cash investments	3,873.	6,174.	6,174.
	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			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 7	5,714,694.	5,650,055.	6,370,788.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	5,746,875.	5,671,279.	6,392,012.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ Statement 8)	0.	36,223.	
	23	**Total liabilities** (add lines 17 through 22)	0.	36,223.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted		<15,723.>	
	25	Temporarily restricted		2,703,700.	
	26	Permanently restricted		2,947,079.	
		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	5,746,875.		
	30	**Total net assets or fund balances**	5,746,875.	5,635,056.	
	31	**Total liabilities and net assets/fund balances**	5,746,875.	5,671,279.	

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	5,746,875.
2	Enter amount from Part I, line 27a	2	<111,822.>
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	3.
4	Add lines 1, 2, and 3	4	5,635,056.
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	5,635,056.

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	Loss on Sale of Securities	P	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,349,837.		2,404,141.	<54,304.>
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				<54,304.>
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** <54,304.>

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	461,275.	6,419,901.	.071851
2006	494,676.	4,595,688.	.107639
2005	330,382.	1,775,675.	.186060
2004	370,940.	1,754,100.	.211470
2003	284,677.	1,644,964.	.173060

2	**Total** of line 1, column (d)	2	.750080
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	.150016
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	5,886,514.
5	Multiply line 4 by line 3	5	883,071.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,056.
7	Add lines 5 and 6	7	884,127.
8	Enter qualifying distributions from Part XII, line 4	8	499,390.

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 ▶ ☐ 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	2,111.
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	2,111.
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	2,111.
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	8,320.		
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	8,320.
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	6,209.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶		6,209. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b 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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ RI			
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*	8b	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*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Norman D. Tierney, Jr. Treasurer Telephone no ▶401-435-4650

Located at ▶222 Taunton Avenue, East Providence, RI ZIP+4 ▶02914

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

			Yes	No
	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	1b		
	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))?	[ ] Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[X] 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 [X] 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 [X] 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)?		5b	X
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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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 [X] 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
Richard L. Ault, Jr. 222 Taunton Avenue East Providence, RI 02914	President 8.00	0.	0.	0.
Kenneth N. Bruns As Above	Vice President 8.00	0.	0.	0.
Norman D. Tierney, Jr. As Above	Treasurer 8.00	0.	0.	0.
Wyman P. Hallstrom, Jr. As Above	Secretary 8.00	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

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.

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	5,949,453.
b	Average of monthly cash balances		1b	26,703.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	5,976,156.
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	5,976,156.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	89,642.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	5,886,514.
6	**Minimum investment return**. Enter 5% of line 5		6	294,326.

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	294,326.
2a	Tax on investment income for 2008 from Part VI, line 5	2a 2,111.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,111.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	292,215.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	292,215.
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	292,215.

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	499,390.
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	499,390.
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	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	499,390.

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				292,215.
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 — 237,072.				
b From 2004 — 300,872.				
c From 2005 — 244,606.				
d From 2006 — 336,872.				
e From 2007 — 148,588.				
f **Total** of lines 3a through e	1,268,010.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 499,390.				
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				292,215.
e Remaining amount distributed out of corpus	207,175.			
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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,475,185.			
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	237,072.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	1,238,113.			
10 Analysis of line 9:				
a Excess from 2004 — 300,872.				
b Excess from 2005 — 244,606.				
c Excess from 2006 — 336,872.				
d Excess from 2007 — 148,588.				
e Excess from 2008 — 207,175.				

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)

	Tax year	Prior 3 years			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
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					
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:

Wyman P. Hallstrom, Jr., Grand Secretary, (401) 435-4650
222 Taunton Avenue, East Providence, RI 02914

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

See attached "Application for Scholarship Assistance".

c Any submission deadlines:

April 18th of each year.

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

Masonic affiliation or a RI resident for 5 years or more.

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Donations & Contributions	None	N/A	Charitable Contributions	14,617.
Relief Payments	None	N/A	General Financial Relief	63,063.
Scholarships	None	N/A	Higher Educational Scholarships	253,000.
Total			▶ 3a	330,680.
b Approved for future payment				
None				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	141,000.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18		<54,304.>
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a Other Revenue			18		26,803.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		141,000.	<27,501.>

13 Total. Add line 12, columns (b), (d), and (e) 13 113,499.

(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).
	Not Applicable

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1b-4	133,153.	Masonic Grand Lodge of RI, F. & A.M.	See Statement 9

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? [X] Yes [ ] No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
Grand Lodge of Rhode Island, F. & A.M.	501 (c) (10)	See Statement 10

Sign Here

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

Norman D. [illegible] 5/13/10 Treasurer

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	John E. Tucker, CPA	Date 5/10/10	Check if self-employed ▶ [ ] Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	Tucker and Company, LLC 592 Putnam Pike, Suite 6 Greenville, RI 02828-1415	EIN ▶	Phone no. 401-949-1040

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization	Employer identification number
Masonic Grand Lodge Charities of RI, Inc	05-6014340

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule. (Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.)

General Rule

☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year) ▶ $ ____________

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization: Masonic Grand Lodge Charities of RI, Inc

Employer identification number: 05-6014340

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Edgar M. Docherty Memorial Fund One Union Station Providence, RI 02903	$ 146,956.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	Trust utw Walter W. Farnum Clause Sixth 222 Taunton Avenue East Providence, RI 02914	$ 17,731.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	Scituate Masonic Association, Inc. 548 Trimtown Road North Scituate, RI 02857	$ 142,511.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
Loss on Sale of Securities	Purchased	Various	Various

(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss
2,349,837.	2,404,141.	0.	0.	<54,304.>

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	<54,304.>

Form 990-PF	Dividends and Interest from Securities	Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Investment Income	141,000.	0.	141,000.
Total to Fm 990-PF, Part I, ln 4	141,000.	0.	141,000.

Form 990-PF	Other Income	Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Other Revenue	26,803.	0.	
Total to Form 990-PF, Part I, line 11	26,803.	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
Professional Fees	14,674.	0.		14,674.
To Form 990-PF, Pg 1, ln 16b	14,674.	0.		14,674.

Form 990-PF — Taxes — Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Taxes	13,690.	13,690.		0.
To Form 990-PF, Pg 1, ln 18	13,690.	13,690.		0.

Form 990-PF — Other Expenses — Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Custodial Fees	21,743.	21,743.		0.
Miscellaneous	20,883.	0.		20,883.
To Form 990-PF, Pg 1, ln 23	42,626.	21,743.		20,883.

Form 990-PF — Other Investments — Statement 7

Description	Valuation Method	Book Value	Fair Market Value
See Attached Schedules	COST	5,650,055.	6,370,788.
Total to Form 990-PF, Part II, line 13		5,650,055.	6,370,788.

Form 990-PF Other Liabilities Statement 8

Description	BOY Amount	EOY Amount
Cash overdraft	0.	30,616.
Due to Grand Lodge	0.	5,607.
Total to Form 990-PF, Part II, line 22	0.	36,223.

990-PF Involvement With Noncharitable Organizations Statement 9
Part XVII, Line 1, Column (d)

Name of Noncharitable Exempt Organization

Masonic Grand Lodge of RI, F. & A.M.

Description of Transfers, Transactions, and Sharing Arrangements

Reimbursement to Grand Lodge for office services provided.

990-PF Affiliation with Tax-Exempt Organizations Statement 10
Part XVII, Line 2, Column (c)

Name of Affiliated or Related Organization

Grand Lodge of Rhode Island, F. & A.M.

Description of Relationship with Affiliated or Related Organization

Common Directors and Officers

MASONIC GRAND LODGE CHARITIES OF RI, INC.
222 Taunton Avenue
East Providence, Rhode Island 02914-4556
Phone: 401/ 435-4650

Dear Student:

Enclosed please find an application for scholarship assistance. According to the guidelines for our scholarship program each applicant must be *"a child or grandchild of a Masonic Member in the Jurisdiction of Rhode Island or a student who is a resident of Rhode Island and who has resided in Rhode Island for a period of at least five years..."* To be considered for a scholarship, each applicant must also be a U.S. Citizen who is graduating, or has graduated, from an accredited high school or home school program and who has been accepted into, or is enrolled in, a full-time undergraduate program. The **only** graduate program that will be considered for a scholarship is for an applicant studying in the field of Veterinary Science. To be eligible as a child or grandchild of a Mason the Mason himself must be a member in good standing at the time of the application's receipt or if the Mason is deceased, he must have been in good standing at the time of his death.

Qualified *high school students*, who are scheduled to graduate in 2009, must submit the enclosed application along with all of the documents required as detailed in Section E.1 of this application. Qualified *college students* must submit the enclosed application along with all of the documents required as detailed in Section E.2 of this application.

All applications must be submitted under one cover. Application packages must be physically in the office of Masonic Grand Lodge Charities of RI, Inc., 222 Taunton Avenue, East Providence, RI 02914 by **12 noon on April 17, 2009**, whether delivered in person or by other carrier including the US Postal Service. *Applications received after that time will not be considered.* The only exception to the "under one cover" requirement is official transcripts which may be submitted directly by the educational institution. *The same arrival requirements will apply.* It is the applicant's sole responsibility to ensure that submission is timely as described above and that the application is properly completed and signed. At no time prior to the deadline will applications be reviewed in any manner for signatures or completeness.

Please be advised that all transcripts must be "**official**" transcripts and are to be marked as such by the issuing high school or college. Unofficial transcripts, report cards or grade reports are not acceptable. Late and/or incomplete applications ***will not*** be reviewed. All grants under our program are made for one year only and are not automatically renewable. However, any qualified applicant may apply for a grant for a succeeding year in accordance with the instructions contained on the application. We do not offer scholarships to students for more than four years unless a fifth year is required for a specific degree.

The Masonic Grand Lodge Charities of Rhode Island Scholarship Committee does not discriminate on the basis of age, gender, race, religion, national origin or disability in accordance with applicable laws and regulations. On behalf of Masonic Grand Lodge Charities of RI, Inc., we would like to wish you every success in your academic studies.

Sincerely,

The Scholarship Committee
MASONIC GRAND LODGE CHARITIES OF RI, INC.

I hereby apply for scholarship assistance provided by the rules and provisions established by Masonic Grand Lodge Charities of RI, Inc.

Must Be Received In East Providence By 12 NOON – April 17, 2009

SECTION A: STUDENT'S DATA

Have you previously received a scholarship from us? Yes ☐ No ☐ What year/s? ____________________
Name ____
Address ____________________________________ Phone ____________________
City ________________________ State ____________________ Zip Code ____________
Date of Birth ____________________________ Years lived in Rhode Island ______________
High School ____________________________________ Year of Graduation ____________
Is your father a RI Mason? Yes ☐ No ☐ **If yes, father's name and lodge?** ____________________
______________________________ Is your father living or deceased? ____________________
Is your grandfather a RI Mason? Yes ☐ No ☐ If yes, grandfather's name and lodge? ____________
______________________________ Is your grandfather living or deceased ____________________

Our committee administers the **Rhode Island Masonic Youth Foundation's Scholarship Program.** Therefore, in order to be considered to receive one of their scholarships, are you a member of a Rainbow Assembly or DeMolay Chapter? Yes ☐ No ☐ If yes, to which assembly or chapter do you belong?

____

SECTION B: FAMILY DATA

Parents' Names ____
Address ____
City/State/ZipCode ____
How many children are there in your family? ____________________________
Will other members of your family be attending college at the same time? Yes ☐ No ☐ If yes, who:

____

____

____

SECTION C: FEDERAL TAX RETURNS

The copy of your tax return must be *signed* regardless of how it was filed

From U.S. Federal Tax Returns Form 1040 Line 33, or Form 1040A Line 19 or Form 1040EZ Line 4 *(**Signed** copies of pages 1 and 2 of parent's **whether submitted to the IRS electronically or as a hard copy,** **must** be attached)*

Parent's Yr. 2008 Federal Adjusted Gross Income$________________

SECTION D: APPLICANT'S COST OF TUITION

BASED ON ATTENDANCE AT: ____

*(**PLEASE NOTE:** Should you decide to attend a different school, the committee will act on the new information submitted which may result in a change in the amount of the scholarship being awarded.)*

What is the cost of the tuition **only** at the college or university the applicant will be attending?

Yearly Tuition $__________

PLEASE NOTE: Our Scholarship Committee reserves the right to verify the cost of tuition with the college or university the applicant has indicated above.

Should you have any unusual or extenuating circumstances which affect your family's ability to pay for college, please attach a detailed letter of explanation.

SECTION E: APPLICATION CHECKLIST

E.1: *All graduating **HIGH SCHOOL STUDENTS** must submit the following:*

- ☐ An **OFFICIAL** transcript of high school grades including the most recent quarter (that must be physically at 222 Taunton Avenue in East Providence, RI by 12 noon, April 17, 2009, that may be sent by the school directly and it must be clearly marked with the student's name)
- ☐ Documentation clearly indicating a cumulative grade point average of 2.75 or better
- ☐ A copy of the letter of acceptance to the post-secondary school indicated in Section D
- ☐ **SIGNED** pages 1 and 2 of the Parent's U.S. Federal tax return (regardless of how it was filed) for 2008 or 2007 tax return with 2008 request for extension to the IRS
- ☐ This application, completely filled out with Parent and Applicant signatures below
- ☐ Application and all documents physically at 222 Taunton Avenue, East Providence before 12 noon, April 17, 2009

E.2: *All **COLLEGE STUDENTS** must submit the following:*

- ☐ An **OFFICIAL** transcript of college grades including the most recent term or semester (that must be physically at 222 Taunton Avenue, East Providence, RI by 12 Noon, April 17, 2009, that may be sent by the college directly and it must be clearly marked with the student's name)
- ☐ Documentation clearly indicating a cumulative grade point average of 2.75 or better
- ☐ **SIGNED** pages 1 and 2 of the Parent's U.S. Federal tax return (regardless of how it was filed) for 2008 or 2007 tax return with 2008 request for extension to the IRS
- ☐ This application, completely filled out with Parent and Applicant signatures below
- ☐ Application and all documents physically at 222 Taunton Avenue, East Providence before 12 noon, April 17, 2009

***PLEASE NOTE:* Only COMPLETED applications**
with all of the required supporting documentation
will be considered.

We certify that we have reviewed this application and that the statements hereon are true to the best of our knowledge and belief. We grant permission to the Scholarship Committee to review, discuss and confirm all information contained herein and attached to this application as part of its review process. We agree that all applicable information not requiring third party confirmation *will be treated confidentially*. By signing this application, we acknowledge that we have completed and complied with the above checklist and we understand that all decisions are final.

Applicant Signature ____ Date______________

Parent Signature____ Date____________

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
UNRESTRICTED FUND

October 31, 2009

		Cost	Estmated Market Value
	Short-term Investments		
	Goldman Sachs Tr Finl Sqr Prime Oblg Fund - Inst	$ 27,049	$ 27,049
	Total short-term investments	27,049	27,049
Par Value	Bonds and Notes		
50,000	Caterpillar Finl. Svcs.	49,710	55,572
50,000	GE Capital 6.75%	50,000	53,846
50,000	JP Morgan Chase 5.75% 1/2/2013	50,169	53,828
6,700	Vanguard F.I. Securities Fund	69,881	71,020
50,000	Verizon 5.65% 11/15/2011	51,813	53,355
	Total bonds and notes	271,573	287,621
Shares	Common Stock		
455	ABB, Ltd.	7,042	8,431
540	Aecom	12,389	13,630
120	Alcon Inc.	14,670	17,135
390	Anysys	14,861	15,826
350	Automatic Data Processing	16,017	13,930
230	Bank New York Mellon Corp	6,077	6,132
350	BP Amoco PLC	17,846	19,817
245	Cerner	10,819	18,630
525	Cognizant Technology Solutions-Class A	4,311	20,291
250	Covance Inc	15,242	12,920
330	Expeditors Intl Wash Inc	5,470	10,633
245	Exxon Mobil	15,022	17,559
515	Flir System	7,848	14,322
250	FPL Group	15,868	12,275
655	Gentex Corp	8,065	10,487
80	Goldman Sachs	14,298	13,614
380	Harbor Fd Intl	21,296	19,654
130	IBM	13,029	15,679
60	Intuitive Surgical	9,561	14,781
245	JP Morgan Chase	8,928	10,234
335	Jacobs Engr Group Inc	5,725	14,167
200	Joy Global Inc	10,129	10,082
815	Lazard	9,055	14,018
260	McDermott	8,001	5,780
360	Medtronic	15,940	12,852
160	Monsanto Co New	12,545	10,749

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC.
UNRESTRICTED FUND -- Continued

October 31, 2009

Shares	Common Stock -- Continued	Cost	Estmated Market Value
1,865	New Century International Portfolio	23,499	23,686
450	Omnicom Grp Inc	19,515	15,426
265	Paychex Inc	9,931	7,529
560	Powershares ETF Trust Water Resource	10,437	8,803
260	Roper Industries Inc - New	9,245	13,143
225	State St Bank Boston Corp	6,075	9,446
395	Stericycle Inc	9,218	20,686
55	Strayer Ed Inc	5,398	11,163
405	Teva Pharmaceutical Inds Ltd ADR	13,201	20,444
364	Thermo Electron Corp	6,326	16,380
365	Varian Medical Systems	18,577	14,958
380	Wells Fargo	10,007	10,458
	Total common stock	441,481	525,747
	Total investments	$ 740,104	$ 840,417

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC.
CHARITY SCHOLARSHIP FUND

October 31, 2009

Par Value	Short-term Investments		Cost		Estmated Market Value
	Goldman Sachs Tr Finl Sqr Prime Oblg Fund - Inst	$	18,374	$	18,374
	Total short-term investments		18,374		18,374
Par Value	**Bonds and Notes**				
25,000	AT & T		25,932		26,680
25,000	SBC Communications 5.3% 11/15/2010		25,727		26,122
21,667	FHLB 3% 6/29/2016		21,623		21,694
17,100	Vanguard F.I. Securities Fund		176,921		181,260
	Total bonds and notes		250,203		255,756
Shares	**Common Stock**				
400	ABB, Ltd.		6,191		7,412
470	Aecom		11,202		11,863
105	Alcon Inc.		12,516		14,993
350	Anysys		12,420		14,203
170	Automatic Data Processing		7,376		6,766
215	Bank New York Mellon Corp		5,735		5,732
250	BP Amoco PLC		12,814		14,155
215	Cerner		9,169		16,349
455	Cognizant Technology Solutions		5,328		17,586
300	Covance Inc		16,220		15,504
365	Expeditors Intl Wash Inc		8,710		11,760
175	Exxon Mobil		10,730		12,543
410	Flir System		6,820		11,402
225	FPL Group		13,723		11,047
565	Gentex Corp		6,957		9,046
70	Goldman Sachs		11,845		11,912
325	Harbor Fd Intl		17,391		16,809
115	IBM		8,856		13,870
55	Intuitive Surgical		8,533		13,549
210	JP Morgan Chase		7,651		8,772
300	Jacobs Engr Group Inc		5,836		12,687
170	Joy Global Inc		6,126		8,570
545	Lazard		6,055		9,374
400	McDermott		9,822		8,892
350	Medtronic		14,723		12,495
140	Monsanto Co New		11,193		9,405

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
CHARITY SCHOLARSHIP FUND -- Continued

October 31, 2009

Shares	Common Stock -- Continued		Cost		Estmated Market Value
1,100	New Century International Portfolio		13,860		13,970
390	Omnicom Grp Inc		15,767		13,369
225	Paychex Inc		7,917		6,392
570	Powershares		9,977		8,960
280	Roper Industries Inc - New		11,169		14,154
165	State St Bank Boston Corp		4,455		6,927
265	Stericycle Inc		6,349		13,878
40	Strayer Ed Inc		4,396		8,119
265	Teva Pharmaceutical Inds		8,848		13,377
335	Thermo Electron Corp		6,388		15,075
390	Varian Medical Systems		17,746		15,982
330	Wells Fargo		8,622		9,082
	Total common stock		369,436		445,980
	Total investments	$	638,013	$	720,111

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC.
CARLETON T. SAVAGE MEMORIAL FUND

October 31, 2009

			Estmated Market Value
	Short-term Investments	Cost	
	Goldman Sachs Tr Finl Sqr Prime Oblg Fund - Inst	$ 3,505	$ 3,505
	Total short-term investments	3,505	3,505
Par Value	Bonds and Notes		
2,700	Vanguard F.I. Securities Fund	28,161	28,620
	Total bonds and notes	28,161	28,620
Shares	Common Stock		
135	ABB, Ltd.	2,090	2,502
25	Alcon Inc.	3,245	3,570
165	AECOM	3,807	4,165
65	Anysys	2,576	2,638
70	Automatic Data Processing	3,405	2,786
75	Bank New York Mellon Corp	1,982	2,000
55	BP Amoco PLC	2,670	3,114
75	Cerner	3,189	5,703
120	Cognizant Technology Solutions	1,331	4,638
40	Covance Inc	2,439	2,067
60	Expeditors Intl Wash Inc	1,055	1,933
50	Exxon Mobil	3,065	3,584
100	Flir System	1,528	2,781
50	FPL Group	3,182	2,455
195	Gentex Corp	2,594	3,122
15	Goldman Sachs	2,726	2,553
115	Harbor Fd Intl	5,886	5,948
35	IBM	4,183	4,221
20	Intuitive Surgical	3,187	4,927
75	JP Morgan Chase	2,741	3,133
100	Jacobs Engr Group Inc	2,273	4,229
60	Joy Global Inc	3,164	3,025
245	Lazard	2,722	4,214
50	McDermott	1,539	1,112
70	Medtronic	3,100	2,499
45	Monsanto Co New	3,424	3,023
300	New Century	3,780	3,810
70	Omnicalm Grp Inc	2,993	2,400
80	Paychex Inc	3,342	2,273

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
CARLETON T SAVAGE MEMORIAL FUND -- Continued

October 31, 2009

Shares	Common Stock -- Continued	Cost	Estmated Market Value
105	Powershares	1,957	1,651
50	Roper Industries	1,778	2,528
70	State St Bank Boston Corp	1,890	2,939
55	Stericycle Inc	1,266	2,880
10	Strayer Ed Inc	981	2,030
75	Teva Pharmaceutical Inds	2,538	3,786
65	Thermo Electron Corp	1,130	2,925
75	Varian Medical Systems	3,804	3,074
115	Wells Fargo	3,031	3,165
	Total common stock	101,591	119,397
	Total investments	$ 133,257	$ 151,522

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
JULIA M. AND ERNEST F WALSH MEMORIAL FUND

October 31, 2009

Shares			Cost		Estmated Market Value
	Short-term Investments				
	Goldman Sachs Tr Fnl Sqr Prime Oblg Fund - Inst	$	2,027	$	2,027
	Total short-term investments		2,027		2,027
	Common Stock				
55	ABB, Ltd.		851		1,019
70	AECOM		1,634		1,767
15	Alcon Inc.		1,947		2,142
40	Anysys		1,559		1,623
40	Automatic Data Processing		1,750		1,592
30	Bank New York Mellon Corp		793		800
30	BP Amoco PLC		1,366		1,699
30	Cerner		1,325		2,281
65	Cognizant Technology Solutions		661		2,512
30	Covance Inc		1,829		1,550
40	Expeditors Intl Wash Inc		849		1,289
30	Exxon Mobil		1,838		2,150
60	Flir System		903		1,669
30	FPL Group		1,906		1,473
80	Gentex Corp		1,091		1,281
10	Goldman Sachs		1,769		1,702
45	Harbor Fd Intl		2,578		2,327
15	IBM		1,307		1,809
10	Intuitive Surgical		2,053		2,464
30	JP Morgan Chase		1,090		1,253
35	Jacobs Engr Group Inc		850		1,480
25	Joy Global Inc		1,126		1,260
95	Lazard		1,055		1,634
30	McDermott		923		667
40	Medtronic		1,876		1,428
20	Monsanto Co New		1,494		1,344
210	New Century		2,646		2,667
40	Omnicalm Grp Inc		1,590		1,371
60	Powershares		1,118		943
30	Roper Industries		1,067		1,517
25	State St Bank Boston Corp		675		1,050
45	Stericycle Inc		1,036		2,357
5	Strayer Ed Inc		491		1,015
45	Teva Pharmaceutical Inds		1,536		2,272
50	Thermo Electron Corp		869		2,250
45	Varian Medical Systems		2,287		1,844
45	Wells Fargo		1,180		1,238
	Total common stock		50,918		60,737
	Total investments	$	52,945	$	62,765

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
FREEMASONS' HALL HISTORIC PRESERVATION FUND

October 31, 2009

Shares	Short-term Investments		Cost		Estmated Market Value
	Goldman Sachs Tr Fnl Sqr Prime Oblg Fund - Inst	$	8,681	$	8,681
	Total short-term investments		8,681		8,681
Shares	Common Stock				
120	ABB, Ltd.		1,857		2,224
145	AECOM		3,473		3,660
30	Alcon Inc.		3,531		4,284
100	Anysys		3,708		4,058
50	Automatic Data Processing		2,298		1,990
60	Bank New York Mellon Corp		1,596		1,600
60	BP Amoco PLC		3,162		3,397
65	Cerner Corp		3,037		4,943
120	Cognizant Technology Solutions		1,698		4,638
85	Covance Inc		4,548		4,393
105	Expeditors Intl Wash Inc		2,282		3,383
50	Exxon Mobil		3,217		3,584
115	Flir System		1,739		3,198
65	FPL Group		4,065		3,192
170	Gentex Corp		2,148		2,722
20	Goldman Sachs		3,538		3,403
85	Harbor Fd Intl		4,951		4,396
30	IBM		2,688		3,618
15	Intuitive Surgical		2,558		3,695
65	JP Morgan Chase		2,388		2,715
90	Jacobs Engr Group Inc		1,609		3,806
50	Joy Global Inc		1,946		2,521
195	Lazard Emerg Mkt		2,205		3,354
120	McDermott		3,085		2,668
75	Medtronic		3,015		2,678
40	Monsanto Co New		3,216		2,687
300	New Century		3,709		3,810
75	Omnicalm Grp Inc		3,082		2,571
60	Paychex Inc		2,298		1,705
165	Powershares		2,854		2,594
60	Roper Industries		2,351		3,033
50	State St Bank Boston Corp		1,350		2,099
65	Stericycle Inc		1,633		3,404

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC.
FREEMASONS' HALL HISTORIC PRESERVATION FUND -- Continued

October 31, 2009

Shares	Common Stock -- Continued	Cost	Estmated Market Value
15	Strayer Ed Inc	1,552	3,045
75	Teva Pharmaceutical Inds	3,155	3,786
95	Thermo Electron Corp	2,071	4,275
95	Varian Medical Systems	4,740	3,893
100	Wells Fargo	2,635	2,752
	Total common stock	104,992	123,770
	Total investments	$ 113,673	$ 132,452

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
EDGAR M. DOCHERTY FUND

October 31, 2009

		Cost	Estmated Market Value
	Short-term Investments		
	Goldman Sachs Tr Finl Sqr Prime Oblg Fund - Inst	$ 4,351	$ 4,351
	Total short-term investments	4,351	4,351
Par Value	Bonds and Notes		
4,900	Vanguard F.I. Securities Fund	50,372	51,940
	Total bonds and notes	50,372	51,940
Shares	Common Stock		
45	ABB, Ltd.	697	834
135	AECOM	3,471	3,407
15	Alcon Inc.	1,766	2,142
55	Anysys	2,609	2,232
25	Automatic Data Processing	1,186	995
15	Bank of New York	396	400
25	Cerner	1,179	1,901
35	Cognizant Technology Solutions	924	1,353
10	Covance Inc	610	517
10	FPL Group	631	491
5	Goldman Sachs	813	851
35	Harbor Fd Intl	1,727	1,810
7	Intuitive Surgical	757	1,724
35	JP Morgan Chase	1,331	1,462
20	Joy Global Inc	1,164	1,008
80	Lazard	889	1,376
50	McDermott	1,539	1,112
15	Monsanto Co New	1,063	1,008
110	New Century	1,386	1,397
40	Powershares	745	629
15	State St Bank Boston Corp	405	630
30	Teva Pharmaceutical Inds	1,344	1,514
30	Varian Medical Systems	1,494	1,229
60	Wells Fargo	1,610	1,651
	Total common stock	29,736	31,673
	Total investments	$ 84,459	$ 87,964

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
WALTER W. FARNUM FUND

October 31, 2009

		Cost	Estmated Market Value
	Short-term Investments		
	Goldman Sachs Tr Finl Sqr Prime Oblg Fund - Inst	$ 11,551	$ 11,551
	Total short-term investments	11,551	11,551
Par Value	Bonds and Notes		
25,000	AT & T	25,932	26,680
25,000	FNMA Dtd 2/2/01 6.25% 02/01/2011	26,338	26,416
25,000	Caterpillar Finl. Svcs.	24,855	27,786
1,450	Vanguard F.I. Securities Fund	15,124	15,370
25,000	SBC Comm 5.3% 11/15/2010	25,727	26,122
	Total bonds and notes	117,976	122,375
Shares	Common Stock		
215	ABB, Ltd.	3,328	3,984
260	Aecom	5,947	6,562
60	Alcon Inc.	7,426	8,567
185	Anysys	7,083	7,507
175	Automatic Data Processing	8,214	6,965
120	Bank New York Mellon Corp	3,171	3,199
200	BP Amoco PLC	10,181	11,324
120	Cerner	5,295	9,125
250	Cognizant Technology Solutions-Class A	2,009	9,663
125	Covance Inc	7,620	6,460
170	Expeditors Intl Wash Inc	2,818	5,477
125	Exxon Mobil	7,664	8,959
250	Flir System	3,820	6,953
125	FPL Group	7,941	6,138
310	Gentex Corp	3,817	4,963
40	Goldman Sachs	7,077	6,807
180	Harbor Fd Intl	10,312	9,310
65	IBM	3,930	7,840
30	Intuitive Surgical	5,240	7,391
115	JP Morgan Chase	4,151	4,804
160	Jacobs Engr Group Inc	2,830	6,766
100	Joy Global Inc	5,032	5,041
385	Lazard	4,277	6,622
130	McDermott	4,000	2,890
205	Medtronic	9,077	7,319
75	Monsanto Co New	5,915	5,039
965	New Century International Portfolio	12,159	12,256
230	Omnicom Grp Inc	9,731	7,884
125	Paychex Inc	4,764	3,551

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
WALTER W. FARNUM FUND -- Continued

October 31, 2009

Shares	Common Stock -- Continued	Cost	Estmated Market Value
275	Powershares ETF Trust Water Resource	5,125	4,323
130	Roper Industries Inc - New	4,622	6,572
115	State St Bank Boston Corp	3,105	4,828
190	Stericycle Inc	4,374	9,950
25	Strayer Ed Inc	2,454	5,074
200	Teva Pharmaceutical Inds Ltd ADR	6,492	10,096
212	Thermo Electron Corp	3,684	9,540
175	Varian Medical Systems	8,915	7,172
180	Wells Fargo	4,737	4,954
	Total common stock	218,335	261,871
	Total investments	$ 347,860	$ 395,796

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC.
MARY E HODGES FUND

October 31, 2009

Par Value	Short-term Investments		Cost		Estmated Market Value
	Goldman Sachs Tr Finl Sqr Prime Oblg Fund - Inst	$	14,923	$	14,923
	Total short-term investments		14,923		14,923
Par Value	**Bonds and Notes**				
100,000	Astrazenca 5.4% 9/15/2012		103,880		110,209
50,000	AT & T		51,864		53,360
50,000	Caterpillar Finl. Svcs.		49,710		55,572
100,000	FHLMC DTD 6/01/86 8.25% 6/1/2016		121,388		122,375
100,000	FHLMC DTD 3/21/01 5,875% 3/21/2011		97,198		106,500
100,000	FNMA DTD 3/10/86 8.2% 03/10/2016		121,245		127,844
100,000	FNMA DTD 2/1/01 6.25% 02/01/2011		103,464		105,665
50,000	GE Capital 6.75%		50,000		53,846
100,000	Goldman Sachs 6.26% 9/1/2017		100,893		106,990
100,000	Morgan Chase 5.75% 1/2/2013		100,338		107,656
50,000	Nat'l Rur Util 4.25% 1/22/2011		50,000		50,823
50,000	SLM Corp 6% 10/01/2014		50,000		27,831
23,253	Vanguard F.I. Securities Fund		242,529		246,482
	Total bonds and notes		1,242,509		1,275,152
Shares	**Common Stock**				
2,200	ABB, Ltd.		34,051		40,766
2,630	Aecom		60,042		66,381
590	Alcon Inc.		74,047		84,246
1,800	Anysys		69,305		73,044
1,760	Automatic Data Processing		84,313		70,048
1,150	Bank New York Mellon Corp		30,386		30,659
2,235	BP Amoco PLC		112,947		126,546
1,200	Cerner		51,952		91,248
2,550	Cognizant Technology Solutions-Class A		23,322		98,558
1,270	Covance Inc		77,424		65,634
1,840	Expeditors Intl Wash Inc		34,676		59,285
1,285	Exxon Mobil		78,785		92,096
2,535	Flir System		38,896		70,498
1,235	FPL Group		78,351		60,639
3,150	Gentex Corp		38,784		50,432
410	Goldman Sachs		72,683		69,770
1,820	Harbor Fd Intl		103,498		94,130
640	IBM		65,455		77,190
300	Intuitive Surgical		49,576		73,905
1,200	JP Morgan Chase		43,920		50,124

INVESTMENT SECURITIES
MASONIC GRAND LODGE CHARITIES OF RHODE ISLAND, INC
MARY E. HODGES FUND -- Continued

October 31, 2009

Shares	Common Stock -- Continued	Cost	Estmated Market Value
1,600	Jacobs Engr Group Inc	29,116	67,664
950	Joy Global Inc	49,052	47,890
3,865	Lazard	42,940	66,478
1,300	McDermott	40,004	28,899
2,085	Medtronic	92,404	74,435
770	Monsanto Co New	60,404	51,729
9,865	New Century International Portfolio	124,299	125,286
2,540	Omnicom Grp Inc	111,887	87,071
1,260	Paychex Inc	47,365	35,797
2,815	Powershares ETF Trust Water Resource	52,463	44,252
1,545	Roper Industries Inc - New	58,762	78,100
1,125	State St Bank Boston Corp	30,373	47,228
1,960	Stericycle Inc	45,123	102,645
270	Strayer Ed Inc	26,499	54,802
2,185	Teva Pharmaceutical Inds Ltd ADR	71,590	110,299
2,170	Thermo Electron Corp	37,714	97,650
1,790	Varian Medical Systems	91,162	73,354
850	Wells Fargo	48,744	50,612
	Total common stock	2,282,313	2,689,686
	Total investments	$ 3,539,744	$ 3,979,761