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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation

OMB No 1545-0052

**2009**

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Name of foundation

YAWKEY FOUNDATION II

A Employer identification number

04-2768239

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

Room/suite

990 WASHINGTON STREET

315

B Telephone number (see page 10 of the instructions)

(781) 329-7470

City or town, state, and ZIP code

DEDHAM, MA 02026

H Check type of organization ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 411,004,678.  
J Accounting method ☐ Cash ☐ Accrual  
☒ Other (specify) MODIFIED CASH  
(Part I, column (d) must be on cash basis)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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(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 (attach schedule)                    | 24,600,923.  |            |     |             |
| 2   | Check <input type="checkbox"/> if the foundation is not required to attach Sch B. |              |            |     |             |
| 3   | Interest on savings and temporary cash investments                                | 179,861.     | 179,861.   |     | ATCH 1      |
| 4   | Dividends and interest from securities                                            | 7,468,007.   | 7,584,981. |     | ATCH 2      |
| 5a  | Gross rents                                                                       |              |            |     |             |
| b   | Net rental income or (loss)                                                       |              |            |     |             |
| 6a  | Net gain or (loss) from sale of assets not on line 10                             | -19,444,665. |            |     |             |
| b   | Gross sales price for all assets on line 6a                                       | 125,037,912. |            |     |             |
| 7   | Capital gain net income (from Part IV, line 2)                                    |              |            |     |             |
| 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) (attach schedule)                                          |              |            |     |             |
| 11  | Other income (attach schedule)                                                    | 732,037.     | 732,037.   |     | ATCH 3      |
| 12  | Total. Add lines 1 through 11                                                     | 13,536,163.  | 8,496,879. |     |             |
| 13  | Compensation of officers, directors, trustees, etc.                               | 183,500.     | 97,750.    |     | 85,750.     |
| 14  | Other employee salaries and wages                                                 |              |            |     |             |
| 15  | Pension plans, employee benefits                                                  |              |            |     |             |
| 16a | Legal fees (attach schedule) ATCH 4                                               | 99,990.      | 99,635.    | 0.  | 355.        |
| b   | Accounting fees (attach schedule) ATCH 5                                          | 96,665.      | 51,493.    | 0.  | 45,172.     |
| c   | Other professional fees (attach schedule) *                                       | 1,554,089.   | 1,554,089. |     |             |
| 17  | Interest                                                                          |              |            |     |             |
| 18  | Taxes (attach schedule) (see page 14 of the instructions) *                       | 92,032.      | 90,617.    |     |             |
| 19  | Depreciation (attach schedule) and depletion                                      |              |            |     |             |
| 20  | Occupancy                                                                         |              |            |     |             |
| 21  | Travel, conferences, and meetings                                                 | 3,421.       | 2,596.     |     | 825.        |
| 22  | Printing and publications                                                         |              |            |     |             |
| 23  | Other expenses (attach schedule) ATCH 8                                           | 2,218,753.   | 1,394,064. |     | 1,040,794.  |
| 24  | Total operating and administrative expenses. Add lines 13 through 23              | 4,248,450.   | 3,290,244. | 0.  | 1,172,896.  |
| 25  | Contributions, gifts, grants paid                                                 | 26,114,350.  |            |     | 26,114,350. |
| 26  | Total expenses and disbursements. Add lines 24 and 25                             | 30,362,800.  | 3,290,244. | 0.  | 27,287,246. |
| 27  | Subtract line 26 from line 12                                                     |              |            |     |             |
| a   | Excess of revenue over expenses and disbursements                                 | -16,826,637. |            |     |             |
| b   | Net investment income (if negative, enter -0-)                                    |              | 5,206,635. |     |             |
| c   | Adjusted net income (if negative, enter -0-)                                      |              |            | -0- |             |

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

\* ATCH 6 JSA \*\* ATCH 7

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| Part II Balance Sheets      |                                                                                         | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)                                        |                                                    | Beginning of year     | End of year  |             |
|-----------------------------|-----------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|-----------------------|--------------|-------------|
|                             |                                                                                         | (a) Book Value                                                                                                                                            | (b) Book Value                                     | (c) Fair Market Value |              |             |
| Assets                      | 1                                                                                       | Cash - non-interest-bearing                                                                                                                               |                                                    | 153,787.              | 639,041.     | 639,041.    |
|                             | 2                                                                                       | Savings and temporary cash investments                                                                                                                    |                                                    | 33,259,029.           | 12,707,206.  | 12,707,206. |
|                             | 3                                                                                       | Accounts receivable                                                                                                                                       |                                                    |                       |              |             |
|                             |                                                                                         | Less allowance for doubtful accounts                                                                                                                      |                                                    |                       |              |             |
|                             | 4                                                                                       | Pledges receivable                                                                                                                                        |                                                    |                       |              |             |
|                             |                                                                                         | Less allowance for doubtful accounts                                                                                                                      |                                                    |                       |              |             |
|                             | 5                                                                                       | Grants receivable                                                                                                                                         |                                                    |                       |              |             |
|                             | 6                                                                                       | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)                    |                                                    |                       |              |             |
|                             | 7                                                                                       | Other notes and loans receivable (attach schedule)                                                                                                        |                                                    |                       |              |             |
|                             |                                                                                         | Less allowance for doubtful accounts                                                                                                                      |                                                    |                       |              |             |
|                             | 8                                                                                       | Inventories for sale or use                                                                                                                               |                                                    |                       |              |             |
|                             | 9                                                                                       | Prepaid expenses and deferred charges                                                                                                                     |                                                    |                       |              |             |
|                             | 10 a                                                                                    | Investments - U.S. and state government obligations (attach schedule) **                                                                                  | 18,492,156.                                        | 30,162,259.           | 30,162,259.  |             |
|                             | b                                                                                       | Investments - corporate stock (attach schedule) <u>ATCH 10</u>                                                                                            | 187,521,592.                                       | 250,559,043.          | 250,559,043. |             |
|                             | c                                                                                       | Investments - corporate bonds (attach schedule) <u>ATCH 11</u>                                                                                            | 27,206,038.                                        | 34,316,943.           | 34,316,943.  |             |
|                             | Liabilities                                                                             | 11                                                                                                                                                        | Investments - land, buildings, and equipment basis |                       |              |             |
|                             |                                                                                         | Less accumulated depreciation (attach schedule)                                                                                                           |                                                    |                       |              |             |
| 12                          |                                                                                         | Investments - mortgage loans                                                                                                                              |                                                    |                       |              |             |
| 13                          |                                                                                         | Investments - other (attach schedule) <u>ATCH 12</u>                                                                                                      | 57,046,522.                                        | 82,567,065.           | 82,567,065.  |             |
| 14                          |                                                                                         | Land, buildings, and equipment basis                                                                                                                      |                                                    |                       |              |             |
|                             |                                                                                         | Less accumulated depreciation (attach schedule)                                                                                                           |                                                    |                       |              |             |
| 15                          |                                                                                         | Other assets (describe <u>ATCH 13</u> )                                                                                                                   | 108,747.                                           | 53,121.               | 53,121.      |             |
| 16                          |                                                                                         | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I)                                                      | 323,787,871.                                       | 411,004,678.          | 411,004,678. |             |
| 17                          |                                                                                         | Accounts payable and accrued expenses                                                                                                                     |                                                    |                       |              |             |
| 18                          |                                                                                         | Grants payable                                                                                                                                            |                                                    |                       |              |             |
| Net Assets or Fund Balances | 19                                                                                      | Deferred revenue                                                                                                                                          |                                                    |                       |              |             |
|                             | 20                                                                                      | Loans from officers, directors, trustees, and other disqualified persons                                                                                  |                                                    |                       |              |             |
|                             | 21                                                                                      | Mortgages and other notes payable (attach schedule)                                                                                                       |                                                    |                       |              |             |
|                             | 22                                                                                      | Other liabilities (describe <u>ATCH 13</u> )                                                                                                              |                                                    |                       |              |             |
|                             | 23                                                                                      | <b>Total liabilities</b> (add lines 17 through 22)                                                                                                        | 0.                                                 | 0.                    |              |             |
|                             |                                                                                         | <b>Foundations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <u>X</u><br>and complete lines 24 through 26 and lines 30 and 31. |                                                    |                       |              |             |
|                             | 24                                                                                      | Unrestricted                                                                                                                                              | 323,787,871.                                       | 411,004,678.          |              |             |
|                             | 25                                                                                      | Temporarily restricted                                                                                                                                    |                                                    |                       |              |             |
|                             | 26                                                                                      | Permanently restricted                                                                                                                                    |                                                    |                       |              |             |
|                             |                                                                                         | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> <input type="checkbox"/>                                     |                                                    |                       |              |             |
| 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                          | <b>Total net assets or fund balances</b> (see page 17 of the instructions)              | 323,787,871.                                                                                                                                              | 411,004,678.                                       |                       |              |             |
| 31                          | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) | 323,787,871.                                                                                                                                              | 411,004,678.                                       |                       |              |             |

### 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 | 323,787,871. |
| 2 | Enter amount from Part I, line 27a                                                                                                                         | 2 | -16,826,637. |
| 3 | Other increases not included in line 2 (itemize) <u>ATTACHMENT 14</u>                                                                                      | 3 | 106,033,814. |
| 4 | Add lines 1, 2, and 3                                                                                                                                      | 4 | 412,995,048. |
| 5 | Decreases not included in line 2 (itemize) <u>ATTACHMENT 15</u>                                                                                            | 5 | 1,990,370.   |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                      | 6 | 411,004,678. |

\*\* ATCH 9

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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<br>P-Purchase<br>D-Donation                                                 | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a</b> SEE PART IV SCHEDULE                                                                                                                                                                                                           |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| (e) Gross sales price                                                                                                                                                                                                                    | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                                 |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                                                              |                                            |                                                 |                                                                                              |                                      |                                  |
| (i) F M V as of 12/31/69                                                                                                                                                                                                                 | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   | (l) Gains (Col (h) gain minus<br>col (k), but not less than -0-) or<br>Losses (from col (h)) |                                      |                                  |
| <b>a</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>b</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>c</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>d</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>e</b>                                                                                                                                                                                                                                 |                                            |                                                 |                                                                                              |                                      |                                  |
| <b>2</b> Capital gain net income or (net capital loss) . . . . .                                                                                                                                                                         |                                            |                                                 | <b>2</b>                                                                                     | -20,342,410.                         |                                  |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)<br>If (loss), enter -0- in Part I, line 8 . . . . . |                                            |                                                 | <b>3</b>                                                                                     |                                      |                                  |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                                               | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2008                                                                                                                                                                                                                                               | 28,188,909.                              | 442,693,489.                                 | 0.063676                                                  |
| 2007                                                                                                                                                                                                                                               | 27,902,922.                              | 527,617,031.                                 | 0.052885                                                  |
| 2006                                                                                                                                                                                                                                               | 25,702,521.                              | 473,482,309.                                 | 0.054284                                                  |
| 2005                                                                                                                                                                                                                                               | 16,444,681.                              | 442,141,275.                                 | 0.037193                                                  |
| 2004                                                                                                                                                                                                                                               | 25,898,665.                              | 422,111,888.                                 | 0.061355                                                  |
| <b>2</b> Total of line 1, column (d) . . . . .                                                                                                                                                                                                     |                                          |                                              | <b>2</b> 0.269393                                         |
| <b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years . . . . .                                                 |                                          |                                              | <b>3</b> 0.053879                                         |
| <b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . . . .                                                                                                                                                    |                                          |                                              | <b>4</b> 355,387,537.                                     |
| <b>5</b> Multiply line 4 by line 3 . . . . .                                                                                                                                                                                                       |                                          |                                              | <b>5</b> 19,147,925.                                      |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .                                                                                                                                                                      |                                          |                                              | <b>6</b> 52,066.                                          |
| <b>7</b> Add lines 5 and 6 . . . . .                                                                                                                                                                                                               |                                          |                                              | <b>7</b> 19,199,991.                                      |
| <b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .<br>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<br>Part VI instructions on page 18 |                                          |                                              | <b>8</b> 27,287,246.                                      |

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)**

|                                                                                                                                                                                                                                               |             |    |          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----|----------|
| 1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1<br>Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions) |             | 1  | 52,066.  |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                                  |             |    |          |
| c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                                                                                                       |             |    |          |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)                                                                                                                                    |             | 2  |          |
| 3 Add lines 1 and 2                                                                                                                                                                                                                           |             | 3  | 52,066.  |
| 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  | 52,066.  |
| 6 Credits/Payments                                                                                                                                                                                                                            |             |    |          |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                           | 6a 130,000. |    |          |
| b Exempt foreign organizations-tax withheld at source                                                                                                                                                                                         | 6b 0.       |    |          |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                         | 6c 0.       |    |          |
| d Backup withholding erroneously withheld                                                                                                                                                                                                     | 6d          |    |          |
| 7 Total credits and payments Add lines 6a through 6d                                                                                                                                                                                          |             | 7  | 130,000. |
| 8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> 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 | 77,934.  |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax 77,934. Refunded                                                                                                                                                          |             | 11 |          |

**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  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?<br>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?                                                                                                                                                                                                                                                                                                  | N/A |    |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation \$ NONE (2) On foundation managers \$ NONE                                                                                                                                                                                 |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ NONE                                                                                                                                                                                                          |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>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?                                                                                                                                                                                                                                                                                      | X   |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>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<br>• By language in the governing instrument, or<br>• 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 page 19 of the 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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? 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 page 20 of the 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 **WWW.YAWKEYFOUNDATIONS.ORG**

14 The books are in care of **WILLIAM B. GUTFARB** Telephone no **781-329-7470**  
 Located at **990 WASHINGTON STREET - STE 315 DEDHAM, MA** ZIP + 4 **02026**

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**

**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?                                                                                                                                                                                                                                                                                                                                                                                                           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <b>ATCH 22</b>                                                                                                                                                                                                                                                                                                                                                                                        | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |     |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <b>ATCH 22</b>                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)                                                                                                                                                                                                                                                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?                                                                                                                                                                                                                                                            | <b>1b</b>                                                           | X   |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                      |                                                                     |     |
| 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 2009?                                                                                                                                                                                                                                                                                                        | <b>1c</b>                                                           | 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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?                                                                                                                                                                                                                                                                                                                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |     |
| If "Yes," list the years <b>_____</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |     |
| 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 page 20 of the instructions)                                                                                                                                                                        | <b>2b</b>                                                           | 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 <b>_____</b>                                                                                                                                                                                                                                                                                                                                                                   |                                                                     |     |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                    | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |     |
| b If "Yes," did it have excess business holdings in 2009 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 2009) | <b>3b</b>                                                           | X   |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                               | <b>4a</b>                                                           | 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 2009?                                                                                                                                                                                                                                                              | <b>4b</b>                                                           | 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)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No  
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No  
If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| ATTACHMENT 16        |                                                           | 183,500.                                  | NONE                                                                  | NONE                                  |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

**2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."**

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| N/A - NONE PAID OVER \$50,000                                 |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

**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** (see page 23 of the instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| ATTACHMENT 17                                               |                     | 2,973,575.       |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services . . . . . 7

**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** (see page 23 of the instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|------------------------------------------------------------------------------------------------------------------|--------|
| 1 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments. See page 24 of the instructions                                           |        |
| 3 NONE                                                                                                           |        |
| <b>Total.</b> Add lines 1 through 3 . . . . .                                                                    |        |

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

|          |                                                                                                                           |           |              |
|----------|---------------------------------------------------------------------------------------------------------------------------|-----------|--------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes                |           |              |
| <b>a</b> | Average monthly fair market value of securities                                                                           | <b>1a</b> | 355,056,875. |
| <b>b</b> | Average of monthly cash balances                                                                                          | <b>1b</b> | 241,387.     |
| <b>c</b> | Fair market value of all other assets (see page 24 of the instructions)                                                   | <b>1c</b> | 5,501,268.   |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                                     | <b>1d</b> | 360,799,530. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)                 | <b>1e</b> |              |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                                      | <b>2</b>  | 0.           |
| <b>3</b> | Subtract line 2 from line 1d                                                                                              | <b>3</b>  | 360,799,530. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions) | <b>4</b>  | 5,411,993.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4               | <b>5</b>  | 355,387,537. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                                      | <b>6</b>  | 17,769,377.  |

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

|           |                                                                                                           |           |             |
|-----------|-----------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                             | <b>1</b>  | 17,769,377. |
| <b>2a</b> | Tax on investment income for 2009 from Part VI, line 5                                                    | <b>2a</b> | 52,066.     |
| <b>b</b>  | Income tax for 2009 (This does not include the tax from Part VI.)                                         | <b>2b</b> |             |
| <b>c</b>  | Add lines 2a and 2b                                                                                       | <b>2c</b> | 52,066.     |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 17,717,311. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                 | <b>4</b>  |             |
| <b>5</b>  | Add lines 3 and 4                                                                                         | <b>5</b>  | 17,717,311. |
| <b>6</b>  | Deduction from distributable amount (see page 25 of the instructions)                                     | <b>6</b>  |             |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 17,717,311. |

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

|          |                                                                                                                                                                     |           |             |
|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-------------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes                                                                           |           |             |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                                       | <b>1a</b> | 27,287,246. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                                  | <b>1b</b> | 0.          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                                           | <b>2</b>  | 0.          |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the                                                                                                 |           |             |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                                      | <b>3a</b> | 0.          |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                               | <b>3b</b> | 0.          |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                                   | <b>4</b>  | 27,287,246. |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions) | <b>5</b>  | 52,066.     |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                               | <b>6</b>  | 27,235,180. |

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

**Part XIII Undistributed Income** (see page 26 of the instructions)

|                                                                                                                                                                                     | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| 1 Distributable amount for 2009 from Part XI, line 7 . . . . .                                                                                                                      |               |                            |             | 17,717,311. |
| 2 Undistributed income, if any, as of the end of 2009                                                                                                                               |               |                            |             |             |
| a Enter amount for 2008 only . . . . .                                                                                                                                              |               |                            |             |             |
| b Total for prior years 20 07, 20 06, 20 05 . . . . .                                                                                                                               |               |                            |             |             |
| 3 Excess distributions carryover, if any, to 2009                                                                                                                                   |               |                            |             |             |
| a From 2004 . . . . .                                                                                                                                                               |               |                            |             |             |
| b From 2005 . . . . .                                                                                                                                                               |               |                            |             |             |
| c From 2006 . . . . .                                                                                                                                                               |               |                            |             |             |
| d From 2007 . . . . .                                                                                                                                                               |               |                            |             |             |
| e From 2008 . . . . . 21,207,105.                                                                                                                                                   |               |                            |             |             |
| f Total of lines 3a through e . . . . .                                                                                                                                             | 21,207,105.   |                            |             |             |
| 4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 27,287,246.                                                                                                          |               |                            |             |             |
| a Applied to 2008, but not more than line 2a . . . . .                                                                                                                              |               |                            |             |             |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) . . . . .                                                                    |               |                            |             |             |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) . . . . .                                                                            |               |                            |             |             |
| d Applied to 2009 distributable amount . . . . .                                                                                                                                    |               |                            |             | 17,717,311. |
| e Remaining amount distributed out of corpus . . . . .                                                                                                                              | 9,569,935.    |                            |             |             |
| 5 Excess distributions carryover applied to 2009 .<br>(If an amount appears in column (d), the same amount must be shown in column (a).)                                            |               |                            |             |             |
| 6 Enter the net total of each column as indicated below:                                                                                                                            |               |                            |             |             |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                         | 30,777,040.   |                            |             |             |
| b Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                         |               |                            |             |             |
| 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. . . . . |               |                            |             |             |
| d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions . . . . .                                                                                          |               |                            |             |             |
| e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions . . . . .                                                            |               |                            |             |             |
| f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010 . . . . .                                                               |               |                            |             |             |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions) . . . . .                  |               |                            |             |             |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .                                                              |               |                            |             |             |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a . . . . .                                                                                             | 30,777,040.   |                            |             |             |
| 10 Analysis of line 9                                                                                                                                                               |               |                            |             |             |
| a Excess from 2005 . . . . .                                                                                                                                                        |               |                            |             |             |
| b Excess from 2006 . . . . .                                                                                                                                                        |               |                            |             |             |
| c Excess from 2007 . . . . .                                                                                                                                                        |               |                            |             |             |
| d Excess from 2008 . . . . . 21,207,105.                                                                                                                                            |               |                            |             |             |
| e Excess from 2009 . . . . . 9,569,935.                                                                                                                                             |               |                            |             |             |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

**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 2009, 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 |          |          |          | (e) Total |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------|----------|----------|-----------|
|                                                                                                                                                                    | (a) 2009      | (b) 2008 | (c) 2007 | (d) 2006 |           |
| <b>b</b> 85% of line 2a . . . . .                                                                                                                                  |               |          |          |          |           |
| <b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .                                                                             |               |          |          |          |           |
| <b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .                                                           |               |          |          |          |           |
| <b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . . .                                   |               |          |          |          |           |
| <b>3</b> Complete 3a, b, or c for the alternative test relied upon                                                                                                 |               |          |          |          |           |
| <b>a</b> "Assets" alternative test - enter                                                                                                                         |               |          |          |          |           |
| <b>(1)</b> Value of all assets . . . . .                                                                                                                           |               |          |          |          |           |
| <b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . .                                                                                     |               |          |          |          |           |
| <b>b</b> "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . . . .                              |               |          |          |          |           |
| <b>c</b> "Support" alternative test - enter                                                                                                                        |               |          |          |          |           |
| <b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . . |               |          |          |          |           |
| <b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . .                                      |               |          |          |          |           |
| <b>(3)</b> Largest amount of support from an exempt organization . . . . .                                                                                         |               |          |          |          |           |
| <b>(4)</b> 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 page 28 of 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) )

N/A

**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

N/A

**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 18

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

ATTACHMENT 19

**c** Any submission deadlines

SEE PART XV, LINE 2B ABOVE

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

SEE PART XV, LINE 2B ABOVE

**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)                       |                                                                                                           |                                |                                  |             |
| <b>a Paid during the year</b><br>SEE ATTACHMENT 20        |                                                                                                           |                                |                                  | 26,114,350. |
| <b>Total.</b>                                             |                                                                                                           |                                | <b>3a</b>                        | 26,114,350. |
| <b>b Approved for future payment</b><br>SEE ATTACHMENT 21 |                                                                                                           |                                |                                  | 63,300,000. |
| <b>Total.</b>                                             |                                                                                                           |                                | <b>3b</b>                        | 63,300,000. |

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

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated             |  | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See page 28 of<br>the instructions ) |
|------------------------------------------------------------|--|---------------------------|---------------|--------------------------------------|---------------|--------------------------------------------------------------------------------------|
|                                                            |  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |                                                                                      |
| 1 Program service revenue                                  |  |                           |               |                                      |               |                                                                                      |
| a _____                                                    |  |                           |               |                                      |               |                                                                                      |
| b _____                                                    |  |                           |               |                                      |               |                                                                                      |
| c _____                                                    |  |                           |               |                                      |               |                                                                                      |
| d _____                                                    |  |                           |               |                                      |               |                                                                                      |
| e _____                                                    |  |                           |               |                                      |               |                                                                                      |
| f _____                                                    |  |                           |               |                                      |               |                                                                                      |
| g Fees and contracts from government agencies              |  |                           |               |                                      |               |                                                                                      |
| 2 Membership dues and assessments . . . . .                |  |                           |               |                                      |               |                                                                                      |
| 3 Interest on savings and temporary cash investments       |  |                           |               | 14                                   | 179,861.      |                                                                                      |
| 4 Dividends and interest from securities . . . . .         |  |                           |               | 14                                   | 7,468,007.    |                                                                                      |
| 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                                   | -19,444,665.  |                                                                                      |
| 9 Net income or (loss) from special events . . .           |  |                           |               |                                      |               |                                                                                      |
| 10 Gross profit or (loss) from sales of inventory . .      |  |                           |               |                                      |               |                                                                                      |
| 11 Other revenue a _____                                   |  |                           |               |                                      |               |                                                                                      |
| b OTHER INCOME _____                                       |  |                           |               | 01                                   | 732,037.      |                                                                                      |
| c _____                                                    |  |                           |               |                                      |               |                                                                                      |
| d _____                                                    |  |                           |               |                                      |               |                                                                                      |
| e _____                                                    |  |                           |               |                                      |               |                                                                                      |
| 12 Subtotal Add columns (b), (d), and (e) . . . . .        |  |                           |               |                                      | -11,064,760.  |                                                                                      |
| 13 Total. Add line 12, columns (b), (d), and (e) . . . . . |  |                           |               |                                      |               | -11,064,760.                                                                         |

(See worksheet in line 13 instructions on page 28 to verify calculations )

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

[illegible]

## Part XVII

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

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

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.

**Sign Here**

Signature of officer or trustee

Date \_\_\_\_\_

PRESIDENT  
Title

Preparer's  
signature

Date \_\_\_\_\_

Check if self-employed ☐

Preparer's identifying  
number (See **Signature** on  
page 30 of the instructions)  
P00748652

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

ERNST & YOUNG US LLP  
200 CLARENDON STREET  
BOSTON, MA

02116-5072

EIN ▶ 34-6565596

Phone no 617-266-2000

**Schedule of Contributors**

OMB No 1545-0047

► Attach to Form 990, 990-EZ, or 990-PF.

**2009**

Name of the organization

YAWKEY FOUNDATION II

Employer identification number

04-2768239

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 an organization 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 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 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 (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions 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 990-EZ that received from any one contributor, during the year, 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.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **YAWKEY FOUNDATION II**Employer identification number  
04-2768239**Part I** Contributors (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                            | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                            |
|------------|------------------------------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | JEAN R. YAWKEY TRUST<br>990 WASHINGTON STREET, SUITE 315<br>DEDHAM, MA 02026 | \$ 2,352,265.                  | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
| 2          | JEAN R. YAWKEY TRUST<br>990 WASHINGTON STREET, SUITE 315<br>DEDHAM, MA 02026 | \$ 22,248,658.                 | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input checked="" type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |
|            |                                                                              | \$                             | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)                       |

Employer identification number

**Part II**   **Noncash Property** (see instructions)

JSA  
9E1254 1 000

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

| <u>DESCRIPTION</u>                       | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|------------------------------------------|---------------------------------------------------|--------------------------------------|
| INTEREST ON SAVINGS AND TEMPORARY INVEST | 179,861.                                          | 179,861.                             |
| TOTAL                                    | <u>179,861.</u>                                   | <u>179,861.</u>                      |

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|
| INTEREST INCOME                | 3,046,357.                                        | 3,046,357.                           |
| DIVIDEND INCOME                | 4,421,650.                                        | 4,421,650.                           |
| FLOW THROUGH FROM PARTNERSHIPS |                                                   | 116,974.                             |
| TOTAL                          | <u>7,468,007.</u>                                 | <u>7,584,981.</u>                    |

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION                                                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------------------------------------------|-----------------------------------------|-----------------------------|
| SECURITIES LITIGATION, FUTURES, MARGINS,<br>AND OTHER INVESTMENT INCOME | 42,683.                                 | 42,683.                     |
| NATURAL RESOURCE INCOME                                                 | 655,759.                                | 655,759.                    |
| PRIOR YEAR EXCHANGE TRADE CORRECTION                                    | 33,595.                                 | 33,595.                     |
| TOTALS                                                                  | <u>732,037.</u>                         | <u>732,037.</u>             |

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION                | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | ADJUSTED<br>NET<br>INCOME | CHARITABLE<br>PURPOSES |
|----------------------------|-----------------------------------------|-----------------------------|---------------------------|------------------------|
| BINGHAM MCCUTCHEN LLP      | 67,834.                                 | 67,479.                     | .                         | 355.                   |
| SPILMAN THOMAS BATTLE PLLC | 32,156.                                 | 32,156.                     |                           |                        |
| TOTALS                     | <u>99,990.</u>                          | <u>99,635.</u>              | <u>0.</u>                 | <u>355.</u>            |

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

| <u>DESCRIPTION</u> | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> | <u>ADJUSTED<br/>NET<br/>INCOME</u> | <u>CHARITABLE<br/>PURPOSES</u> |
|--------------------|---------------------------------------------------|--------------------------------------|------------------------------------|--------------------------------|
| ERNST & YOUNG LLP  | 96,665.                                           | 51,493.                              |                                    | 45,172.                        |
| TOTALS             | <u>96,665.</u>                                    | <u>51,493.</u>                       | <u>0.</u>                          | <u>45,172.</u>                 |

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| <u>DESCRIPTION</u>             | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------|---------------------------------------------------|--------------------------------------|
| STATE STREET-INV CUSTODIAL SVC | 328,407.                                          | 328,407.                             |
| COLUMBIA MANAGEMENT            | 13,222.                                           | 13,222.                              |
| TUKMAN GROSSMAN CAPITAL MGMT   | 102,993.                                          | 102,993.                             |
| SOUTHEASTERN ASSET MANAGEMENT  | 72,563.                                           | 72,563.                              |
| EUROPEAN INVESTORS INC         | 155,293.                                          | 155,293.                             |
| STEINBERG PRIEST ASSET MGMT    | 24,390.                                           | 24,390.                              |
| RUTABAGA CAPITAL MGMT          | 111,506.                                          | 111,506.                             |
| KALMAR INVESTMENTS INC         | 65,453.                                           | 65,453.                              |
| SANDS CAPITAL MANAGEMENT INC   | 9,625.                                            | 9,625.                               |
| LOOMIS SAYLES & COMPANY LP     | 101,903.                                          | 101,903.                             |
| WESTFIELD CAPITAL MANAGEMENT   | 58,864.                                           | 58,864.                              |
| GARDNER RUSSO MANAGEMENT       | 146,021.                                          | 146,021.                             |
| MAYO INVESTMENTS MANAGEMENT    | 160,591.                                          | 160,591.                             |
| AXIOM INVESTMENTS MANAGEMENT   | 119,626.                                          | 119,626.                             |
| INCOME RESEARCH & MANAGEMENT   | 46,507.                                           | 46,507.                              |
| MARSHALL MILLER & ASSOCIATES   | 19,938.                                           | 19,938.                              |
| GADDY ENGINEERING CORPORATION  | 16,666.                                           | 16,666.                              |
| OTHER CONSULTANTS              | 521.                                              | 521.                                 |
| TOTALS                         | <u>1,554,089.</u>                                 | <u>1,554,089.</u>                    |

ATTACHMENT 7FORM 990PF, PART I - TAXES

| <u>DESCRIPTION</u>                                     | <u>REVENUE<br/>AND<br/>EXPENSES<br/>PER BOOKS</u> | <u>NET<br/>INVESTMENT<br/>INCOME</u> |
|--------------------------------------------------------|---------------------------------------------------|--------------------------------------|
| FOREIGN TAXES PAID - FLOW<br>THROUGH FROM PARTNERSHIPS |                                                   | 28,585.                              |
| FEDERAL EXCISE TAXES                                   | 30,000.                                           |                                      |
| PERSONAL PROPERTY TAXES                                | 62,032.                                           | 62,032.                              |
| TOTALS                                                 | <u>92,032.</u>                                    | <u>90,617.</u>                       |

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION                    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME | CHARITABLE<br>PURPOSES |
|--------------------------------|-----------------------------------------|-----------------------------|------------------------|
| BTMC MANAGEMENT SERVICES       | 2,183,263.                              | 1,163,025.                  | 1,020,238.             |
| DIRECTORS & OFFICERS INSURANCE | 19,356.                                 | 10,311.                     | 9,045.                 |
| TELEPHONE                      | 2,017.                                  | 1,074.                      | 943.                   |
| POSTAGE AND SHIPPING           | 4,418.                                  | 2,353.                      | 2,065.                 |
| OFFICE AND GENERAL SUPPLIES    | 610.                                    | 325.                        | 285.                   |
| YAWKEY SCHOLARS EXPENSES       | 8,068.                                  |                             | 8,068.                 |
| OTHER EXPENSES                 | 1,021.                                  | 871.                        | 150.                   |
| FLOW THRU ENTITIES             |                                         |                             |                        |
| PORTFOLIO DEDUCTIONS FROM K-1  |                                         | 216,105.                    |                        |
| TOTALS                         | <u>2,218,753.</u>                       | <u>1,394,064.</u>           | <u>1,040,794.</u>      |

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSATTACHMENT 9

| <u>DESCRIPTION</u>   | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|----------------------|---------------------------------|------------------------------|-----------------------|
| SEE ATTACHMENT 9A    | 18,492,156.                     | 30,162,259.                  | 30,162,259.           |
| US OBLIGATIONS TOTAL | <u>18,492,156.</u>              | <u>30,162,259.</u>           | <u>30,162,259.</u>    |

## Part II, Line 10a, Investments - US Government and State Obligations

| Shares / Par Value | Security Name                 | Security Description | Cost      | Market Value |
|--------------------|-------------------------------|----------------------|-----------|--------------|
| 80,000.00          | FANNIE MAE                    | 5.375% 12 Jun 2017   | \$ 85,213 | \$ 88,700    |
| 60,305.43          | FED HM LN PC POOL 1G1616      | 5.335% 01 Mar 2037   | 60,588    | 63,467       |
| 30,237.23          | FED HM LN PC POOL 1G1695      | 1% 01 Apr 2037       | 31,443    | 32,058       |
| 61,886.40          | FED HM LN PC POOL 1G2408      | 1% 01 Jun 2036       | 62,813    | 65,264       |
| 41,640.06          | FED HM LN PC POOL 1G2598      | 1% 01 Jan 2037       | 41,790    | 44,115       |
| 96,211.58          | FED HM LN PC POOL 1J0573      | 1% 01 Aug 2037       | 99,880    | 102,046      |
| 60,352.97          | FED HM LN PC POOL 1J0906      | 1% 01 Feb 2038       | 63,701    | 63,642       |
| 32,404.43          | FED HM LN PC POOL 1J1035      | 1% 01 Apr 2038       | 32,737    | 33,942       |
| 167,799.59         | FED HM LN PC POOL 1J1543      | 1% 01 Feb 2037       | 176,609   | 178,012      |
| 328,775.67         | FED HM LN PC POOL 1Q0268      | 1% 01 Mar 2037       | 347,796   | 348,798      |
| 98,994.12          | FED HM LN PC POOL 1Q0299      | 1% 01 Jul 2036       | 104,222   | 103,406      |
| 214,404.87         | FED HM LN PC POOL A46049      | 5% 01 Jul 2035       | 205,376   | 220,280      |
| 150,808.37         | FED HM LN PC POOL C01435      | 6% 01 Dec 2032       | 156,169   | 161,553      |
| 275,267.71         | FED HM LN PC POOL C76093      | 5.5% 01 Jan 2033     | 280,171   | 289,835      |
| 172,433.30         | FED HM LN PC POOL G01843      | 6% 01 Jun 2035       | 176,623   | 184,288      |
| 333,653.22         | FED HM LN PC POOL G18330      | 4.5% 01 Nov 2024     | 347,755   | 343,282      |
| 97,524.70          | FED HM LN PC POOL J10791      | 4.5% 01 Sep 2024     | 101,647   | 100,339      |
| 37,815.29          | FEDERAL HOME LN MTG           | 4.356% 15 Oct 2035   | 35,204    | 30,812       |
| 12,544.79          | FEDERAL HOME LN MTG CORP      | 5% 15 Dec 2023       | 12,391    | 12,828       |
| 22,617.77          | FEDERAL HOME LN MTG CORP      | 5% 15 Sep 2018       | 22,321    | 23,138       |
| 50,000.00          | FEDERAL NATL MTG ASSN         | 0% 01 Jun 2017       | 37,191    | 36,334       |
| 126,987.93         | FEDERAL NATL MTG ASSN GTD REM | 4.299% 25 Jun 2043   | 120,981   | 128,714      |
| 37,507.10          | FEDERAL NATL MTG ASSN REMIC   | 4.48% 25 Jun 2043    | 36,159    | 37,249       |
| 204,205.35         | FEDERAL NATL MTG ASSN REMIC   | 4.55% 25 Jun 2043    | 193,588   | 204,429      |
| 111,852.69         | FEDERAL NATL MTG ASSN REMIC   | 4.68% 25 Jun 2043    | 105,943   | 109,965      |
| 134,396.63         | FEDERAL NATL MTG ASSN REMIC   | 5% 25 Jun 2043       | 130,695   | 136,560      |
| 64,937.02          | FHR 3536 PC                   | 4.5% 15 May 2039     | 67,357    | 67,778       |
| 72,985.79          | FHR 3565 XA                   | 4% 15 Aug 2022       | 74,893    | 75,498       |
| 63,720.78          | FNA 2009 M2 A1                | 2.387% 25 Jan 2019   | 64,039    | 63,173       |
| 117,034.49         | FNMA POOL 254631              | 5% 01 Feb 2018       | 119,357   | 123,339      |
| 145,031.83         | FNMA POOL 256398              | 6% 01 Sep 2021       | 146,301   | 155,158      |
| 260,382.49         | FNMA POOL 357957              | 1% 01 Sep 2035       | 258,389   | 273,511      |
| 80,000.00          | FNMA POOL 463205              | 4.6% 01 Sep 2019     | 79,653    | 80,409       |
| 80,850.44          | FNMA POOL 545978              | 4.783% 01 Nov 2012   | 79,622    | 84,992       |
| 72,688.28          | FNMA POOL 555162              | 4.834% 01 Jan 2013   | 71,595    | 76,691       |
| 139,492.33         | FNMA POOL 555435              | 4.51% 01 May 2013    | 133,193   | 145,848      |
| 57,376.98          | FNMA POOL 555503              | 4.408% 01 May 2013   | 54,329    | 59,922       |
| 134,398.82         | FNMA POOL 694448              | 5.5% 01 Apr 2033     | 135,764   | 141,259      |
| 115,782.95         | FNMA POOL 745331              | 5.072% 01 Jan 2016   | 112,816   | 123,729      |
| 421,107.31         | FNMA POOL 745418              | 5.5% 01 Apr 2036     | 426,974   | 442,340      |
| 201,092.68         | FNMA POOL 745480              | 0.05839% 01 Apr 2036 | 200,213   | 214,646      |
| 398,355.49         | FNMA POOL 745504              | 1% 01 Feb 2016       | 386,654   | 425,770      |
| 107,117.06         | FNMA POOL 745530              | 1% 01 Apr 2016       | 108,464   | 114,477      |
| 63,288.00          | FNMA POOL 815316              | 5.5% 01 May 2035     | 63,911    | 66,479       |
| 37,740.61          | FNMA POOL 821252              | 1% 01 May 2035       | 37,374    | 39,266       |
| 121,766.25         | FNMA POOL 821890              | 5% 01 Jun 2035       | 116,658   | 125,198      |
| 95,976.03          | FNMA POOL 822979              | 5.5% 01 Apr 2035     | 96,936    | 100,815      |
| 87,003.42          | FNMA POOL 879640              | 6% 01 Jul 2021       | 87,384    | 93,078       |
| 76,572.08          | FNMA POOL 888090              | 5.5% 01 Jan 2037     | 75,723    | 80,301       |
| 12,869.58          | FNMA POOL 888102              | 5.5% 01 May 2036     | 13,052    | 13,518       |
| 95,715.62          | FNMA POOL 898832              | 5.5% 01 Nov 2036     | 93,824    | 100,377      |
| 37,151.76          | FNMA POOL 902188              | 1% 01 Nov 2036       | 38,472    | 39,246       |

## Part II, Line 10a, Investments - US Government and State Obligations

| Shares / Par Value | Security Name                                            | Security Description | Cost                 | Market Value         |
|--------------------|----------------------------------------------------------|----------------------|----------------------|----------------------|
| 200,468.94         | FNMA POOL 930612                                         | 4 5% 01 Feb 2039     | 200,829              | 200,303              |
| 95,687.97          | FNMA POOL 933628                                         | 1% 01 Jul 2038       | 94,559               | 100,692              |
| 49,560.14          | FNMA POOL 958596                                         | 4 67% 01 Jun 2019    | 49,217               | 50,369               |
| 198,887.03         | FNMA POOL 959195                                         | 6 5% 01 Nov 2037     | 202,865              | 213,213              |
| 94,346.33          | FNMA POOL 965185                                         | 1% 01 Sep 2038       | 92,872               | 98,537               |
| 623,136.84         | FNMA POOL 970929                                         | 5.5% 01 Dec 2038     | 644,995              | 652,998              |
| 19,350.83          | FNMA POOL 974781                                         | 1% 01 Apr 2038       | 19,593               | 20,261               |
| 137,080.60         | FNMA POOL 976969                                         | 6% 01 Feb 2038       | 143,228              | 145,412              |
| 425,398.57         | FNMA POOL 991483                                         | 6% 01 Oct 2038       | 445,605              | 450,991              |
| 1,080,976.22       | FNMA POOL AA0585                                         | 5% 01 Feb 2039       | 1,103,271            | 1,110,422            |
| 99,725.82          | FNMA POOL AC6323                                         | 4% 01 Oct 2039       | 98,479               | 96,370               |
| 199,693.78         | FNMA POOL AC7591                                         | 4 5% 01 Nov 2039     | 203,906              | 199,528              |
| 130,307.21         | GNMA POOL 603349                                         | 6% 15 Jan 2033       | 135,621              | 139,042              |
| 46,433.35          | UNITED STATES TREAS                                      | 1 625% 15 Jan 2018   | 44,674               | 47,532               |
| 220,000.00         | UNITED STATES TREAS BDS                                  | 4 5% 15 May 2038     | 226,454              | 215,428              |
| 975,000.00         | UNITED STATES TREAS NTS                                  | 0 875% 28 Feb 2011   | 977,348              | 977,360              |
| 51,000.00          | UNITED STATES TREAS NTS                                  | 1 125% 15 Dec 2011   | 51,104               | 51,018               |
| 1,095,000.00       | UNITED STATES TREAS NTS                                  | 1 125% 15 Dec 2011   | 1,096,128            | 1,095,383            |
| 410,000.00         | UNITED STATES TREAS NTS                                  | 2 125% 30 Apr 2010   | 416,584              | 412,645              |
| 55,000.00          | UNITED STATES TREAS NTS                                  | 2 25% 31 May 2014    | 54,010               | 54,626               |
| 134,000.00         | UNITED STATES TREAS NTS                                  | 2.25% 31 May 2014    | 132,907              | 133,089              |
| 8,000,000.00       | UNITED STATES TREAS NTS                                  | 2.75% 15 Feb 2019    | 7,936,013            | 7,365,040            |
| 7,500,000.00       | UNITED STATES TREAS NTS                                  | 3.5% 15 Feb 2018     | 7,497,706            | 7,438,500            |
| 117,000.00         | UNITED STATES TREAS NTS                                  | 4% 15 Feb 2015       | 126,738              | 124,349              |
| 45,000.00          | US TREASURY N/B                                          | 1 375% 15 Sep 2012   | 45,025               | 44,789               |
| 574,000.00         | US TREASURY N/B                                          | 3.125% 15 May 2019   | 557,170              | 543,595              |
| 317,000.00         | US TREASURY N/B                                          | 3 125% 15 May 2019   | 305,462              | 300,209              |
| 229,000.00         | US TREASURY N/B                                          | 4 25% 15 May 2039    | 219,740              | 214,832              |
| 30,057.00          | US TREASURY NTS                                          | 3% 15 Jul 2012       | 30,351               | 32,316               |
| 551,000.00         | US TREASURY SEC                                          | 0 875% 31 Dec 2010   | 554,352              | 553,022              |
|                    | <b>Total federal government obligations</b>              |                      | <b>29,918,760</b>    | <b>29,551,743</b>    |
|                    |                                                          |                      |                      |                      |
|                    |                                                          |                      |                      |                      |
| 10,000.00          | CALIFORNIA ST                                            | 5.25% 01 Apr 2014    | 10,051               | 10,053               |
| 25,000.00          | HYDRO QUEBEC                                             | 6.3% 11 May 2011     | 27,791               | 26,703               |
| 70,000.00          | ILLINOIS ST                                              | 5.1% 01 Jun 2033     | 61,916               | 58,303               |
| 130,000.00         | MASSACHUSETTS ST                                         | 5.456% 01 Dec 2039   | 130,000              | 124,237              |
| 120,000.00         | NEW YORK ST DORM AUTH ST PERS                            | 5.14% 15 Mar 2011    | 118,574              | 123,907              |
| 10,000.00          | QUEBEC PROV CDA                                          | 4.625% 14 May 2018   | 9,807                | 10,224               |
| 258,000.00         | WI TREASURY SEC                                          | 0 26% 18 Nov 2010    | 257,484              | 257,088              |
|                    | <b>Total state, municipal, and comingled obligations</b> |                      | <b>615,623</b>       | <b>610,516</b>       |
|                    |                                                          |                      |                      |                      |
|                    | <b>U.S. and state government obligations</b>             |                      | <b>\$ 30,534,383</b> | <b>\$ 30,162,259</b> |
|                    |                                                          |                      |                      |                      |
|                    |                                                          |                      |                      |                      |

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 10

| <u>DESCRIPTION</u> | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|---------------------------------|------------------------------|-----------------------|
| SEE ATTACHMENT 10A | 187,521,592.                    | 250,559,043.                 | 250,559,043.          |
| TOTALS             | <u>187,521,592.</u>             | <u>250,559,043.</u>          | <u>250,559,043.</u>   |

## Form 990-PF

## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name                 | Security Description           | Cost       | Market Value |
|--------------------|-------------------------------|--------------------------------|------------|--------------|
| 6,900.00           | 3M CO                         | COM                            | \$ 474,285 | \$ 570,423   |
| 1,937.00           | ABBOTT LABS                   | COM                            | 86,227     | 104,579      |
| 13,500.00          | ABBOTT LABS                   | COM                            | 648,630    | 728,865      |
| 120,200.00         | ACCO BRANDS CORP              | COM                            | 712,739    | 875,056      |
| 8,000.00           | ADOBE SYSTEMS INC             | COM                            | 319,086    | 294,240      |
| 51,000.00          | AEON MALL CO                  | NPV                            | 1,136,219  | 982,803      |
| 5,620.00           | ALBEMARLE CORP                | COM                            | 139,116    | 204,399      |
| 5,628.00           | ALEXION PHARMACEUTICALS INC   | COM                            | 119,755    | 274,759      |
| 900.00             | ALLEGHENY TECHNOLOGIES INC    | COM                            | 26,495     | 40,293       |
| 2,040.00           | ALLIANCE DATA SYSTEMS CORP    | COM                            | 117,561    | 131,764      |
| 3,150.00           | ALTRIA GROUP INC              | COM                            | 46,153     | 61,835       |
| 36,000.00          | ALTRIA GROUP INC              | COM                            | 775,885    | 706,680      |
| 10,000.00          | ALTRIA GROUP INC              | COM                            | 115,360    | 196,300      |
| 8,150.00           | AMERICAN EAGLE OUTFITTERS INC | COM                            | 88,676     | 138,387      |
| 1,475.00           | AMERICAN EXPRESS CO           | COM                            | 36,595     | 59,767       |
| 10,000.00          | AMERICAN EXPRESS CO           | COM                            | 298,439    | 405,200      |
| 1,600.00           | AMERICAN PUB ED INC           | COM                            | 55,850     | 54,976       |
| 10,000.00          | AMERICAN TOWER CORP           | CL A                           | 407,886    | 432,100      |
| 3,400.00           | AMETEK INC NEW                | COM                            | 90,164     | 130,016      |
| 9,000.00           | ANADARKO PETE CORP            | COM                            | 406,807    | 561,780      |
| 8,000.00           | ANADARKO PETE CORP            | COM                            | 465,773    | 499,360      |
| 715.00             | ANALOGIC CORP                 | COM PAR 0.05                   | 44,142     | 27,535       |
| 31,300.00          | ANGIODYNAMICS INC             | COM                            | 433,577    | 503,304      |
| 12,000.00          | AON CORP                      | COM                            | 438,706    | 460,080      |
| 1,000.00           | APPLE INC                     | COM NPV                        | 146,731    | 210,860      |
| 10,000.00          | ARCHER DANIELS MIDLAND CO     | COM                            | 336,542    | 313,100      |
| 610.00             | ARCHER DANIELS MIDLAND CO     | CORPORATE UNIT                 | 22,583     | 26,602       |
| 46,100.00          | ARCTIC CAT INC                | COM                            | 481,046    | 422,276      |
| 8,460.00           | ARIBA INC                     | COM NEW                        | 101,300    | 105,919      |
| 375,000.00         | ASCENDAS INDIA TRUST COM ST   | UNITS NPV REGS                 | 126,119    | 261,761      |
| 1,100,000.00       | ASIAN PROPERTY DEV            | THB (ALIEN MARKET)             | 224,997    | 189,712      |
| 6,995.00           | AT+T INC                      | COM                            | 171,372    | 196,070      |
| 50,000.00          | AT+T INC                      | COM                            | 1,320,830  | 1,401,500    |
| 10,000.00          | AT+T INC                      | COM                            | 280,226    | 280,300      |
| 2,750.00           | ATLAS AIR WORLDWIDE HLDGS INC | COM NEW                        | 76,772     | 102,438      |
| 22,830.00          | ATMEL CORP                    | COM                            | 86,582     | 105,246      |
| 5,060.00           | ATMI INC                      | COM                            | 143,296    | 94,217       |
| 2,620.00           | ATWOOD OCEANICS INC           | COM                            | 66,073     | 93,927       |
| 1,345.00           | AUTOMATIC DATA PROCESSING INC | COM                            | 44,954     | 57,593       |
| 5,000.00           | AUTOMATIC DATA PROCESSING INC | COM                            | 195,633    | 214,100      |
| 22,000.00          | AUTOMATIC DATA PROCESSING INC | COM                            | 755,991    | 942,040      |
| 882.00             | AVON PRODS INC                | COM                            | 19,822     | 27,783       |
| 11,100.00          | AVON PRODS INC                | COM                            | 424,702    | 349,650      |
| 753,317.81         | AXIOM INTERNATIONAL EQUITY FD | COMMINGLED GLOBAL ex US GROWTH | 12,545,075 | 13,500,928   |
| 1.00               | BANK AMER CORP SER L          | NON CUMULATIVE PERPETUAL CONV  | 953        | 879          |
| 12,500.00          | BANK NEW YORK MELLON CORP     | COM                            | 340,401    | 349,625      |
| 10,000.00          | BANK NEW YORK MELLON CORP     | COM                            | 328,639    | 279,700      |
| 9,000.00           | BANK NEW YORK MELLON CORP     | COM                            | 242,469    | 251,730      |
| 12,500.00          | BANK OF AMERICA CORP          | COM                            | 201,826    | 188,250      |
| 25,000.00          | BANK OF AMERICA CORP          | COM                            | 331,140    | 376,500      |
| 19,500.00          | BARRICK GOLD CORP             | COM                            | 863,351    | 767,910      |
| 7,000.00           | BAXTER INTL INC               | COM                            | 390,891    | 410,760      |

## Form 990-PF

## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name                  | Security Description           | Cost       | Market Value |
|--------------------|--------------------------------|--------------------------------|------------|--------------|
| 8,500.00           | BE AEROSPACE INC               | COM                            | 186,592    | 199,750      |
| 4,630.00           | BELDEN INC                     | COM                            | 110,977    | 101,490      |
| 34,400.00          | BELDEN INC                     | COM                            | 648,739    | 754,048      |
| 18.00              | BERKSHIRE HATHAWAY INC DEL     | CL A                           | 2,461,039  | 1,785,600    |
| 5.00               | BERKSHIRE HATHAWAY INC DEL     | CL A                           | 371,275    | 496,000      |
| 126.00             | BERKSHIRE HATHAWAY INC DEL     | CL B                           | 415,181    | 414,036      |
| 505.00             | BHP BILLITON LTD               | SPONSORED ADR                  | 22,525     | 38,673       |
| 4,485.00           | BJS RESTAURANTS INC            | COM                            | 72,362     | 84,408       |
| 140,225.14         | BLACKROCK FDS II               | GLOBAL RES PORT INSTL SHS      | 7,037,399  | 5,084,564    |
| 2,150.00           | BMC SOFTWARE INC               | COM                            | 72,152     | 86,215       |
| 2,500.00           | BP PLC                         | SPONSORED ADR                  | 162,850    | 144,925      |
| 42,400.00          | BRIGGS + STRATTON CORP         | COM                            | 816,863    | 793,304      |
| 5,110.00           | BRIGHAM EXPL CO                | COM                            | 57,923     | 69,241       |
| 5,715.00           | BRISTOL MYERS SQUIBB CO        | COM                            | 129,437    | 144,304      |
| 15,000.00          | BRISTOL MYERS SQUIBB CO        | COM                            | 406,475    | 378,750      |
| 16,825.00          | BRIT AMER TOBACCO              | ORD GBP0.25                    | 592,202    | 547,880      |
| 10,300.00          | BROCADE COMMUNICATIONS SYS INC | COM NEW                        | 76,713     | 78,589       |
| 8,750.00           | BROWN FORMAN CORP              | CL A                           | 479,281    | 493,063      |
| 37,100.00          | BRUNSWICK CORP                 | COM                            | 461,781    | 471,541      |
| 4,000.00           | BURLINGTON NORTHN SANTA FE     | COM                            | 403,961    | 394,480      |
| 58,000.00          | CADBURY PLC                    | ORD GBP0.10                    | 611,804    | 746,948      |
| 759.00             | CANON INC                      | ADR REPSTG 5 SHS               | 36,999     | 32,121       |
| 242,200.00         | CAPITALAND                     | SGD1                           | 715,330    | 724,556      |
| 4,100.00           | CELANESE CORP DE               | COM SER A                      | 92,669     | 131,610      |
| 44,245.00          | CEMEX S.A B DE C.C ADR         | SPONSORED ADR NEW REP ORD PART | 906,042    | 522,976      |
| 550.00             | CENOVUS ENERGY INC             | COMMON STOCK                   | 10,848     | 13,860       |
| 858,600.00         | CENT PATTANA PUB               | THB1 ALIEN                     | 463,523    | 522,783      |
| 1,502.00           | CENTRAL EUROPEAN DISTR CORP    | COM                            | 38,391     | 42,672       |
| 193,116.00         | CFS RETAIL PROP                | NPV                            | 254,250    | 329,990      |
| 2,850.00           | CHARLES RIV LABORATORIES INTL  | COM                            | 110,344    | 96,017       |
| 7,200.00           | CHECK POINT SOFTWARE           | COM                            | 167,982    | 243,936      |
| 7,500.00           | CHESAPEAKE ENERGY CORP         | COM                            | 292,738    | 194,100      |
| 30,000.00          | CHESAPEAKE ENERGY CORP         | COM                            | 809,990    | 776,400      |
| 1,520.00           | CHEVRON CORP                   | COM                            | 57,806     | 117,025      |
| 5,000.00           | CHEVRON CORP                   | COM                            | 187,531    | 384,950      |
| 6,710.00           | CHICAGO BRDG + IRON CO N V     | N Y REGISTRY SH                | 81,666     | 135,676      |
| 352,080.00         | CHINA O/SEAS LAND              | HKD0.10                        | 388,878    | 744,658      |
| 50,100.00          | CHIQUITA BRANDS INTL INC       | COM                            | 652,790    | 903,804      |
| 500.00             | CHUBB CORP                     | COM                            | 18,260     | 24,590       |
| 2,000.00           | CHURCH AND DWIGHT INC          | COM                            | 99,648     | 120,900      |
| 10,000.00          | CISCO SYS INC                  | COM                            | 243,444    | 239,400      |
| 18,000.00          | CISCO SYS INC                  | COM                            | 317,203    | 430,920      |
| 92,500.00          | CITIGROUP INC                  | COM                            | 407,841    | 306,175      |
| 2,800.00           | CITRIX SYS INC                 | COM                            | 84,458     | 116,508      |
| 103,000.00         | CITY DEVELOPMENTS              | SGD 0.50                       | 1,054,939  | 848,093      |
| 3,170.00           | CLEAN ENERGY FUELS CORP        | COM                            | 41,451     | 48,850       |
| 1,340.00           | CLEAN HBRS INC                 | COMMON STOCK                   | 79,924     | 79,877       |
| 540.00             | COCA COLA CO                   | COM                            | 23,942     | 30,780       |
| 5,000.00           | COCA COLA CO                   | COM                            | 263,971    | 285,000      |
| 16,900.00          | COCA COLA CO                   | COM                            | 746,780    | 963,300      |
| 47,000.00          | COGNEX CORP                    | COM                            | 622,107    | 832,840      |
| 790,394.39         | COHEN + STEERS ASIA PAC RLTY   | CL I                           | 12,351,592 | 6,702,544    |

## Form 990-PF

## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name                | Security Description           | Cost      | Market Value |
|--------------------|------------------------------|--------------------------------|-----------|--------------|
| 437,771.11         | COLUMBIA FDS SER TR I        | CONSERVATIVE HIGH YIEL FD CL Z | 3,044,014 | 3,274,528    |
| 435,364.59         | COLUMBIA FDS SER TR I        | HIGH YIELD OPPORTUNITY FD CL Z | 1,524,804 | 1,658,739    |
| 37,500.00          | COMCAST CORP NEW             | CL A                           | 667,734   | 632,250      |
| 50,000.00          | COMCAST CORP NEW             | CL A SPL                       | 995,129   | 800,500      |
| 12,300.00          | COMVERSE TECHNOLOGY INC      | COM NEW                        | 189,575   | 116,235      |
| 20,000.00          | CONAGRA INC                  | COM                            | 400,455   | 461,000      |
| 2,110.00           | CONCUR TECHNOLOGIES INC      | COM                            | 52,277    | 90,203       |
| 760 00             | CONOCOPHILLIPS               | COM                            | 58,046    | 38,813       |
| 3,600.00           | CONOCOPHILLIPS               | COM                            | 154,136   | 183,852      |
| 3,550 00           | CONSOL ENERGY INC            | COM                            | 94,495    | 176,790      |
| 8,000 00           | CONSOLIDATED EDISON INC      | COM                            | 237,470   | 363,440      |
| 3,550.00           | CONSTANT CONTACT INC         | COM                            | 68,269    | 56,800       |
| 7,105 00           | COOPER COS INC               | COM NEW                        | 315,452   | 270,843      |
| 5,000 00           | COOPER INDUSTRIES PLC        | COMMON STOCK                   | 198,746   | 213,200      |
| 800 00             | CORE LABORATORIES NV         | COM                            | 19,820    | 94,496       |
| 7,500 00           | CORNING INC                  | COM                            | 114,717   | 144,825      |
| 7,770.00           | CORRECTIONS CORP AMER NEW    | COM NEW                        | 141,110   | 190,754      |
| 99,100.00          | COTT CORP QUE                | COM                            | 540,938   | 812,620      |
| 10,000.00          | COVIDIEN PLC                 | COMMON STOCK                   | 378,147   | 478,900      |
| 2,600.00           | CRANE CO                     | COM                            | 70,335    | 79,612       |
| 5,000.00           | CROWN HLDGS INC              | COM                            | 121,478   | 127,900      |
| 2,000 00           | CTRIIP COM INTL ADR          | ADR                            | 97,749    | 143,720      |
| 11,000.00          | CVS CAREMARK CORP            | COM                            | 407,510   | 354,310      |
| 12,470.00          | CYBERSOURCE CORP DEL         | COM                            | 170,138   | 250,772      |
| 89,000.00          | DAIWA HOUSE INDS             | JPY50                          | 1,395,889 | 950,277      |
| 6,000.00           | DAVITA INC                   | COM                            | 286,136   | 352,440      |
| 3,000 00           | DAVITA INC                   | COM                            | 135,186   | 176,220      |
| 950.00             | DEERE + CO                   | COM                            | 33,531    | 51,386       |
| 10,000 00          | DELL INC                     | COM                            | 143,030   | 143,600      |
| 52,000.00          | DELL INC                     | COM                            | 1,201,618 | 746,720      |
| 8,700.00           | DENBURY RES INC              | COM NEW                        | 75,679    | 128,760      |
| 3,615.00           | DEVRY INC DEL                | COM                            | 90,107    | 205,079      |
| 1,900 00           | DEVRY INC DEL                | COM                            | 97,795    | 107,787      |
| 40,000.00          | DIAGEO                       | ORD GBX28.935185               | 791,967   | 700,198      |
| 900.00             | DIAGEO PLC                   | SPONCERED ADR NEW              | 53,227    | 62,469       |
| 1,880.00           | DIGITAL RIV INC              | COM                            | 82,953    | 50,741       |
| 2,095.00           | DIODES INC                   | COM                            | 33,287    | 42,843       |
| 33,000.00          | DIRECTV                      | COM CLASS A                    | 783,514   | 1,100,550    |
| 3,000.00           | DISCOVERY COMMUNICATIONS INC | COM SER A                      | 56,135    | 92,010       |
| 24,000 00          | DISNEY WALT CO               | DISNEY COM                     | 528,682   | 774,000      |
| 21,900 00          | DISNEY WALT CO               | DISNEY COM                     | 578,748   | 706,275      |
| 588 00             | DOMINION RES INC VA NEW      | COM                            | 22,451    | 22,885       |
| 702.00             | DOVER CORP                   | COM                            | 23,535    | 29,210       |
| 5,000.00           | DR PEPPER SNAPPLE GROUP INC  | COM                            | 146,570   | 141,500      |
| 5,989 00           | DSW INC                      | CL A                           | 84,240    | 154,995      |
| 1,522 00           | DU PONT E I DE NEMOURS + CO  | COM                            | 63,702    | 51,246       |
| 10,000 00          | DUKE ENERGY HLDG CORP        | COM                            | 121,143   | 172,100      |
| 1,571.00           | EATON VANCE CORP             | COM NON VTG                    | 29,385    | 47,774       |
| 6,400 00           | EDUCATION RLTY TR INC        | COM                            | 42,329    | 30,976       |
| 16,600.00          | ELAN CORP PLC                | ADR                            | 146,089   | 108,232      |
| 3,600.00           | ELIZABETH ARDEN INC          | COM                            | 78,894    | 51,984       |
| 15,000 00          | EMC CORP                     | COM                            | 225,659   | 262,050      |

## Form 990-PF

## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name                 | Security Description   | Cost       | Market Value |
|--------------------|-------------------------------|------------------------|------------|--------------|
| 1,100.00           | EMERSON ELEC CO               | COM                    | 39,438     | 46,860       |
| 1,880.00           | ENCANA CORP                   | COM                    | 52,033     | 60,893       |
| 6,560.00           | ENERSYS                       | COM                    | 134,980    | 143,467      |
| 36,500.00          | ENERSYS                       | COM                    | 557,022    | 798,255      |
| 3,500.00           | ENSCO INTERNATIONAL SPON ADR  | ADR                    | 126,753    | 119,263      |
| 245.00             | ENTERGY CORP NEW              | COM                    | 17,152     | 20,051       |
| 8,000.00           | ENTERPRISE PRODS PARTNERS L P | COM UNIT               | 188,636    | 251,280      |
| 3,500.00           | EQT CORP                      | COM                    | 223,379    | 153,720      |
| 1,650.00           | EQT CORP                      | COM                    | 81,031     | 72,468       |
| 3,760.00           | ERESEARCH TECHNOLOGY INC      | COM                    | 40,988     | 22,598       |
| 4,070.00           | EURONET WORLDWIDE INC         | COM                    | 98,145     | 89,337       |
| 2,590.00           | EVERCORE PARTNERS INC         | CL A                   | 83,657     | 78,736       |
| 6,100.00           | EXTERRAN HLDGS INC            | COM                    | 281,384    | 130,845      |
| 3,176.00           | EXXON MOBIL CORP              | COM                    | 138,606    | 216,571      |
| 8,000.00           | EXXON MOBIL CORP              | COM                    | 401,017    | 545,520      |
| 3,075.00           | FEDERAL HOME LN MTG           | PFR STK USD1 00        | 76,875     | 3,229        |
| 4,758.00           | FEDERAL NATL MTG ASSN         | PFD SER S              | 118,950    | 5,234        |
| 1,050.00           | FEDERATED INVS INC PA         | CL B                   | 30,286     | 28,875       |
| 5,600.00           | FEDEX CORP                    | COM                    | 484,170    | 467,320      |
| 3,585.00           | FEI CO                        | COM                    | 75,358     | 83,746       |
| 10,207.56          | FIRST HORIZON NATL CORP       | COM                    | 122,084    | 136,781      |
| 8,465.00           | FLOWERS COM INC               | CL A                   | 61,143     | 22,432       |
| 2,275.00           | FOOT LOCKER INC               | COM                    | 27,652     | 25,344       |
| 416.00             | FPL GROUP INC                 | COM                    | 26,241     | 21,973       |
| 44,500.00          | FREDS INC                     | CL A                   | 501,915    | 453,900      |
| 25,300.00          | FREIGHTCAR AMER INC           | COM                    | 753,618    | 501,699      |
| 45,000.00          | FRONTIER COMMUNICATIONS CORP  | COM                    | 314,533    | 351,450      |
| 1,685.00           | GALLAGHER ARTHUR J + CO       | COM                    | 47,367     | 37,929       |
| 3,470.00           | GAMESTOP CORP NEW             | CL A                   | 50,295     | 76,132       |
| 1,685.00           | GAP INC                       | COM                    | 22,665     | 35,301       |
| 5,839.00           | GENERAL ELEC CO               | COM                    | 183,703    | 88,344       |
| 22,500.00          | GENERAL ELEC CO               | COM                    | 454,417    | 340,425      |
| 25,000.00          | GENERAL ELEC CO               | COM                    | 299,019    | 378,250      |
| 13,400.00          | GENERAL ELEC CO               | COM                    | 402,555    | 202,742      |
| 425.00             | GENERAL MLS INC               | COM                    | 20,947     | 30,094       |
| 5,000.00           | GENERAL MLS INC               | COM                    | 294,155    | 354,050      |
| 6,900.00           | GENTEX CORP                   | COM                    | 87,260     | 123,165      |
| 2,000.00           | GENTEX CORP                   | COM                    | 35,657     | 35,700       |
| 7,000.00           | GILEAD SCIENCES INC           | COM                    | 169,106    | 302,960      |
| 8,000.00           | GLAXOSMITHKLINE PLC           | SPONSORED ADR          | 398,403    | 338,000      |
| 3,940.00           | GLOBAL TRAFFIC NETWORK INC    | COM                    | 21,932     | 16,351       |
| 1,275,848.57       | GMO TR                        | EMERGING MKTS FD CL II | 13,550,365 | 15,705,696   |
| 5,000.00           | GOLDCORP INC                  | COM                    | 131,834    | 196,700      |
| 3,000.00           | GOLDMAN SACHS GROUP INC       | COM                    | 316,201    | 506,520      |
| 423,600.00         | GPT GROUP                     | REAL ESTATE            | 234,632    | 230,484      |
| 127,200.00         | GREAT LAKES DREDGE            | COM                    | 568,824    | 824,256      |
| 315,000.00         | GUANGZHOU R+F PROP            | H CNY0 25(POST SUBD)   | 493,698    | 556,548      |
| 5,000.00           | HALLIBURTON CO                | COM                    | 131,874    | 150,450      |
| 8,000.00           | HALLIBURTON CO                | COM                    | 166,915    | 240,720      |
| 290,000.00         | HANG LUNG PROP                | HKD1                   | 697,000    | 1,144,434    |
| 4,600.00           | HASBRO INC                    | COM                    | 126,638    | 147,476      |
| 4,390.00           | HEALTHCARE SVCS GROUP INC     | COM                    | 81,275     | 94,209       |

## Form 990-PF

## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name                  | Security Description      | Cost      | Market Value |
|--------------------|--------------------------------|---------------------------|-----------|--------------|
| 34,675.00          | HEINEKEN HOLDING               | EUR1.6                    | 1,594,817 | 1,454,439    |
| 1,176.00           | HEINZ H J CO                   | COM                       | 54,491    | 50,286       |
| 6,000.00           | HEINZ H J CO                   | COM                       | 220,564   | 256,560      |
| 7,500.00           | HESS CORP                      | COM                       | 413,004   | 453,750      |
| 10,000.00          | HEWITT ASSOCS INC              | CLASS A                   | 303,548   | 422,600      |
| 2,274.00           | HEWLETT PACKARD CO             | COM                       | 69,113    | 117,134      |
| 8,000.00           | HEWLETT PACKARD CO             | COM                       | 324,171   | 412,080      |
| 4,950.00           | HIBBETT SPORTS INC             | COM                       | 92,083    | 108,851      |
| 2,275.00           | HOME DEPOT INC                 | COM                       | 72,701    | 65,816       |
| 1,560.00           | HONEYWELL INTL INC             | COM                       | 50,599    | 61,152       |
| 8,000.00           | HONEYWELL INTL INC             | COM                       | 345,828   | 313,600      |
| 262,000.00         | HONG KONG LAND HLD             | USD 0.10(SING QUOTE)      | 1,087,477 | 1,296,900    |
| 338,709.00         | HYSAN DEVELOPMENT              | HKD5                      | 898,644   | 963,178      |
| 15,000.00          | ICU MEDICAL INC                | COM                       | 406,329   | 546,600      |
| 4,600.00           | IDEX CORP                      | COM                       | 123,650   | 143,290      |
| 3,200.00           | IDEXX LABS INC                 | COM                       | 105,436   | 171,008      |
| 4,400.00           | ILLUMINA INC                   | COM                       | 167,649   | 134,860      |
| 4,820.00           | INNERWORKINGS INC              | COM                       | 87,150    | 28,438       |
| 6,643.00           | INTEL CORP                     | COM                       | 133,332   | 135,517      |
| 10,000.00          | INTEL CORP                     | COM                       | 201,350   | 204,000      |
| 1,400.00           | INTERNATIONAL BUSINESS MACHS   | COM                       | 130,634   | 183,260      |
| 3,000.00           | INTERNATIONAL BUSINESS MACHS   | COM                       | 348,269   | 392,700      |
| 9,100.00           | INTERNATIONAL BUSINESS MACHS   | COM                       | 776,653   | 1,191,190    |
| 46,900.00          | INTERTAPE POLYMER GROUP INC    | COM                       | 253,883   | 133,309      |
| 730.00             | INTRNTNL FLAVRS + FRAGRNCs INC | COM                       | 29,516    | 30,032       |
| 35,000.00          | ISHARES INC                    | MSCI BRAZIL FREE INDEX FD | 2,005,479 | 2,611,350    |
| 66,000.00          | ISHARES MSCI HONG KONG INDEX   | MUTUAL FUND               | 998,593   | 1,033,560    |
| 5,355.00           | IXIA                           | COM                       | 75,526    | 39,841       |
| 2,137.00           | JOHNSON + JOHNSON              | COM                       | 138,854   | 137,644      |
| 6,000.00           | JOHNSON + JOHNSON              | COM                       | 407,393   | 386,460      |
| 14,200.00          | JOHNSON + JOHNSON              | COM                       | 769,139   | 914,622      |
| 1,700.00           | JOY GLOBAL INC                 | COM                       | 40,208    | 87,703       |
| 3,816.00           | JPMORGAN CHASE + CO            | COM                       | 127,815   | 159,013      |
| 8,000.00           | JPMORGAN CHASE + CO            | COM                       | 291,798   | 333,360      |
| 4,420.00           | KENAMETAL INC                  | COM                       | 132,571   | 114,566      |
| 195,586.00         | KEPPEL LAND LTD                | SGD0.50                   | 401,082   | 487,589      |
| 230,121.00         | KERRY PROPERTIES               | HKD1                      | 831,865   | 1,172,262    |
| 931.00             | KIMBERLY CLARK CORP            | COM                       | 51,585    | 59,314       |
| 7,000.00           | KIMBERLY CLARK CORP            | COM                       | 434,027   | 445,970      |
| 1,650.00           | KNIGHT CAP GROUP INC           | COM CL A                  | 37,091    | 25,410       |
| 17,000.00          | KONINKLIJKE PHILIPS ELECTRS N  | NY REGISTRY SH NEW 2000   | 354,033   | 500,480      |
| 950.00             | KRAFT FOODS INC                | CL A                      | 27,314    | 25,821       |
| 10,000.00          | KRAFT FOODS INC                | CL A                      | 272,040   | 271,800      |
| 3,900.00           | KRAFT FOODS INC                | CL A                      | 106,350   | 106,002      |
| 25,000.00          | KROGER CO                      | COM                       | 555,729   | 513,250      |
| 5,000.00           | LABORATORY CORP AMER HLDGS     | COM NEW                   | 361,524   | 374,200      |
| 2,840.00           | LANCE INC                      | COM                       | 75,244    | 74,692       |
| 2,850.00           | LANDSTAR SYS INC               | COM                       | 107,585   | 110,495      |
| 321,000.00         | LEVEL 3 COMMUNICATIONS INC     | COM                       | 1,458,010 | 491,130      |
| 41,000.00          | LIBERTY MEDIA CORP NEW         | INTERACTIVE COM SER A     | 747,579   | 444,440      |
| 2,850.00           | LIFE TECHNOLOGIES CORP         | COM                       | 82,105    | 148,856      |
| 5,490.00           | LIFE TIME FITNESS INC          | COM                       | 157,149   | 136,866      |

| Shares / Par Value | Security Name               | Security Description        | Cost       | Market Value |
|--------------------|-----------------------------|-----------------------------|------------|--------------|
| 696,700.00         | LIFESTYLE INTERNAT          | HKD0.005                    | 636,951    | 1,302,822    |
| 10,000.00          | LILLY ELI + CO              | COM                         | 424,746    | 357,100      |
| 5,000.00           | LILLY ELI + CO              | COM                         | 190,797    | 178,550      |
| 477.00             | LINEAR TECHNOLOGY CORP      | COM                         | 11,941     | 14,568       |
| 184,300.00         | LIONBRIDGE TECHNOLOGIES INC | COM                         | 719,231    | 423,890      |
| 28,000.00          | LITTELFUSE INC              | COM                         | 612,175    | 900,200      |
| 5,120.00           | LKQ CORP                    | COM                         | 85,784     | 100,301      |
| 29,200.00          | LOWES COS INC               | USD0.50                     | 658,387    | 682,988      |
| 19,600.00          | LSI CORP                    | COM                         | 111,010    | 117,796      |
| 6,100.00           | LUMINEX CORP DEL            | COM                         | 119,777    | 91,073       |
| 999,936.52         | MARATHON JAPAN EQUITY FD    | CLASS B                     | 11,006,239 | 14,577,430   |
| 8,857.00           | MARRIOTT INTL INC NEW       | CL A                        | 186,714    | 241,353      |
| 4,220.00           | MARTEK BIOSCIENCES CORP     | COM                         | 109,780    | 79,927       |
| 8,375.00           | MARTIN MARIETTA MATLS INC   | COM                         | 909,978    | 748,809      |
| 7,700.00           | MASSEY ENERGY CORP          | COM                         | 207,133    | 323,477      |
| 5,650.00           | MAXIM INTEGRATED PRODS INC  | COM                         | 82,247     | 114,695      |
| 1,922.00           | MCDONALDS CORP              | COM                         | 66,760     | 120,010      |
| 711.00             | MCGRAW HILL COS INC         | COM                         | 22,677     | 23,826       |
| 4,810.00           | MEDASSETS INC               | COM                         | 77,877     | 102,020      |
| 1,450.00           | MEDNAX INC                  | COM                         | 62,990     | 87,160       |
| 8,000,000.00       | MEGAWORLD CORP              | PHP1                        | 441,639    | 256,111      |
| 5,874.00           | MERCK + CO INC NEW          | COMMON STOCK                | 205,099    | 214,636      |
| 7,000.00           | MERCK + CO INC NEW          | COMMON STOCK                | 210,675    | 255,780      |
| 1,625.00           | MEREDITH CORP               | COM                         | 74,886     | 50,131       |
| 1,650.00           | MERIDIAN BIOSCIENCE INC     | COM                         | 48,996     | 35,558       |
| 43,500.00          | MERIT MED SYS INC           | COM                         | 595,213    | 839,115      |
| 2,040.00           | METLIFE INC                 | COM                         | 104,937    | 72,114       |
| 2,300.00           | METTLER TOLEDO INTL INC     | COM                         | 229,021    | 241,477      |
| 1,680.00           | MICROS SYS INC              | COM                         | 28,205     | 52,130       |
| 4,940.00           | MICROSEMI CORP              | COM                         | 116,568    | 87,685       |
| 5,895.00           | MICROSOFT CORP              | COM                         | 156,554    | 179,739      |
| 22,500.00          | MICROSOFT CORP              | COM                         | 587,775    | 686,025      |
| 10,000.00          | MICROSOFT CORP              | COM                         | 282,315    | 304,900      |
| 27,000.00          | MICROSOFT CORP              | COM                         | 723,937    | 823,230      |
| 45,000.00          | MITSUBISHI ESTATE           | JPY50                       | 958,210    | 714,431      |
| 63,000.00          | mitsui fudosan co           | NPV                         | 1,388,218  | 1,054,342    |
| 5,510.00           | MOBILE MINI INC             | COM                         | 46,376     | 77,636       |
| 71,200.00          | MODINE MFG CO               | COM                         | 523,402    | 843,008      |
| 3,240.00           | MONOLITHIC PWR SYS INC      | COM                         | 50,566     | 77,663       |
| 5,000.00           | MONSANTO CO NEW             | COM                         | 401,542    | 408,750      |
| 2,062.00           | MORGAN STANLEY              | COM NEW                     | 49,863     | 61,035       |
| 27,000.00          | MORGAN STANLEY C            |                             | 990,101    | 846,990      |
| 2,500.00           | MOSAIC CO                   | COMMON STOCK                | 97,112     | 149,325      |
| 6,215.00           | MPS GROUP INC               | COM                         | 64,394     | 85,394       |
| 3,265.00           | MSC INDL DIRECT INC         | CL A                        | 62,768     | 153,455      |
| 2,250.00           | MSCI INC                    | CL A                        | 40,149     | 71,550       |
| 510.00             | MURPHY OIL CORP             | COM                         | 22,066     | 27,642       |
| 20,000.00          | MYLAN INC                   | COM                         | 197,871    | 368,600      |
| 600.00             | NATIONAL FUEL GAS CO N J    | COM                         | 30,397     | 30,000       |
| 7,600.00           | NAVIGANT CONSULTING CO      | COM                         | 129,674    | 112,936      |
| 43,750.00          | NESTLE S A                  | SPONSORED ADR REPSTG REG SH | 1,836,247  | 2,115,313    |
| 3,110.00           | NETSCOUT SYS INC            | COM                         | 41,898     | 45,530       |

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## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name               | Security Description | Cost      | Market Value |
|--------------------|-----------------------------|----------------------|-----------|--------------|
| 3,570.00           | NEUSTAR INC                 | CL A                 | 98,521    | 82,253       |
| 9,000.00           | NEWMONT MNG CORP            | COM                  | 401,612   | 425,790      |
| 12,500.00          | NEWS CORP                   | CL A                 | 185,550   | 171,125      |
| 7,500.00           | NIC INC                     | COM                  | 57,504    | 68,550       |
| 4,530.00           | NICE SYS LTD                | SPONSORED ADR        | 117,348   | 140,611      |
| 5,500.00           | NII HLDGS INC               | COM NEW              | 107,717   | 184,690      |
| 1,630.00           | NIKO RES LTD                | COM                  | 34,598    | 152,995      |
| 895.00             | NORDSTROM INC               | COM                  | 26,049    | 33,634       |
| 915.00             | NORFOLK SOUTHN CORP         | COM                  | 37,745    | 47,964       |
| 1,185.00           | NORTHERN TRUST CORP         | COM                  | 56,890    | 62,094       |
| 5,050.00           | NOVELLUS SYS INC            | COM                  | 98,668    | 117,867      |
| 12,200.00          | NUANCE COMMUNICATIONS INC   | COM                  | 211,501   | 189,588      |
| 1,145.00           | NUCOR CORP                  | COM                  | 50,052    | 53,414       |
| 4,000.00           | NUCOR CORP                  | COM                  | 200,789   | 186,600      |
| 2,800.00           | O REILLY AUTOMOTIVE INC     | COM                  | 81,450    | 106,736      |
| 700.00             | OCCIDENTAL PETE CORP        | COM                  | 41,595    | 56,945       |
| 7,000.00           | OCCIDENTAL PETE CORP        | COM                  | 451,457   | 569,450      |
| 12,500.00          | OMNICARE INC                | COM                  | 287,947   | 302,250      |
| 10,000.00          | ORACLE CORP                 | COM                  | 169,909   | 245,400      |
| 4,550.00           | OSI PHARMACEUTICALS INC     | COM                  | 130,541   | 141,187      |
| 15,000.00          | OWENS ILL INC               | COM NEW              | 450,702   | 493,050      |
| 617.00             | PARKER HANNIFIN CORP        | COM                  | 18,754    | 33,244       |
| 8,000.00           | PEABODY ENERGY CORP         | COM                  | 363,381   | 361,680      |
| 775.00             | PEOPLES UTD FINL INC        | COM                  | 12,597    | 12,943       |
| 343.00             | PEPSICO INC                 | COM                  | 20,475    | 20,854       |
| 7,000.00           | PEPSICO INC                 | COM                  | 314,274   | 425,600      |
| 12,000.00          | PEPSICO INC                 | COM                  | 586,840   | 729,600      |
| 13,260.00          | PERNOD RICARD               | NPV                  | 1,075,311 | 1,139,774    |
| 7,869.00           | PFIZER INC                  | COM                  | 146,083   | 143,137      |
| 37,500.00          | PFIZER INC                  | COM                  | 714,205   | 682,125      |
| 637.00             | PG+E CORP                   | COM                  | 28,099    | 28,442       |
| 5,680.00           | PHASE FORWARD INC           | COM                  | 90,501    | 87,188       |
| 2,800.00           | PHILIP MORRIS INTL ORD SHR  | COM                  | 101,078   | 134,932      |
| 33,250.00          | PHILIP MORRIS INTL ORD SHR  | COM                  | 1,646,149 | 1,602,318    |
| 6,500.00           | PHILIP MORRIS INTL ORD SHR  | COM                  | 123,424   | 313,235      |
| 15,400.00          | PIONEER NAT RES CO          | COM                  | 596,225   | 741,818      |
| 1,025.00           | PNC FINL SVCS GROUP INC     | COM                  | 50,378    | 54,110       |
| 2,440.00           | POLYCOM INC                 | COM                  | 51,116    | 60,927       |
| 5,850.00           | POLYCOM INC                 | COM                  | 110,123   | 146,075      |
| 4,600.00           | POLYPORE INTERNATIONAL INC  | OM                   | 92,959    | 54,740       |
| 539.00             | PPL CORP                    | COM                  | 16,530    | 17,415       |
| 833.00             | PRICE T ROWE GROUP INC      | COM                  | 22,471    | 44,357       |
| 1,953.00           | PROCTER AND GAMBLE CO       | COM                  | 112,567   | 118,410      |
| 5,000.00           | PROCTER AND GAMBLE CO       | COM                  | 279,548   | 303,150      |
| 16,500.00          | PROCTER AND GAMBLE CO       | COM                  | 921,944   | 1,000,395    |
| 1,990.00           | PROSPERITY BANCSHARES INC   | COM                  | 77,443    | 80,535       |
| 8,045.00           | PSS WORLD MED INC           | COM                  | 103,632   | 181,576      |
| 731.00             | PUBLIC SVC ENTERPRISE GROUP | COM                  | 30,954    | 24,306       |
| 5,000.00           | QUALCOMM INC                | COM                  | 208,060   | 231,300      |
| 2,150.00           | RALCORP HLDGS INC NEW       | COM                  | 132,699   | 128,377      |
| 1,085.00           | RAYTHEON CO                 | COM NEW              | 46,407    | 55,899       |
| 3,950.00           | RESMED INC                  | COM                  | 90,150    | 206,467      |

## Form 990-PF

## Part II, Line 10b, Investments - Corporate Stock

| Shares / Par Value | Security Name                  | Security Description       | Cost      | Market Value |
|--------------------|--------------------------------|----------------------------|-----------|--------------|
| 4,040.00           | REX ENERGY CORP                | COM                        | 41,728    | 48,480       |
| 38,500.00          | RICHEMONT CIE FIN              | CHF1                       | 959,349   | 1,293,451    |
| 5,650.00           | RIGHTNOW TECHNOLOGIES INC      | COM                        | 82,088    | 98,141       |
| 1,170,000.00       | ROBINSONS LAND CRP             | B PHP1                     | 324,862   | 329,007      |
| 4,375.00           | ROGERS CORP                    | COM                        | 120,663   | 132,606      |
| 3,844.00           | ROVI CORP                      | COMMON STOCK               | 63,490    | 122,508      |
| 73,195.39          | ROWE PRICE NEW ERA FD INC      | COM                        | 5,033,963 | 3,193,515    |
| 2,400.00           | ROYAL DUTCH SHELL PLC          | SPONSORED ADR REPSTG A SHS | 116,259   | 144,264      |
| 14,490.00          | RUBY TUESDAY INC               | COM                        | 117,325   | 104,328      |
| 43,000.00          | SABMILLER PLC                  | ORD USD0 10                | 817,662   | 1,267,947    |
| 1,450.00           | SALESFORCE COM INC             | COM                        | 44,338    | 106,967      |
| 10,900.00          | SANTARUS INC                   | COM                        | 97,221    | 50,358       |
| 9,420.00           | SAPIENT CORP                   | COM                        | 80,793    | 77,903       |
| 82,300.00          | SCHAWK INC                     |                            | 809,886   | 1,119,280    |
| 7,700.00           | SCHLUMBERGER LTD               | COM                        | 444,616   | 501,193      |
| 10,000.00          | SCHWAB CHARLES CORP            | NEW COM STK                | 123,270   | 188,200      |
| 5,750.00           | SCIENTIFIC GAMES CORP          | CL A                       | 90,930    | 83,663       |
| 14,000.00          | SCRIPPS NETWORKS INTERACTIVE I | CL A                       | 558,763   | 581,000      |
| 294,500.00         | SHANGRI LA ASIA LTD            | HKD1                       | 580,457   | 554,510      |
| 1,400.00           | SHERWIN WILLIAMS CO            | COM                        | 68,804    | 86,310       |
| 3,700.00           | SHIRE PLC                      | SPONSORED ADR              | 199,603   | 217,190      |
| 6,200.00           | SKILLED HEALTHCARE GROUP INC   | CL A                       | 51,439    | 46,190       |
| 9,870.00           | SKILLSOFT PUB LTD CO           | SPONSORED ADR              | 88,258    | 103,438      |
| 9,780.00           | SMART BALANCE INC              | COM                        | 66,047    | 58,680       |
| 950.00             | SMITH INTL INC                 | COM                        | 26,112    | 25,812       |
| 466.00             | SMUCKER J M CO                 | COM NEW                    | 20,818    | 28,776       |
| 72,900.00          | SOLUTIA INC                    | COM NEW                    | 359,109   | 925,830      |
| 959.00             | SONOCO PRODS CO                | COM                        | 23,402    | 28,051       |
| 2,945.00           | SONOSITE INC                   | COM                        | 71,313    | 69,590       |
| 445,900.00         | SP SETIA                       | MYR1                       | 570,117   | 510,493      |
| 2,500.00           | SPDR GOLD TR                   | GOLD SHS                   | 222,199   | 268,275      |
| 8,000.00           | SPECTRA ENERGY PARTNERS LP     |                            | 179,219   | 236,560      |
| 1,490.00           | STAPLES INC                    | COM                        | 33,041    | 36,639       |
| 5,000.00           | STATE STREET CORPORATION       | COM                        | 173,614   | 217,700      |
| 192,660.00         | STOCKLAND                      | REIT                       | 515,956   | 684,412      |
| 2,700.00           | STRYKER CORP                   | COM                        | 108,088   | 135,999      |
| 15,090.00          | SUNOPTA INC                    | COM                        | 142,969   | 50,702       |
| 1,360.00           | SYNTEL INC                     | COM                        | 40,570    | 51,721       |
| 45,000.00          | TALISMAN ENERGY INC            | COM                        | 777,949   | 838,800      |
| 6,000.00           | TELEPHONE + DATA SYS INC       | COM                        | 159,763   | 203,520      |
| 10,290.00          | TERADYNE INC                   | COM                        | 73,554    | 110,412      |
| 5,000.00           | TEVA PHARMACEUTICAL INDS LTD   | ADR                        | 233,328   | 280,900      |
| 1,150.00           | TEXAS INSTRS INC               | COM                        | 27,724    | 29,969       |
| 9,100.00           | THOR INDS INC                  | COM                        | 196,945   | 285,740      |
| 2,350.00           | TIME WARNER INC                | COMMON STOCK               | 50,447    | 68,479       |
| 7,500.00           | TIME WARNER INC                | COMMON STOCK               | 191,819   | 218,550      |
| 700.00             | TJX COS INC NEW                | COM                        | 19,653    | 25,585       |
| 90,000.00          | TOKYU LAND CORP                | JPY50                      | 735,064   | 330,630      |
| 18,256.00          | TOOTSIE ROLL INDS INC          | COM                        | 457,417   | 499,849      |
| 2,500.00           | TOTAL SA                       | SPONSORED ADR              | 145,330   | 160,100      |
| 3,000.00           | TOTAL SA                       | SPONSORED ADR              | 245,268   | 192,120      |
| 3,260.00           | TRACTOR SUPPLY CO              | COM                        | 142,576   | 172,650      |

| Shares / Par Value | Security Name                  | Security Description          | Cost                  | Market Value          |
|--------------------|--------------------------------|-------------------------------|-----------------------|-----------------------|
| 11,500.00          | TRAVELERS COS INC              | COM                           | 504,538               | 573,390               |
| 7,000.00           | TRAVELERS COS INC              | COM                           | 322,342               | 349,020               |
| 15,000.00          | TYCO INTERNATIONAL LTD         | COMMON STOCK                  | 355,851               | 535,200               |
| 5,440.00           | ULTA SALON COSMETICS + FRAGRAN | COM                           | 64,637                | 98,790                |
| 1,320.00           | ULTIMATE SOFTWARE GROUP INC    | COM                           | 35,686                | 38,768                |
| 2,155.00           | ULTRA PETE CORP                | COM                           | 13,222                | 107,448               |
| 23,000.00          | UNILEVER N V                   | NY SHS NEW                    | 700,539               | 743,590               |
| 5,570.00           | UNITED NAT FOODS INC           | COM                           | 140,173               | 148,942               |
| 5,000.00           | UNITED TECHNOLOGIES CORP       | COM                           | 360,261               | 347,050               |
| 25,200.00          | UNIVERSAL TECHNICAL INST INC   | COM                           | 333,754               | 509,040               |
| 4,266.00           | UNUM GROUP                     | COM                           | 80,610                | 83,272                |
| 5,000.00           | UNUM GROUP                     | COM                           | 84,110                | 97,600                |
| 3,018.00           | US BANCORP DEL                 | COM NEW                       | 75,257                | 67,935                |
| 6,405.00           | UTI WORLDWIDE INC              | SHS                           | 91,228                | 91,720                |
| 22,500.00          | VALERO ENERGY CORP             | COM                           | 516,977               | 376,875               |
| 2,895.00           | VALUECLICK INC                 | COM                           | 44,418                | 29,297                |
| 815,728.56         | VANGUARD INDEX TR              | GROWTH PORTFOLIO INSTL SH CL  | 22,401,247            | 22,285,704            |
| 1,076,296.64       | VANGUARD INTL EQUITY INDEX FD  | EMERGING MKTS STK INDEX INSTL | 22,172,189            | 27,908,372            |
| 2,800.00           | VCA ANTECH INC                 | COM                           | 55,005                | 69,776                |
| 6,450.00           | VERIFONE HLDGS INC             | COM                           | 74,822                | 105,651               |
| 3,900.00           | VERISIGN INC                   | COM                           | 115,857               | 94,536                |
| 4,600.00           | VERIZON COMMUNICATIONS         | COM USD 500                   | 147,542               | 152,398               |
| 10,000.00          | VERIZON COMMUNICATIONS         | COM USD 500                   | 384,523               | 331,300               |
| 10,000.00          | VODAFONE GROUP PLC NEW         | SPONSORED ADR NEW             | 230,862               | 230,900               |
| 4,150.00           | WADDELL + REED FINL INC        | CL A                          | 88,828                | 126,741               |
| 1,765.00           | WAL MART STORES INC            | COM                           | 87,090                | 94,339                |
| 11,500.00          | WAL MART STORES INC            | COM                           | 575,213               | 614,675               |
| 15,100.00          | WAL MART STORES INC            | COM                           | 799,013               | 807,095               |
| 965.00             | WASHINGTON POST CO             | CL B                          | 688,547               | 424,214               |
| 2,200.00           | WASTE CONNECTIONS INC          | COM                           | 68,527                | 73,348                |
| 1,830.00           | WASTE MGMT INC DEL             | COM                           | 45,207                | 61,872                |
| 2,390.00           | WELLS FARGO + CO               | COM                           | 66,476                | 64,506                |
| 25,000.00          | WELLS FARGO + CO               | COM                           | 732,538               | 674,750               |
| 14,400.00          | WELLS FARGO + CO               | COM                           | 384,147               | 388,656               |
| 25,900.00          | WERNER ENTERPRISES INC         | COM                           | 454,442               | 512,561               |
| 4,000.00           | WESCO INTL INC                 | COM                           | 161,861               | 108,040               |
| 7,500.00           | WILLIAMS COS INC               | COM                           | 108,663               | 158,100               |
| 715,000.00         | WING TAI HOLDINGS              | SGD 0 25                      | 714,157               | 931,978               |
| 5,000.00           | XTO ENERGY INC                 | COM                           | 208,649               | 232,650               |
| 10,000.00          | YAHOO INC                      | COM                           | 160,464               | 167,800               |
| 17,500.00          | YUM BRANDS INC                 | COM                           | 517,518               | 611,975               |
| 74,100.00          | ZORAN CORP                     | COM                           | 637,597               | 818,805               |
|                    | <b>Total corporate stock</b>   |                               | <b>\$ 237,023,849</b> | <b>\$ 250,559,043</b> |

FORM 990PF, PART II - CORPORATE BONDS

| <u>DESCRIPTION</u> | <u>ATTACHMENT 11</u>            |                              |
|--------------------|---------------------------------|------------------------------|
|                    | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> |
| SEE ATTACHMENT 11A | 27,206,038.                     | 34,316,943.                  |
| TOTALS             | <u>27,206,038.</u>              | <u>34,316,943.</u>           |

| Shares / Par Value | Security Name                  | Security Description  | Cost    | Market Value |
|--------------------|--------------------------------|-----------------------|---------|--------------|
| 145,000 00         | ABU DHABI NATL ENERGY CO PJSC  | 7.25% 01 Aug 2018     | 144,775 | 147,829      |
| 35,000 00          | AES CORP                       | 7.75% 15 Oct 2015     | 35,000  | 35,525       |
| 95,000 00          | AES CORP                       | 8% 15 Oct 2017        | 95,225  | 97,494       |
| 195,000 00         | AGILENT TECHNOLOGIES INC       | 6 5% 01 Nov 2017      | 194,012 | 206,359      |
| 25,000 00          | AGL CAP CORP                   | 4 45% 15 Apr 2013     | 24,982  | 25,614       |
| 65,000 00          | ALBERTSONS INC                 | 6 625% 01 Jun 2028    | 55,593  | 49,481       |
| 141,000 00         | ALLSTATE LIFE GBL FDG SECD     | 5 375% 30 Apr 2013    | 140,859 | 150,513      |
| 25,000 00          | ALTRIA GROUP INC               | 9 25% 06 Aug 2019     | 24,970  | 30,466       |
| 90,000 00          | ALTRIA GROUP INC               | 9 95% 10 Nov 2038     | 87,938  | 117,316      |
| 10,000 00          | AMERADA HESS CORP              | 7 875% 01 Oct 2029    | 11,235  | 11,994       |
| 4,200,000 00       | AMERICA MOVIL SA               | 8.46% 18 Dec 2036     | 280,065 | 272,099      |
| 45,000 00          | AMERICAN ELEC PWR INC          | 5 25% 01 Jun 2015     | 45,234  | 46,616       |
| 25,000 00          | AMERICAN ELEC PWR INC          | 5.375% 15 Mar 2010    | 26,179  | 25,227       |
| 200,000 00         | AMERICAN EXPRESS CO            | 7 25% 20 May 2014     | 199,684 | 225,674      |
| 85,000 00          | AMERICAN EXPRESS CR ACCT MAST  | 1% 16 Mar 2015        | 81,444  | 80,804       |
| 25,000 00          | AMERICAN EXPRESS CR CORP       | 5 875% 02 May 2013    | 24,914  | 26,829       |
| 78,000 00          | AMERICAN TOWER CORP            | 4 625% 01 Apr 2015    | 77,894  | 78,893       |
| 20,000.00          | AMERIPRISE FINANCIAL INC       | 7 3% 28 Jun 2019      | 20,660  | 22,241       |
| 250,000 00         | ANADARKO PETE CORP             | 5 95% 15 Sep 2016     | 216,250 | 270,425      |
| 150,000 00         | ANADARKO PETE CORP             | 8 7% 15 Mar 2019      | 148,670 | 186,588      |
| 10,000.00          | ANHEUSER BUSCH COS INC         | 4.95% 15 Jan 2014     | 8,592   | 10,316       |
| 305,000 00         | ANHEUSER BUSCH INBEV WOR       | 4.125% 15 Jan 2015    | 304,582 | 309,682      |
| 25,000 00          | ARCELORMITTAL                  | 9.85% 01 Jun 2019     | 26,061  | 32,335       |
| 80,000 00          | ASSOCIATES CORP NORTH AMER     | 6 95% 01 Nov 2018     | 72,556  | 80,888       |
| 104,000 00         | AT + T CORP                    | 7.3% 15 Nov 2011      | 113,916 | 114,511      |
| 5,000 00           | AT+T CORP                      | 6.5% 15 Mar 2029      | 5,001   | 4,977        |
| 9,000 00           | AVALONBAY CMNTYS INC           | 6.625% 15 Sep 2011    | 9,959   | 9,523        |
| 42,000 00          | BA CR CARD TR                  | 1% 15 Dec 2016        | 35,731  | 40,080       |
| 35,000 00          | BA CR CARD TR                  | 1% 15 Jan 2016        | 29,488  | 30,167       |
| 45,000 00          | BA CR CARD TR                  | 3 1075% 15 Jun 2014   | 40,032  | 41,646       |
| 271,442 56         | BANC AMER COML MTG INC         | 4 501% 10 Jul 2043    | 271,612 | 271,735      |
| 165,000.00         | BANC AMER COML MTG INC         | 5 115% 10 Oct 2045    | 154,488 | 161,732      |
| 52,000 00          | BANC AMER COML MTG INC         | 5 3541% 10 Sep 2047   | 51,463  | 51,068       |
| 113,000 00         | BANC AMER COML MTG TR          | 5 309% 10 Oct 2045    | 104,949 | 113,494      |
| 50,000 00          | BANC AMER COML MTG TR          | 5 6885% 10 Apr 2049   | 36,008  | 43,089       |
| 130,000 00         | BANK CORP AMER                 | 4 75% 15 Aug 2013     | 129,126 | 132,122      |
| 150,000 00         | BANK OF AMERICA CORP           | 7.625% 01 Jun 2019    | 148,866 | 173,528      |
| 50,000 00          | BANK ONE ISSUANCE TR           | 4.77% 16 Feb 2016     | 43,199  | 50,080       |
| 100,000 00         | BARCLAYS BANK PLC              | 5% 22 Sep 2016        | 99,871  | 102,181      |
| 100,000 00         | BARCLAYS BANK PLC              | 5 2% 10 Jul 2014      | 99,883  | 106,001      |
| 300,000 00         | BAXTER INTL INC                | 5 375% 01 Jun 2018    | 299,121 | 318,399      |
| 15,974 04          | BEAR STEARNS COML 2007 TOP26   | 5 145% 12 Jan 2045    | 14,759  | 16,265       |
| 100,000 00         | BEAR STEARNS COML MTG          | 5 27% 11 Dec 2040     | 98,445  | 100,184      |
| 25,000 00          | BEAR STEARNS COML MTG SECS INC | 4 83% 15 Aug 2038     | 24,294  | 25,577       |
| 24,998 33          | BEAR STEARNS COML MTG SECS INC | 6 48% 15 Feb 2035     | 25,965  | 25,874       |
| 65,000 00          | BEAR STEARNS COML MTG SECS TR  | 5 201% 11 Dec 2038    | 60,372  | 62,458       |
| 75,000 00          | BEAR STEARNS COML MTG SECS TR  | 5 331% 11 Feb 2044    | 48,789  | 64,723       |
| 90,000 00          | BEAR STEARNS COML MTG SECS TR  | 5 7189% 11 Jun 2040   | 80,341  | 81,807       |
| 50,000 00          | BEAR STEARNS COML MTG SECS TR  | 5 7189% 11 Jun 2040   | 38,311  | 45,449       |
| 25,000 00          | BEAR STEARNS COML MTG SECS TR  | 5 877137% 11 Sep 2038 | 25,136  | 25,626       |

| Shares / Par Value | Security Name                  | Security Description  | Cost    | Market Value |
|--------------------|--------------------------------|-----------------------|---------|--------------|
| 95,000.00          | BEAR STEARNS COS INC           | 1% 15 Aug 2011        | 94,925  | 95,035       |
| 65,000.00          | BEAR STEARNS TR                | 5.54% 11 Sep 2041     | 61,593  | 63,306       |
| 25,000.00          | BECTON DICKINSON + CO          | 4.55% 15 Apr 2013     | 24,932  | 26,402       |
| 55,000.00          | BELL CANADA                    | 5% 15 Feb 2017        | 44,416  | 53,109       |
| 65,000.00          | BELL CANADA                    | 6.1% 16 Mar 2035      | 53,704  | 57,216       |
| 30,000.00          | BELL CDA                       | 7.3% 23 Feb 2032      | 27,505  | 30,143       |
| 30,000.00          | BELL CDA MEDIUM TERM NTS CDS   | 6.55% 01 May 2029     | 24,785  | 27,683       |
| 70,000.00          | BELLSOUTH CAP FDG CORP         | 7.12% 15 Jul 2097     | 72,196  | 68,359       |
| 26,000.00          | BELLSOUTH TELECOMMUNICATIONS   | 7% 01 Dec 2095        | 26,118  | 25,485       |
| 30,000.00          | BEMIS COMPANY INC              | 5.65% 01 Aug 2014     | 29,949  | 31,932       |
| 10,000.00          | BERKSHIRE HATHAWAY FIN CORP    | 4.125% 15 Jan 2010    | 10,214  | 10,010       |
| 43,000.00          | BERKSHIRE HATHAWAY FIN CORP    | 4.6% 15 May 2013      | 41,348  | 45,412       |
| 109,000.00         | BERKSHIRE HATHAWAY FIN CORP    | 5% 15 Aug 2013        | 105,341 | 117,208      |
| 184,000.00         | BMWLT 2009 1 A2                | 2.04% 15 Apr 2011     | 184,704 | 184,995      |
| 40,000.00          | BNSF FDG TR I                  | 1% 15 Dec 2055        | 38,000  | 38,400       |
| 65,000.00          | BOEING CO                      | 1.875% 20 Nov 2012    | 64,611  | 64,276       |
| 20,000.00          | BOEING CO                      | 6% 15 Mar 2019        | 20,784  | 21,703       |
| 188,000.00         | BOEING CO                      | 7.95% 15 Aug 2024     | 228,852 | 229,509      |
| 10,000.00          | BOSTON PPTYS LTD PARTNERSHIP   | 6.25% 15 Jan 2013     | 9,875   | 10,657       |
| 85,000.00          | BOSTON SCIENTIFIC CORP         | 4.5% 15 Jan 2015      | 84,740  | 85,173       |
| 250,000.00         | BOSTON SCIENTIFIC CORP         | 5.5% 15 Nov 2015      | 190,000 | 268,750      |
| 25,000.00          | BRANDYWINE OPER PARTNERS       | 7.5% 15 May 2015      | 25,493  | 25,403       |
| 25,000.00          | BRANDYWINE OPER PARTNERSHIP    | 6% 01 Apr 2016        | 24,865  | 22,946       |
| 6,000.00           | CAMERON INTL CORP              | 6.375% 15 Jul 2018    | 5,859   | 6,400        |
| 12,000.00          | CAMERON INTL CORP              | 7% 15 Jul 2038        | 10,890  | 12,709       |
| 25,000.00          | CANADIAN NAT RES LTD           | 4.9% 01 Dec 2014      | 24,946  | 26,295       |
| 143,000.00         | CANADIAN NATL RY CO            | 4.95% 15 Jan 2014     | 142,387 | 152,697      |
| 4,956.41           | CAPITAL AUTO RCVBLS AST TR     | 4.98% 15 May 2011     | 4,956   | 5,010        |
| 25,000.00          | CAPITAL AUTO RECEIVABLES ASSET | 5.01% 16 Apr 2012     | 25,000  | 25,912       |
| 40,000.00          | CAPITAL ONE FINL CORP          | 6.15% 01 Sep 2016     | 29,710  | 40,181       |
| 6,448.78           | CAPITAL ONE PRIME AUTO RECEIVA | 4.89% 15 Jan 2012     | 6,448   | 6,537        |
| 25,000.00          | CAROLINA PWR + LT CO           | 5.125% 15 Sep 2013    | 24,776  | 26,758       |
| 5,000.00           | CATERPILLAR FINANCIAL SE       | 5.45% 15 Apr 2018     | 4,762   | 5,208        |
| 40,000.00          | CATERPILLAR FINANCIAL SE       | 7.05% 01 Oct 2018     | 39,869  | 45,788       |
| 20,000.00          | CD                             | 5.225248% 15 Jul 2044 | 19,932  | 19,966       |
| 130,000.00         | CD                             | 5.322% 11 Dec 2049    | 130,641 | 112,812      |
| 50,000.00          | CELLCO PART/ VERI WIRELSS      | 3.75% 20 May 2011     | 49,961  | 51,559       |
| 120,000.00         | CELLCO PART/VERI WIRELSS       | 5.55% 01 Feb 2014     | 119,228 | 130,234      |
| 105,000.00         | CELLCO PART/VERI WIRELSS       | 8.5% 15 Nov 2018      | 103,882 | 130,240      |
| 25,000.00          | CENTERPOINT ENERGY HOUSTON EL  | 5.7% 15 Mar 2013      | 24,908  | 26,574       |
| 100,000.00         | CHASE ISSUANCE TR              | 5.23% 15 Apr 2019     | 99,957  | 106,272      |
| 5,000.00           | CHESAPEAKE ENERGY CORP         | 6.5% 15 Aug 2017      | 4,702   | 4,900        |
| 50,000.00          | CHESAPEAKE ENERGY CORP         | 7.625% 15 Jul 2013    | 51,038  | 52,375       |
| 45,000.00          | CHEVRON CORP                   | 4.95% 03 Mar 2019     | 45,604  | 47,402       |
| 96,000.00          | CHEVRON PHILLIPS CHEMICA       | 7% 15 Jun 2014        | 95,964  | 105,602      |
| 5,000.00           | CIGNA CORP                     | 8.5% 01 May 2019      | 5,740   | 5,681        |
| 25,000.00          | CISCO SYS INC                  | 5.25% 22 Feb 2011     | 24,952  | 26,233       |
| 155,000.00         | CIT EQUIP COLL                 | 6.59% 22 Dec 2014     | 154,964 | 159,080      |
| 90,000.00          | CITIBANK CR CARD ISSUANCE TR   | 1% 15 Jul 2013        | 86,052  | 86,650       |
| 140,000.00         | CITIBANK CR CARD ISSUANCE TR   | 5.45% 10 May 2013     | 139,858 | 147,351      |

| Shares / Par Value | Security Name                  | Security Description | Cost    | Market Value |
|--------------------|--------------------------------|----------------------|---------|--------------|
| 295,000 00         | CITIBANK CR CARD ISSUANCE TR   | 6 3% 20 Jun 2014     | 280,091 | 304,563      |
| 25,000 00          | CITIGROUP COML MTG TR          | 5 431% 15 Oct 2049   | 18,288  | 23,216       |
| 185,000 00         | CITIGROUP INC                  | 5% 15 Sep 2014       | 178,380 | 178,344      |
| 150,000 00         | CITIGROUP INC                  | 5 3% 17 Oct 2012     | 140,979 | 156,261      |
| 250,000 00         | CITIGROUP INC                  | 5.5% 11 Apr 2013     | 220,000 | 259,190      |
| 55,000 00          | CITIGROUP INC                  | 6.5% 19 Aug 2013     | 53,109  | 58,585       |
| 38,000.00          | CITIGROUP INC                  | 6 5% 19 Aug 2013     | 38,463  | 40,477       |
| 97,000 00          | CITIGROUP INC                  | 6 875% 15 Feb 2098   | 73,547  | 83,050       |
| 37,000 00          | CITIGROUP INC                  | 8 5% 22 May 2019     | 36,356  | 42,726       |
| 25,000 00          | CITIGROUP INC                  | 8 5% 22 May 2019     | 25,414  | 28,869       |
| 95,000 00          | CITIZENS COMMUNICATIONS CO     | 6.25% 15 Jan 2013    | 94,319  | 95,238       |
| 95,000.00          | CITIZENS COMMUNICATIONS CO     | 7.875% 15 Jan 2027   | 92,688  | 87,400       |
| 20,000 00          | CNA FINL CORP                  | 5 85% 15 Dec 2014    | 20,008  | 19,713       |
| 25,000 00          | COBALT CMBS COML MTG TR        | 1% 15 May 2046       | 23,385  | 20,465       |
| 11,000 00          | COLORADO INTST GAS CO          | 5 95% 15 Mar 2015    | 10,209  | 11,552       |
| 5,000 00           | COLORADO INTST GAS CO          | 6.8% 15 Nov 2015     | 5,145   | 5,520        |
| 5,000 00           | COLUMBIA / HCA HEALTHCARE CORP | 7.58% 15 Sep 2025    | 3,806   | 4,450        |
| 165,000 00         | COLUMBIA /HCA HEALTHCARE CORP  | 7.19% 15 Nov 2015    | 143,138 | 153,450      |
| 20,000 00          | COLUMBIA HEALTHCARE CORP       | 7.5% 15 Dec 2023     | 15,842  | 18,275       |
| 30,000 00          | COLUMBIA/HCA HEALTHCARE CORP   | 7.75% 15 Jul 2036    | 23,700  | 26,700       |
| 135,000 00         | COLUMBIA/HEALTHCARE COEP       | 8 36% 15 Apr 2024    | 116,438 | 128,250      |
| 25,000 00          | COMCAST CORP NEW               | 5 3% 15 Jan 2014     | 24,614  | 26,682       |
| 54,000 00          | COMCAST CORP NEW               | 5 65% 15 Jun 2035    | 48,068  | 50,475       |
| 45,000 00          | COMCAST CORP NEW               | 6 4% 15 May 2038     | 41,436  | 46,306       |
| 25,000 00          | COMCAST CORP NEW               | 6 45% 15 Mar 2037    | 24,166  | 25,777       |
| 48,000 00          | COMM 2005 C6                   | 5.116% 10 Jun 2044   | 40,688  | 46,606       |
| 400,000 00         | COMMERCIAL MTG TR              | 5.736% 10 Dec 2049   | 262,021 | 355,066      |
| 415,000.00         | COMMERCIALMTG                  | 1% 15 Sep 2039       | 216,838 | 334,722      |
| 35,000 00          | COMMONWEALTH EDISON CO         | 5 95% 15 Aug 2016    | 37,494  | 37,473       |
| 25,000 00          | CONNECTICUT LT + PWR CO        | 5% 01 Apr 2015       | 24,851  | 26,117       |
| 25,000 00          | CONSOLIDATED NAT GAS CO        | 6% 15 Oct 2010       | 26,823  | 25,916       |
| 125,000 00         | CONTINENTAL AIRLS              | 5 983% 19 Apr 2022   | 120,338 | 120,625      |
| 23,490 01          | CONTINENTAL AIRLS PASS THRU    | 6 648% 15 Mar 2019   | 22,492  | 22,668       |
| 2,744 85           | CONTINENTAL AIRLS PASS THRU    | 7 566% 15 Sep 2021   | 2,738   | 2,498        |
| 103,905 87         | CONTINENTAL AIRLS PASS THRU TR | 8 048% 01 May 2022   | 102,441 | 102,088      |
| 5,000 00           | CORNING INC                    | 6.85% 01 Mar 2029    | 5,172   | 4,994        |
| 25,000 00          | CORNING INC                    | 7 25% 15 Aug 2036    | 25,043  | 25,473       |
| 105,000 00         | COVIDIEN INTL FIN S A          | 6% 15 Oct 2017       | 104,923 | 113,490      |
| 75,000 00          | CREDIT SUISSE FIRST BOSTON MTG | 5 1% 15 Aug 2038     | 74,810  | 76,003       |
| 65,000 00          | CREDIT SUISSE FIRST BOSTON MTG | 5 183% 15 Nov 2036   | 67,722  | 67,159       |
| 130,000 00         | CREDIT SUISSE N Y              | 6% 15 Feb 2018       | 129,572 | 136,024      |
| 115,000 00         | CSC HLDGS INC                  | 8 5% 15 Apr 2014     | 121,038 | 122,475      |
| 35,000 00          | CVS CORP                       | 5 75% 15 Aug 2011    | 34,937  | 37,271       |
| 113,000 00         | CVS PASS THROUGH TRUST         | 7 507% 10 Jan 2032   | 113,000 | 118,366      |
| 158,000 00         | DELTA AIR LINES                | 7 111% 18 Mar 2013   | 159,009 | 159,383      |
| 96,288 73          | DELTA AIR LINES INC            | 1% 10 Aug 2022       | 96,289  | 91,956       |
| 150,000 00         | DEUTSCHE TELEKOM INT FIN       | 4 875% 08 Jul 2014   | 149,381 | 157,298      |
| 85,000 00          | DISCOVER CARD                  | 1% 16 Oct 2014       | 80,680  | 83,383       |
| 15,000 00          | DISCOVER FINANCIAL SVC         | 10 25% 15 Jul 2019   | 17,448  | 17,541       |
| 25,000 00          | DOMINION RES INC VA NEW        | 5% 15 Mar 2013       | 26,405  | 26,282       |

## Part II, Line 10b, Investments - Corporate Bonds

| Shares / Par Value | Security Name                 | Security Description | Cost    | Market Value |
|--------------------|-------------------------------|----------------------|---------|--------------|
| 189,000 00         | DOMINION RES INC VA NEW       | 8 875% 15 Jan 2019   | 188,947 | 235,534      |
| 20,000 00          | DOW CHEM CO                   | 8 55% 15 May 2019    | 20,510  | 23,863       |
| 10,000 00          | EMBARQ CORP                   | 7 082% 01 Jun 2016   | 9,999   | 11,046       |
| 445,000.00         | EMBARQ CORP                   | 7 995% 01 Jun 2036   | 450,482 | 478,687      |
| 20,000 00          | EMBRAER OVERSEAS LTD          | 6.375% 15 Jan 2020   | 19,872  | 20,000       |
| 35,000 00          | ENBRIDGE ENERGY PARTNERS LP   | 5.875% 15 Dec 2016   | 35,929  | 36,375       |
| 185,000 00         | ENEL FIN INTL S A             | 6 25% 15 Sep 2017    | 184,650 | 203,402      |
| 25,000.00          | ENERGY EAST CORP              | 6 75% 15 Jun 2012    | 27,169  | 27,324       |
| 48,000.00          | EQT CORP                      | 8 125% 01 Jun 2019   | 47,841  | 55,458       |
| 45,000 00          | EQUIFAX INC                   | 7% 01 Jul 2037       | 44,311  | 44,245       |
| 1,575 00           | EQUITY ONE ABS INC            | 4.92063% 25 Jul 2034 | 1,575   | 962          |
| 185,000 00         | ERAC USA FIN CO               | 6.375% 15 Oct 2017   | 182,509 | 186,863      |
| 15,000 00          | ERAC USA FIN CO               | 6.7% 01 Jun 2034     | 12,584  | 13,257       |
| 180,000 00         | ERAC USA FIN CO               | 7% 15 Oct 2037       | 151,262 | 176,186      |
| 2,900,000 00       | EUROFIMA                      | 11% 05 Feb 2010      | 38,171  | 23,413       |
| 30,000 00          | EUROPEAN INVESTMENT BANK      | 3% 08 Apr 2014       | 29,967  | 30,247       |
| 25,000 00          | EXELON GENERATION CO LLC      | 5 35% 15 Jan 2014    | 25,068  | 26,392       |
| 20,000.00          | EXPRESS SCRIPTS INC           | 7 25% 15 Jun 2019    | 20,698  | 22,724       |
| 15,000 00          | EXPRESS SCRIPTS INC           | 7 25% 15 Jun 2019    | 14,900  | 17,043       |
| 160,000 00         | FIRST UN NATL BK NC CHARLOTTE | 6.919% 15 Dec 2036   | 180,566 | 163,806      |
| 25,000.00          | FLORIDA GAS TRANSMISSION CO   | 7.9% 15 May 2019     | 24,955  | 29,261       |
| 125,000.00         | FMR CORP                      | 4.75% 01 Mar 2013    | 122,593 | 125,831      |
| 140,000.00         | FORD MTR CR CO                | 7% 01 Oct 2013       | 129,662 | 139,789      |
| 50,000 00          | FORD MTR CR CO                | 7 25% 25 Oct 2011    | 47,283  | 50,495       |
| 25,000 00          | FORTUNE BRANDS INC            | 5 125% 15 Jan 2011   | 24,972  | 25,785       |
| 15,994 22          | FRANKLIN AUTO TR              | 5 03% 21 Jul 2014    | 15,992  | 16,235       |
| 15,000.00          | FRANKLIN AUTO TR              | 5.36% 20 May 2016    | 15,000  | 15,530       |
| 250,000.00         | FRONTIER COMMUNICATIONS       | 8 125% 01 Oct 2018   | 251,094 | 253,125      |
| 50,000 00          | GCCFC 2006 GG7 A4             | 1% 10 Jul 2038       | 41,004  | 45,587       |
| 140,000.00         | GENERAL ELEC CAP CORP         | 1% 27 Jul 2012       | 136,077 | 136,749      |
| 240,000 00         | GENERAL ELEC CAP CORP         | 3 75% 14 Nov 2014    | 239,050 | 239,580      |
| 207,000 00         | GENERAL ELEC CAP CORP         | 5.875% 14 Jan 2038   | 181,371 | 191,657      |
| 10,000 00          | GENERAL ELEC CAP CORP         | 6.875% 10 Jan 2039   | 9,025   | 10,327       |
| 175,000 00         | GENERAL MTRS ACCEP CORP       | 6 875% 28 Aug 2012   | 161,313 | 171,248      |
| 260,000 00         | GEORGIA PAC CORP              | 7 75% 15 Nov 2029    | 274,400 | 256,750      |
| 84,000 00          | GMAC LLC                      | 6% 15 Dec 2011       | 66,423  | 82,320       |
| 18,000 00          | GMAC LLC                      | 6% 15 May 2011       | 13,856  | 17,640       |
| 15,000 00          | GMAC LLC                      | 6 875% 15 Sep 2011   | 12,329  | 14,775       |
| 17,000 00          | GMAC LLC                      | 6 875% 28 Aug 2012   | 13,446  | 16,660       |
| 54,000 00          | GMAC LLC                      | 7 25% 02 Mar 2011    | 46,332  | 53,460       |
| 250,000 00         | GOLDMAN SACHS GROUP           | 5 95% 18 Jan 2018    | 250,445 | 263,993      |
| 100,000 00         | GOLDMAN SACHS GROUP INC       | 4 75% 15 Jul 2013    | 96,653  | 104,624      |
| 70,000 00          | GOLDMAN SACHS GROUP INC       | 5 125% 15 Jan 2015   | 68,586  | 73,553       |
| 70,000 00          | GOLDMAN SACHS GROUP INC       | 5 625% 15 Jan 2017   | 67,151  | 71,495       |
| 15,000 00          | GOLDMAN SACHS GROUP INC       | 6 125% 15 Feb 2033   | 11,100  | 15,063       |
| 25,000 00          | GOLDMAN SACHS GROUP INC       | 6 15% 01 Apr 2018    | 24,183  | 26,763       |
| 30,000 00          | GOLDMAN SACHS GROUP INC       | 6 75% 01 Oct 2037    | 28,753  | 30,837       |
| 115,000 00         | GOLDMAN SACHS GROUP INC       | 6 75% 01 Oct 2037    | 92,983  | 118,207      |
| 5,712 61           | GREENWICH CAP COML FDG CORP   | 4 022% 05 Jul 2010   | 5,741   | 5,748        |
| 247,000 00         | GREENWICH CAP COML FDG CORP   | 5 117% 10 Apr 2037   | 244,144 | 247,963      |

| Shares / Par Value | Security Name                  | Security Description | Cost    | Market Value |
|--------------------|--------------------------------|----------------------|---------|--------------|
| 25,000 00          | GREENWICH CAP COML FDG CORP    | 5 317% 10 Jun 2036   | 25,450  | 25,375       |
| 475,000.00         | GREENWICH CAPITAL COMM FND     | 5 444% 10 Mar 2039   | 334,570 | 419,684      |
| 100,000.00         | GS MTG SECS TR 2007 GG10       | 5.805% 10 Aug 2045   | 78,750  | 85,864       |
| 10,000 00          | HALLIBURTON CO                 | 5 9% 15 Sep 2018     | 10,032  | 10,892       |
| 300,000 00         | HARLEY DAVIDSON FDG CORP       | 6 8% 15 Jun 2018     | 299,415 | 299,166      |
| 50,000 00          | HARTFORD FINL SVCS GROUP INC   | 4 625% 15 Jul 2013   | 46,656  | 50,096       |
| 72,000 00          | HARTFORD FINL SVCS GROUP INC   | 6 3% 15 Mar 2018     | 71,998  | 71,799       |
| 35,000 00          | HASBRO INC                     | 6.125% 15 May 2014   | 34,976  | 38,106       |
| 55,000 00          | HASBRO INC                     | 6 3% 15 Sep 2017     | 52,562  | 58,204       |
| 35,000.00          | HCA INC                        | 5 75% 15 Mar 2014    | 30,188  | 32,900       |
| 100,000.00         | HCA INC FORMERLY HCA           | 6 5% 15 Feb 2016     | 86,988  | 95,000       |
| 25,000 00          | HEALTH CARE PPTY INVS INC      | 5 95% 15 Sep 2011    | 24,993  | 25,793       |
| 170,000 00         | HERTZ 2009 2A A1               | 0% 25 Mar 2014       | 169,990 | 169,412      |
| 30,000 00          | HESS CORP                      | 7% 15 Feb 2014       | 29,917  | 33,752       |
| 15,000 00          | HOME DEPOT INC                 | 5 4% 01 Mar 2016     | 13,408  | 15,703       |
| 109,000 00         | HOME DEPOT INC                 | 5 875% 16 Dec 2036   | 91,718  | 105,213      |
| 10,000.00          | HONEYWELL INTL INC             | 5 3% 01 Mar 2018     | 10,211  | 10,547       |
| 54,000.00          | HOSPIRA INC                    | 6 05% 30 Mar 2017    | 53,964  | 56,517       |
| 80,000 00          | HOUSEHOLD FIN CORP             | 7% 15 May 2012       | 82,556  | 86,989       |
| 25,000 00          | HSBC BK USA NEW YORK N Y       | 4.625% 01 Apr 2014   | 24,677  | 26,097       |
| 8,476 49           | HYUNDAI AUTO RECEIVABLES TR    | 5 04% 17 Jan 2012    | 8,476   | 8,626        |
| 45,000 00          | IBM CORP                       | 5 6% 30 Nov 2039     | 45,924  | 45,258       |
| 55,000 00          | INCITEC PIVOT FIN LLC          | 6% 10 Dec 2019       | 54,633  | 54,419       |
| 25,000 00          | INDIANA MI PWR CO              | 5 05% 15 Nov 2014    | 25,212  | 25,932       |
| 56,000 00          | INGERSOLL RAND GLOBAL HLDG CO  | 6 875% 15 Aug 2018   | 55,920  | 62,070       |
| 20,000.00          | INTERNATIONAL LEASE FIN CORP   | 5% 15 Apr 2010       | 18,700  | 19,700       |
| 105,000.00         | INTERNATIONAL PAPER CO         | 7 95% 15 Jun 2018    | 104,449 | 121,108      |
| 20,000 00          | INTUIT                         | 5 4% 15 Mar 2012     | 19,999  | 21,248       |
| 110,000 00         | J P MORGAN CHASE               | 1% 15 Feb 2051       | 80,013  | 87,304       |
| 20,000 00          | J P MORGAN CHASE COML MTG      | 1% 15 Jun 2049       | 19,316  | 17,417       |
| 75,000 00          | J P MORGAN CHASE COML MTG      | 1% 15 Jun 2049       | 48,233  | 65,314       |
| 25,000 00          | J P MORGAN CHASE COML MTG SECS | 5 44% 12 Jun 2047    | 18,546  | 21,779       |
| 49,957 46          | J P MORGAN CHASE MTG SECSTR    | 5.273% 12 Feb 2051   | 50,499  | 50,993       |
| 65,000 00          | JC PENNEY CORPORATION INC      | 6 375% 15 Oct 2036   | 61,651  | 57,720       |
| 25,000 00          | JOHNSON CONTROLS               | 4 875% 15 Sep 2013   | 24,873  | 25,714       |
| 355,000 00         | JP MORGAN CHASE COML MTG SECS  | 5 42% 15 Jan 2049    | 350,649 | 299,462      |
| 55,000 00          | JP MORGAN CHASE COML MTG SECS  | 5 87485% 15 Apr 2045 | 33,590  | 53,000       |
| 199,000 00         | JPMORGAN CHASE + CO FORMERLY   | 6% 15 Jan 2018       | 207,046 | 213,923      |
| 15,000.00          | KEYCORP MTN BOOK ENTRY         | 6 5% 14 May 2013     | 13,809  | 15,482       |
| 25,000 00          | KEYSPAN CORP                   | 4 65% 01 Apr 2013    | 26,476  | 25,379       |
| 25,000 00          | KFW                            | 4.875% 17 Jun 2019   | 24,926  | 26,418       |
| 330,000 00         | KRAFT FOODS INC                | 6 5% 01 Nov 2031     | 251,782 | 331,495      |
| 101,000 00         | KRAFT FOODS INC                | 6 5% 11 Aug 2017     | 101,726 | 109,591      |
| 1,000,000 00       | KREDITANST FUR WIE             | 10 75% 01 Feb 2010   | 12,956  | 8,056        |
| 50,000 00          | LAUDER ESTEE COS INC           | 6% 15 Jan 2012       | 53,744  | 53,465       |
| 150,000 00         | LB UBS COML MTG TR             | 4 853% 15 Sep 2031   | 155,461 | 154,434      |
| 70,000 00          | LB UBS COML MTG TR             | 5 3% 15 Nov 2038     | 70,349  | 71,172       |
| 85,000 00          | LEHMAN BROTHERS HLDGS INC      | 5 25% 06 Feb 2012    | 84,910  | 16,575       |
| 35,000 00          | LEHMAN BROTHERS HLDGS INC      | 6 625% 18 Jan 2012   | 35,505  | 6,825        |
| 5,000 00           | LINCOLN NATL CORP IN           | 8.75% 01 Jul 2019    | 4,952   | 5,713        |

| Shares / Par Value | Security Name                  | Security Description | Cost    | Market Value |
|--------------------|--------------------------------|----------------------|---------|--------------|
| 40,000 00          | LUBRIZOL CORP                  | 5 5% 01 Oct 2014     | 38,863  | 42,580       |
| 75,000 00          | MARATHON OIL CORP              | 6 5% 15 Feb 2014     | 74,689  | 82,962       |
| 155,000 00         | MBNA CR CARD MASTER NT TR      | 1% 16 Aug 2021       | 138,002 | 140,212      |
| 320,000 00         | MBNA CR CARD MASTER NT TR      | 4.45% 15 Aug 2016    | 289,600 | 304,704      |
| 45,000 00          | MCKESSON CORP                  | 6.5% 15 Feb 2014     | 44,971  | 49,777       |
| 100,000.00         | MERCK AND CO MEDIUM TERM NTS   | 5 76% 03 May 2037    | 110,500 | 107,749      |
| 50,000.00          | MERRILL LYNCH MTG TR 2007 C1   | 1% 12 Jun 2050       | 48,641  | 42,292       |
| 105,000 00         | MERRILL LYNCH + CO INC         | 5% 15 Jan 2015       | 106,861 | 106,788      |
| 170,000 00         | MERRILL LYNCH + CO INC         | 5 45% 05 Feb 2013    | 167,364 | 178,886      |
| 140,000 00         | MERRILL LYNCH + CO INC         | 6 05% 16 May 2016    | 143,239 | 141,260      |
| 105,000 00         | MERRILL LYNCH + CO INC         | 6.4% 28 Aug 2017     | 107,541 | 110,500      |
| 60,000.00          | MERRILL LYNCH + CO INC         | 6 875% 25 Apr 2018   | 59,948  | 64,646       |
| 90,317 56          | MERRILL LYNCH MTG INVS INC     | 1% 25 Feb 2035       | 87,975  | 77,829       |
| 315,000 00         | MERRILL LYNCH MTG TR           | 4 96% 12 Jul 2038    | 308,528 | 315,952      |
| 5,000 00           | METLIFE INC                    | 6.75% 01 Jun 2016    | 4,988   | 5,599        |
| 25,000.00          | METLIFE INC                    | 7 717% 15 Feb 2019   | 25,842  | 29,379       |
| 100,000 00         | ML CFC COML MGT                | 5 172% 12 Dec 2049   | 56,740  | 88,393       |
| 140,000 00         | ML CFC COML MTG TR             | 5 485% 12 Mar 2051   | 140,768 | 113,888      |
| 204,000 00         | MLMT 2006 C1 A2                | 1% 12 May 2039       | 192,780 | 207,706      |
| 347,000.00         | MORGAN STANLEY                 | 4 75% 01 Apr 2014    | 328,572 | 348,995      |
| 65,000 00          | MORGAN STANLEY                 | 5.45% 09 Jan 2017    | 52,000  | 65,697       |
| 25,000 00          | MORGAN STANLEY CAP I INC       | 4.989% 13 Aug 2042   | 22,667  | 24,199       |
| 14,751 23          | MORGAN STANLEY DEAN WITTER     | 3.98% 13 Nov 2036    | 14,359  | 14,913       |
| 25,000 00          | MORGAN STANLEY DEAN WITTER     | 4.92% 12 Mar 2035    | 24,658  | 25,419       |
| 65,000 00          | MORGAN STANLEY DEAN WITTER     | 5 15% 13 Jun 2041    | 67,326  | 66,700       |
| 25,000 00          | MORGAN STANLEY DEAN WITTER     | 5 98% 15 Jan 2039    | 25,297  | 26,180       |
| 17,312 46          | MORGAN STANLEY DEAN WITTER CAP | 4 8% 15 Sep 2037     | 17,189  | 17,642       |
| 150,000.00         | MORGAN STANLEY DEAN WITTER CAP | 7 892% 03 Sep 2015   | 169,338 | 157,098      |
| 160,000.00         | MORGAN STANLEY GROUP INC       | 5 55% 27 Apr 2017    | 155,612 | 160,709      |
| 100,000 00         | MORGAN STANLEY GROUP INC       | 6 25% 28 Aug 2017    | 93,968  | 104,358      |
| 220,000 00         | NABORS INDS INC                | 9 25% 15 Jan 2019    | 227,469 | 269,438      |
| 25,000.00          | NABORS INDUSTRIES BP SWAP      | 6 15% 15 Feb 2018    | 19,580  | 25,984       |
| 10,000.00          | NATIONAL CITY CORP             | 4 9% 15 Jan 2015     | 8,388   | 10,216       |
| 15,000.00          | NATIONAL CITY CORP             | 6 875% 15 May 2019   | 13,650  | 15,878       |
| 145,000 00         | NATIONSBANK CORP MT SUB NTS    | 6 975% 07 Mar 2037   | 172,550 | 151,932      |
| 32,000 00          | NEW YORK LIFE GLOBAL FDG       | 4 65% 09 May 2013    | 30,370  | 33,612       |
| 30,000 00          | NEWMONT MNG CORP               | 5 875% 01 Apr 2035   | 26,522  | 28,441       |
| 25,000 00          | NEWS AMER INC                  | 4 75% 15 Mar 2010    | 24,991  | 25,061       |
| 125,000 00         | NEWS AMER INC                  | 6 15% 01 Mar 2037    | 120,464 | 124,361      |
| 179,000 00         | NEWS AMER INC                  | 6 75% 09 Jan 2038    | 201,278 | 185,680      |
| 25,000 00          | NEXEN INC                      | 5 2% 10 Mar 2015     | 23,849  | 25,865       |
| 25,000 00          | NEXTEL COMMUNICATIONS          | 7 375% 01 Aug 2015   | 17,076  | 24,313       |
| 85,000 00          | NEXTEL COMMUNICATIONS INC      | 5 95% 15 Mar 2014    | 49,988  | 79,369       |
| 85,000 00          | NEXTEL COMMUNICATIONS INC      | 6 875% 31 Oct 2013   | 58,163  | 82,450       |
| 110,000 00         | NISOURCE FIN CORP              | 6 8% 15 Jan 2019     | 109,696 | 117,640      |
| 80,000 00          | NISOURCE FINANCE CORP          | 6 125% 01 Mar 2022   | 79,655  | 81,644       |
| 93,000 00          | NOBLE ENERGY INC               | 8 25% 01 Mar 2019    | 92,562  | 111,263      |
| 120,000 00         | NORFOLK SOUTHN CORP            | 5 75% 15 Jan 2016    | 119,468 | 127,664      |
| 155,000 00         | NORFOLK SOUTHN CORP            | 6% 15 Mar 2105       | 148,676 | 127,407      |
| 61,000 00          | NSTAR ELEC CO                  | 5 625% 15 Nov 2017   | 55,764  | 65,317       |

| Shares / Par Value | Security Name                  | Security Description | Cost    | Market Value |
|--------------------|--------------------------------|----------------------|---------|--------------|
| 25,000.00          | NUCOR CORP                     | 5 85% 01 Jun 2018    | 25,028  | 26,940       |
| 40,000.00          | ORACLE CORP                    | 5% 08 Jul 2019       | 40,552  | 41,252       |
| 20,000.00          | OWENS CORNING NEW              | 7% 01 Dec 2036       | 19,605  | 18,653       |
| 20,000.00          | PEMEX PROJ FDG MASTER TR       | 5 75% 01 Mar 2018    | 19,969  | 20,223       |
| 300,000.00         | PEPSICO INC                    | 5% 01 Jun 2018       | 298,458 | 311,469      |
| 25,000.00          | PETRO CDA                      | 4% 15 Jul 2013       | 24,885  | 25,811       |
| 15,000.00          | PETROBRAS INTL FIN CO          | 5 875% 01 Mar 2018   | 14,834  | 15,126       |
| 210,000.00         | PETROBRAS INTL FIN CO          | 5 875% 01 Mar 2018   | 208,961 | 211,766      |
| 100,000.00         | PFIZER INC                     | 4 45% 15 Mar 2012    | 99,863  | 105,765      |
| 40,000.00          | PLAINS ALL AMERN PIPELINE L P  | 6.5% 01 May 2018     | 40,825  | 42,776       |
| 176,000.00         | PROCTER + GAMBLE CO            | 8% 01 Sep 2024       | 238,044 | 217,930      |
| 15,000.00          | PRUDENTIAL FIN INC             | 4.5% 15 Jul 2013     | 14,611  | 15,170       |
| 15,000.00          | PRUDENTIAL FINANCIAL INC       | 7.375% 15 Jun 2019   | 15,000  | 16,818       |
| 66,000.00          | QUEST DIAGNOSTIC INC           | 4 75% 30 Jan 2020    | 65,004  | 64,489       |
| 297,000.00         | QWEST CORP                     | 6 5% 01 Jun 2017     | 293,986 | 291,803      |
| 150,000.00         | QWEST CORP                     | 7 625% 15 Jun 2015   | 119,625 | 155,250      |
| 170,000.00         | REED ELSEVIER CAP INC          | 7 75% 15 Jan 2014    | 169,565 | 193,548      |
| 40,000.00          | REGIONS FINANCIAL CORP         | 7.75% 10 Nov 2014    | 39,757  | 39,449       |
| 200,000.00         | REYNOLDS AMERN INC             | 7 25% 15 Jun 2037    | 199,626 | 201,416      |
| 150,000.00         | RIO TINTO FIN USA LTD          | 6 5% 15 Jul 2018     | 148,697 | 164,772      |
| 70,000.00          | ROCKWELL COLLINS INC           | 5 25% 15 Jul 2019    | 71,327  | 72,439       |
| 78,000.00          | RPM INTERNATIONAL INC          | 6 125% 15 Oct 2019   | 77,918  | 78,474       |
| 50,000.00          | SARA LEE CORP                  | 3 875% 15 Jun 2013   | 47,580  | 51,123       |
| 25,000.00          | SCANA CORP MEDIUM TERM NTS BOO | 6 25% 01 Feb 2012    | 26,942  | 26,471       |
| 58,000.00          | SCHLUMBERGER TECHNOLOGY CORP   | 6.5% 15 Apr 2012     | 60,737  | 63,393       |
| 25,000.00          | SCOTTISH POWER PLC             | 4.91% 15 Mar 2010    | 24,993  | 25,207       |
| 35,000.00          | SEMPRA ENERGY                  | 6.5% 01 Jun 2016     | 36,060  | 37,958       |
| 25,000.00          | SIMON PPTY GROUP L P           | 4.6% 15 Jun 2010     | 24,629  | 25,370       |
| 35,000.00          | SIMON PPTY GROUP L P           | 5% 01 Mar 2012       | 33,958  | 36,176       |
| 73,000.00          | SIMON PPTY GROUP LP            | 5.75% 01 May 2012    | 72,824  | 76,687       |
| 66,000.00          | SIMON PROPERTY GROUP LP        | 6.75% 15 May 2014    | 69,319  | 70,335       |
| 103,000.00         | SMALL BUSINESS ADMIN           | 1% 01 Nov 2029       | 103,000 | 102,517      |
| 78,858.22          | SMALL BUSINESS ADMIN           | 5 29% 01 Dec 2027    | 78,858  | 83,861       |
| 97,535.19          | SMALL BUSINESS ADMIN           | 5 37% 01 Apr 2028    | 97,535  | 103,357      |
| 203,455.44         | SMALL BUSINESS ADMIN           | 5 49% 01 Mar 2028    | 203,455 | 215,600      |
| 74,863.65          | SMALL BUSINESS ADMIN           | 5 68% 01 Jun 2028    | 74,864  | 80,619       |
| 123,379.37         | SMALL BUSINESS ADMIN           | 5 78% 01 Aug 2027    | 124,026 | 130,782      |
| 48,154.02          | SMALL BUSINESS ADMIN           | 5 87% 01 Jul 2028    | 48,154  | 52,037       |
| 60,589.31          | SMALL BUSINESS ADMIN GTD DEV   | 4 99% 01 Sep 2024    | 63,013  | 63,203       |
| 125,000.00         | SMITH INTL INC                 | 8 625% 15 Mar 2014   | 124,590 | 144,536      |
| 250,000.00         | SMITHFIELD FOODS INC           | 7% 01 Aug 2011       | 177,250 | 249,375      |
| 80,000.00          | SOUTHERN NAT GAS CO            | 7 35% 15 Feb 2031    | 77,997  | 87,343       |
| 455,000.00         | SPRINT CAP CORP                | 6 875% 15 Nov 2028   | 430,950 | 378,219      |
| 25,000.00          | ST PAUL TRAVELERS COS INC      | 5 5% 01 Dec 2015     | 25,000  | 27,082       |
| 25,000.00          | TALISMAN ENERGY                | 7.75% 01 Jun 2019    | 24,899  | 29,360       |
| 200,000.00         | TALISMAN ENERGY                | 7 75% 01 Jun 2019    | 199,192 | 234,882      |
| 25,000.00          | TALISMAN ENERGY INC            | 5 85% 01 Feb 2037    | 17,683  | 23,886       |
| 45,000.00          | TALISMAN ENERGY INC            | 6 25% 01 Feb 2038    | 35,876  | 45,051       |
| 10,000.00          | TELECOM ITALIA CAP             | 5 25% 15 Nov 2013    | 7,825   | 10,518       |
| 15,000.00          | TELECOM ITALIA CAP             | 6% 30 Sep 2034       | 13,661  | 14,185       |

| Shares / Par Value | Security Name                  | Security Description | Cost    | Market Value |
|--------------------|--------------------------------|----------------------|---------|--------------|
| 40,000 00          | TELECOM ITALIA CAP             | 6.375% 15 Nov 2033   | 36,393  | 39,437       |
| 150,000 00         | TELEFONICA SA                  | 4 949% 15 Jan 2015   | 150,000 | 160,341      |
| 105,000 00         | TELUS CORP                     | 4 95% 15 Mar 2017    | 89,126  | 101,548      |
| 20,000 00          | TENNESSEE GAS PIPELINE CO      | 7% 15 Oct 2028       | 19,953  | 21,318       |
| 45,000 00          | TIME WARNER CABLE INC          | 5 85% 01 May 2017    | 38,849  | 47,280       |
| 88,000 00          | TIME WARNER CABLE INC          | 6 55% 01 May 2037    | 87,407  | 89,672       |
| 31,000 00          | TIME WARNER CABLE INC          | 6.75% 01 Jul 2018    | 30,974  | 34,055       |
| 50,000 00          | TIME WARNER CABLE INC          | 8 25% 14 Feb 2014    | 59,174  | 58,437       |
| 33,000 00          | TIME WARNER CABLE INC          | 8.75% 14 Feb 2019    | 32,493  | 40,219       |
| 165,000 00         | TIME WARNER INC                | 6 625% 15 May 2029   | 162,753 | 172,046      |
| 20,000 00          | TIME WARNER INC                | 6 875% 01 May 2012   | 20,351  | 21,895       |
| 102,000 00         | TIME WARNER INC                | 6 875% 15 Jun 2018   | 103,067 | 112,502      |
| 300,000 00         | TRANSCONTINENTAL GAS PIPE LINE | 6.05% 15 Jun 2018    | 299,199 | 319,488      |
| 80,000 00          | TYCO INTERNATIONAL FINAN       | 4 125% 15 Oct 2014   | 79,722  | 81,778       |
| 131,000 00         | TYCO INTL FINANCE SA           | 8 5% 15 Jan 2019     | 151,650 | 158,215      |
| 40,000 00          | TYCO INTL LTD                  | 6 875% 15 Jan 2021   | 42,631  | 44,878       |
| 100,000 00         | U S WEST COMMUNICATIONS INC    | 6 875% 15 Sep 2033   | 86,500  | 88,000       |
| 20,000 00          | UNION PAC CORP                 | 7 875% 15 Jan 2019   | 20,425  | 24,200       |
| 125,000 00         | UNITED STS STL CORP NEW        | 6 65% 01 Jun 2037    | 118,620 | 100,560      |
| 45,000.00          | UNITED TECHNOLOGIES CORP       | 5 375% 15 Dec 2017   | 47,110  | 47,954       |
| 90,000 00          | UNITEDHEALTH GROUP INC         | 5 8% 15 Mar 2036     | 76,856  | 80,662       |
| 350,000 00         | UNITEDHEALTH GROUP INC         | 6 625% 15 Nov 2037   | 323,036 | 350,627      |
| 30,000 00          | UNUM GROUP                     | 7 125% 30 Sep 2016   | 31,769  | 31,083       |
| 7,050 44           | USAA AUTO OWNER TR             | 4 9% 15 Feb 2012     | 7,050   | 7,141        |
| 20,000 00          | USB CAP IX                     | 6 189% 29 Oct 2049   | 14,975  | 16,075       |
| 35,000 00          | USG CORP                       | 6 3% 15 Nov 2016     | 28,788  | 31,325       |
| 125,000 00         | USG CORP                       | 9% 15 Jan 2018       | 123,602 | 128,750      |
| 20,000 00          | VALE OVERSEAS LTD              | 6 25% 23 Jan 2017    | 21,037  | 20,862       |
| 40,000 00          | VALE OVERSEAS LTD              | 6 875% 21 Nov 2036   | 39,692  | 39,966       |
| 345,000 00         | VALERO ENERGY CORP             | 6 625% 15 Jun 2037   | 330,309 | 323,724      |
| 20,000 00          | VALERO ENERGY CORP NEW         | 6 875% 15 Apr 2012   | 20,100  | 21,838       |
| 34,000.00          | VERIZON COMMUNICATIONS INC     | 8 75% 01 Nov 2018    | 33,809  | 42,467       |
| 120,000 00         | VERIZON COMMUNICATIONS INC     | 8 75% 01 Nov 2018    | 119,326 | 149,882      |
| 50,000.00          | VERIZON VA INC                 | 4.625% 15 Mar 2013   | 49,917  | 51,923       |
| 25,000 00          | VIACOM INC                     | 5 625% 15 Aug 2012   | 25,431  | 26,132       |
| 25,000 00          | VIRGINIA ELEC + PWR CO         | 4 5% 15 Dec 2010     | 25,126  | 25,711       |
| 128,000 00         | VODAFONE AIRTOUCH PLC          | 7 75% 15 Feb 2010    | 133,882 | 128,978      |
| 25,000 00          | VODAFONE GROUP PLC             | 5% 16 Dec 2013       | 25,315  | 26,471       |
| 30,000 00          | WACHOVIA BK COML MTG TR        | 1% 15 Jul 2045       | 27,182  | 27,172       |
| 25,000 00          | WACHOVIA BK COML MTG TR        | 5 997% 15 Jun 2045   | 25,124  | 25,083       |
| 35,000 00          | WACHOVIA CORPORATION           | 1% 01 Aug 2026       | 38,622  | 37,967       |
| 20,000 00          | WAL MART STORES INC            | 4.25% 15 Apr 2013    | 20,003  | 21,205       |
| 45,143 50          | WAMU 2005 AR3 A2               | 4 63564% 25 Mar 2035 | 44,103  | 38,461       |
| 10,532 97          | WASHINGTON MUTAL ASSET SECURIT | 3 83% 25 Jan 2035    | 10,074  | 10,510       |
| 50,000 00          | WASTE MANAGEMENT INC           | 6 375% 11 Mar 2015   | 49,825  | 55,407       |
| 25,000 00          | WASTE MGMT INC                 | 5% 15 Mar 2014       | 24,906  | 26,359       |
| 70,000.00          | WEA FINANCE/WT FIN AUST        | 5 75% 02 Sep 2015    | 72,360  | 73,811       |
| 15,000.00          | WEATHERFORD INTL LTD           | 6% 15 Mar 2018       | 13,384  | 15,105       |
| 25,000.00          | WELLPOINT HEALTH NETWORKS INC  | 6 375% 15 Jan 2012   | 26,904  | 26,927       |
| 120,000.00         | WELLPOINT INC                  | 6% 15 Feb 2014       | 119,771 | 130,139      |

## Part II, Line 10b, Investments - Corporate Bonds

| Shares / Par Value | Security Name                | Security Description | Cost                 | Market Value         |
|--------------------|------------------------------|----------------------|----------------------|----------------------|
| 100,000 00         | WESTERN UN CO                | 5 93% 01 Oct 2016    | 100,006              | 107,872              |
| 18,000 00          | WILLIS NORTH AMERICA INC     | 7% 29 Sep 2019       | 17,911               | 18,329               |
| 76,000 00          | XEROX CORP                   | 6 4% 15 Mar 2016     | 74,647               | 80,797               |
| 25,000 00          | XTO ENERGY INC               | 5 65% 01 Apr 2016    | 24,979               | 27,323               |
|                    |                              |                      |                      |                      |
|                    | <b>Total corporate bonds</b> |                      | <b>\$ 32,342,643</b> | <b>\$ 34,316,943</b> |

FORM 990PF, PART II - OTHER INVESTMENTS

| <u>DESCRIPTION</u> | <u>ATTACHMENT 12</u>         |                       |
|--------------------|------------------------------|-----------------------|
|                    | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
| SEE ATTACHMENT 12A | 82,567,065.                  | 82,567,065.           |
| TOTALS             | <u>57,046,522.</u>           | <u>82,567,065.</u>    |

Yawkey Foundation II  
Form 990-PF  
Part II, Line 15, Other Investments

04-2768239

| Shares / Par Value | Security Name                                               | Security Description | Cost                 | Market Value         |
|--------------------|-------------------------------------------------------------|----------------------|----------------------|----------------------|
|                    | Natural Gas Properties, WV                                  |                      | \$ 5,125,363         | \$ 5,092,269         |
|                    | Coal Properties, WV                                         |                      | 6,940,573            | 4,965,267            |
|                    | Timber Properties, WV                                       |                      | 926,970              | 945,000              |
|                    | <b>Total JRY Natural Resource LLC Properties</b>            |                      | <b>12,992,906</b>    | <b>11,002,536</b>    |
|                    |                                                             |                      |                      |                      |
| 3,255,141 00       | AQUILINE FINANCIAL SERVICES FD (Offshore) L P               | PRIVATE EQUITY       | 3,255,141            | 3,241,878            |
| 15,000,000 00      | CONVEXITY CAPITAL OFFSHORE LP                               | HEDGE FUNDS          | 15,000,000           | 24,841,782           |
| 1,951,534 57       | ENERGY CAPITAL INVESTORS FUND LLC                           | PRIVATE EQUITY       | 1,951,535            | 2,153,860            |
| 34,101 13          | HERMITAGE GLOBAL FUND                                       | HEDGE FUNDS          | 4,910,563            | 3,017,609            |
| 621 09             | HERMITAGE GLOBAL JUN08 SERIES                               | HEDGE FUNDS          | 42,967               | 33,713               |
| 5,000,000 00       | HIGH RISE INSTITUTIONAL PTS LP                              | HEDGE FUNDS          | 5,000,000            | 5,187,851            |
| 2,550,000 00       | HIGHLAND CONSUMER FUND I-B, L P                             | PRIVATE EQUITY       | 2,550,000            | 1,639,421            |
| 1,504,742 03       | NATURAL GAS PARTNERS IX, L P                                | PRIVATE EQUITY       | 1,504,742            | 1,208,659            |
| 5,364 38           | NEON LIBERTY EMERGING MARKETS Fund LTD                      | HEDGE FUNDS          | 6,500,000            | 11,043,909           |
| 5,000 00           | NYES LEDGE CAPITAL OFFSHORE                                 | FUND OF FUNDS        | 5,000,000            | 6,099,368            |
| 3,326 32           | SMC ALTERNATIVE STRATEGIES FD CL D01 07                     | FUND OF FUNDS        | 2,851,397            | 2,585,309            |
| 3,552 20           | SMC RESERVE FUND II OFFSHORE LP                             | FUND OF FUNDS        | 3,552,203            | 3,514,697            |
| 459 69             | STEEL PARTNERS JAPAN STRATEGIC OFFSHORE CLASS SP2 A SER 136 | HEDGE FUNDS          | 459,692              | 519,471              |
| 8,020 50           | STEEL PARTNERS OFFSHORE FD LTD                              | HEDGE FUNDS          | 7,268,571            | 4,957,238            |
| 1,678 93           | STEEL PARTNERS JAPAN STRATEGIC FD CLASS SP1 A SERIES 136    | HEDGE FUNDS          | 1,678,926            | 1,519,764            |
|                    | <b>Total alternative investments</b>                        |                      | <b>61,525,736</b>    | <b>71,564,529</b>    |
|                    |                                                             |                      |                      |                      |
|                    | <b>Total other investments</b>                              |                      | <b>\$ 74,518,642</b> | <b>\$ 82,567,065</b> |

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 13

| <u>DESCRIPTION</u> | <u>BEGINNING<br/>BOOK VALUE</u> | <u>ENDING<br/>BOOK VALUE</u> | <u>ENDING<br/>FMV</u> |
|--------------------|---------------------------------|------------------------------|-----------------------|
| PREPAID INTEREST   | 108,747.                        | 53,121.                      | 53,121.               |
| TOTALS             | <u>108,747.</u>                 | <u>53,121.</u>               | <u>53,121.</u>        |

ATTACHMENT 14FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

| <u>DESCRIPTION</u>                                                      | <u>AMOUNT</u>       |
|-------------------------------------------------------------------------|---------------------|
| UNREALIZED GAIN ON INVESTMENTS                                          | 93,969,504.         |
| UNREALIZED GAIN ON UNDISTRIBUTED<br>EARNINGS OF ALTERNATIVE INVESTMENTS | 12,064,310.         |
| TOTAL                                                                   | <u>106,033,814.</u> |

ATTACHMENT 15FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTNET CHANGE IN VALUE OF NATURAL RESOURCE  
PROPERTIES

1,990,370.

TOTAL

1,990,370.

YAWKEY FOUNDATION II  
FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

04-2768239

| <u>NAME AND ADDRESS</u>                                              | <u>TITLE &amp; AVERAGE HOURS PER WEEK DEVOTED TO</u><br><u>POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO</u><br><u>EMPLOYEE BENEFIT</u><br><u>PLAN</u> | <u>EXPENSE ACCT</u><br><u>AND OTHER</u><br><u>ALLOWANCES</u> |
|----------------------------------------------------------------------|-------------------------------------------------------------------------|---------------------|-------------------------------------------------------------------|--------------------------------------------------------------|
| JOHN L HARRINGTON<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026       | BOARD CHAIR / TRUSTEE<br>1 - 4 HRS                                      | \$ 42,750           | * NONE                                                            | NONE                                                         |
| JAMES P HEALEY<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026          | PRESIDENT / TRUSTEE<br>30 - 40 HRS                                      | * NONE              | * NONE                                                            | NONE                                                         |
| WILLIAM B. GUTFARB<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026      | EXEC V.P. / TREASURER / TRUSTEE<br>30 - 40 HRS                          | * NONE              | * NONE                                                            | NONE                                                         |
| MAUREEN H BLEDAY<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026        | EXEC V.P. / SECRETARY<br>30 - 40 HRS                                    | * NONE              | * NONE                                                            | NONE                                                         |
| JAMES G MAGUIRE<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026         | TRUSTEE /<br>AUDIT & FINANCE COMM CHAIR<br>1 - 4 HRS                    | \$ 28,000           | NONE                                                              | NONE                                                         |
| CHARLES CLOUGH, JR<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026      | TRUSTEE / INVEST COMM CHAIR<br>1 - 4 HRS                                | \$ 23,500           | NONE                                                              | NONE                                                         |
| JUDITH WALDEN SCARAFILE<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026 | TRUSTEE / GRANTS COMM CHAIR<br>1 - 4 HRS                                | \$ 24,750           | NONE                                                              | NONE                                                         |
| ELEANOR S ARMSTRONG<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026     | TRUSTEE<br>1 - 2 HRS                                                    | \$ 16,750           | NONE                                                              | NONE                                                         |
| REV DR RAY HAMMOND<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026      | TRUSTEE<br>1 - 4 HRS                                                    | \$ 20,500           | NONE                                                              | NONE                                                         |
| JUSTIN P MORREALE<br>990 WASHINGTON STREET<br>DEDHAM, MA 02026       | TRUSTEE / VALUATION COMM<br>CHAIR<br>1 - 4 HRS                          | \$ 27,250           | NONE                                                              | NONE                                                         |
| GRAND TOTALS                                                         |                                                                         | <u>\$ 183,500</u>   | NONE                                                              | NONE                                                         |

\* INDIVIDUALS IDENTIFIED ABOVE ARE PAID FOR SERVICES THROUGH A MANAGEMENT CONTRACT WITH BTMC - SEE PART VIII, SECTION 3 FOR BTMC INFORMATION

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 17

| <u>NAME AND ADDRESS</u>                                                                                                                                              | <u>TYPE OF SERVICE</u> | <u>COMPENSATION</u> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------------|
| BOSTON TRUST MANAGEMENT CORPORATION<br>990 WASHINGTON STREET - SUITE 315<br>DEDHAM, MA 02026<br>OVERALL MANAGEMENT, INCLUDING INVESTMENT, GRANT MAKING, FISCAL, ETC. | SEE NOTE BELOW         | 2,183,263.          |
| STATE STREET BANK AND TRUST<br>200 NEWPORT AVENUE<br>NORTH QUINCY, MA                                                                                                | INV. CUSTODIAL SVCS    | 328,407.            |
| EUROPEAN INVESTORS INC<br>717 FIFTH AVENUE<br>NEW YORK, NY 10022                                                                                                     | PORTFOLIO MGR SVCS     | 155,293.            |
| MAYO INVESTMENT ADVISERS LLC<br>40 ROWES WHARF, 2ND FLOOR<br>BOSTON, MA 02110                                                                                        | PORTFOLIO MGR SVCS     | 160,591.            |
| GARDNER RUSSO & GARDNER<br>223 EAST CHESTNUT STREET<br>LANCASTER, PA 17602                                                                                           | PORTFOLIO MGR SVCS     | 146,021.            |
| TOTAL COMPENSATION                                                                                                                                                   |                        | <u>2,973,575.</u>   |

ATTACHMENT 18

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

NANCY KIELTY BRODNICKI  
990 WASHINGTON STREET, SUITE 315  
DEDHAM, MA 02026

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

THE FOUNDATION ENCOURAGES APPLICANTS TO REVIEW THE FOUNDATION'S GRANT GUIDELINES ON OUR WEBSITE ([WWW.YAWKEYFOUNDATIONS.ORG](http://WWW.YAWKEYFOUNDATIONS.ORG)) PRIOR TO APPLYING FOR A FOUNDATION GRANT.

| Organization                                      | Address                                                 | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                      | Category                    | Amount    |
|---------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------|-----------|
| A Sporting Chance, Inc                            | PO Box 453<br>Hyde Park, MA 02136                       | None/Public Charity                                                        | Summer baseball camp for children                                                  | Youth and Amateur Athletics | \$ 30,000 |
| Agganis Foundation                                | 85 Exchange Street, Suite 218<br>Lynn, MA 01901         | None/Public Charity                                                        | Scholarship program for disadvantaged students from Greater Boston                 | Education                   | 25,000    |
| American Legion Department of Massachusetts, Inc  | 546 2 State House<br>Boston, MA 02133                   | None/Public Charity                                                        | Youth baseball programs                                                            | Youth and Amateur Athletics | 10,000    |
| American Red Cross of Massachusetts Bay           | 139 Main Street<br>Cambridge, MA 02142                  | None/Public Charity                                                        | Emergency food program                                                             | Human Services              | 25,000    |
| American Red Cross of Massachusetts Bay           | 139 Main Street<br>Cambridge, MA 02142                  | None/Public Charity                                                        | Emergency food program                                                             | Human Services              | 25,000    |
| Associated Grant Makers                           | 55 Court Street, Suite 520<br>Boston, MA 02108          | None/Public Charity                                                        | Summer camp program for underprivileged children                                   | Youth and Amateur Athletics | 100,000   |
| Associated Grant Makers                           | 55 Court Street, Suite 520<br>Boston, MA 02108          | None/Public Charity                                                        | Regional grantmakers support organization                                          | Human Services              | 10,850    |
| Best Buddies International, Inc                   | 45 Bromfield Street - Third Floor<br>Boston, MA 02108   | None/Public Charity                                                        | Mentoring program for high school students with intellectual disabilities          | Human Services              | 10,000    |
| Best Buddies International, Inc                   | 45 Bromfield Street - Third Floor<br>Boston, MA 02108   | None/Public Charity                                                        | Mentoring program for high school students with intellectual disabilities          | Human Services              | 15,000    |
| Bethany Health Care Center                        | 97 Bethany Road<br>Framingham, MA 01702                 | None/Public Charity                                                        | Furniture and equipment upgrade at facility providing nursing care to elders       | Health Care                 | 25,000    |
| Bethel AME Church                                 | 215 Forest Hills Street<br>Jamaica Plain, MA 02130-3302 | None/Public Charity                                                        | Youth outreach programs                                                            | Human Services              | 100,000   |
| Big Brothers Big Sisters of Massachusetts Bay     | 75 Federal Street, 5th Fl<br>Boston, MA 02110-1913      | None/Public Charity                                                        | Mentoring program for disadvantaged youth                                          | Human Services              | 50,000    |
| Big Sister Association of Greater Boston, Inc     | 161 Massachusetts Ave<br>Boston, MA 02115-3050          | None/Public Charity                                                        | Mentoring program for disadvantaged youth                                          | Human Services              | 25,000    |
| Black Ministerial Alliance of Greater Boston, Inc | 2326R Washington Street<br>Roxbury, MA 02119            | None/Public Charity                                                        | Capacity building for after-school education programs in inner-city neighborhoods  | Education                   | 100,000   |
| Black Ministerial Alliance of Greater Boston, Inc | 2326R Washington Street<br>Roxbury, MA 02119            | None/Public Charity                                                        | Capacity building for after-school education programs in inner-city neighborhoods  | Human Services              | 100,000   |
| Blessed Stephen Bellesini O S A Academy, Inc      | 94 Bradford Street<br>Lawrence, MA 01840                | None/Public Charity                                                        | Scholarship program for disadvantaged students                                     | Education                   | 25,000    |
| Boston Ballet, Inc                                | 19 Clarendon Street<br>Boston, MA 02116                 | None/Public Charity                                                        | Adaptive dance program for children with Downs Syndrome                            | Arts and Culture            | 10,000    |
| Boston College                                    | 140 Commonwealth Avenue<br>Chestnut Hill, MA 02467-3934 | None/Public Charity                                                        | Construction of the athletics center                                               | Youth and Amateur Athletics | 1,500,000 |
| Boston Foundation, Inc                            | 75 Arlington St<br>10th Floor<br>Boston, MA 02116       | None/Public Charity                                                        | Collaborative program to prevent the incidence of violence among high-risk teens   | Youth and Amateur Athletics | 100,000   |
| Boston Health Care for the Homeless Program, Inc  | 780 Albany Street<br>Boston, MA 02118                   | None/Public Charity                                                        | Construction of a hospital and respite center for the care of homeless individuals | Human Services              | 2,000,000 |
| Boston Park League, Inc                           | P O Box 555<br>Back Bay Annex<br>Boston, MA 02117       | None/Public Charity                                                        | Young men's summer baseball league                                                 | Youth and Amateur Athletics | 40,000    |
| Boston Public Library Foundation, Inc             | 700 Boylston Street<br>Boston, MA 02116                 | None/Public Charity                                                        | Education programs for children                                                    | Arts and Culture            | 10,000    |
| Boston Symphony Orchestra, Inc                    | 301 Massachusetts Avenue<br>Boston, MA 02115-4511       | None/Public Charity                                                        | Music education program and metropolitan concert series for disadvantaged children | Arts and Culture            | 25,000    |
| Boston Ten Point Coalition, Inc                   | 215 Forest Hills Street<br>Boston, MA 02130             | None/Public Charity                                                        | Community based outreach program for youth                                         | Human Services              | 150,000   |
| Boston Urban Youth Foundation, Inc                | Post Office Box 1545<br>Boston, MA 02130                | None/Public Charity                                                        | Education and mentoring program to reduce middle and high school truancy rates     | Education                   | 25,000    |
| Boston Urban Youth Foundation, Inc                | Post Office Box 1545<br>Boston, MA 02130                | None/Public Charity                                                        | Education and mentoring program to reduce middle and high school truancy rates     | Education                   | 25,000    |
| Bottom Line, Inc                                  | 555 Amory Street, Suite 2<br>Jamaica Plain, MA 02130    | None/Public Charity                                                        | Mentoring program for disadvantaged youth                                          | Human Services              | 10,000    |
| Boys & Girls Club of Pawtucket                    | One Moeller Place<br>Pawtucket, RI 02860                | None/Public Charity                                                        | Summer rookie league and RBI baseball programs                                     | Youth and Amateur Athletics | 15,000    |

Yawkey Foundation II  
Form 990-PF  
Part I, Line 25, Grants and Contributions Paid During the Year

04-2768239

| Organization                                  | Address                                                                                | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                             | Category                    | Amount  |
|-----------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------------|---------|
| Boys & Girls Clubs of Boston                  | 50 Congress Street, Suite 730<br>Boston, MA 02109                                      | None/Public Charity                                                        | Summer camp program for underprivileged children                                                          | Youth and Amateur Athletics | 25,000  |
| Boys & Girls Clubs of Boston                  | 50 Congress Street, Suite 730<br>Boston, MA 02109                                      | None/Public Charity                                                        | Reconstruction of the clubhouse in Roxbury                                                                | Youth and Amateur Athletics | 500,000 |
| Boys & Girls Clubs of Dorchester              | 1135 Dorchester Avenue<br>Dorchester, MA 02125                                         | None/Public Charity                                                        | Summer camp program for underprivileged children                                                          | Youth and Amateur Athletics | 5,000   |
| Boys & Girls Clubs of Dorchester              | 1135 Dorchester Avenue<br>Dorchester, MA 02125                                         | None/Public Charity                                                        | Youth recreation and sports programs                                                                      | Youth and Amateur Athletics | 50,000  |
| Bridge Over Troubled Waters, Inc              | 47 West Street<br>Boston, MA 02111                                                     | None/Public Charity                                                        | Electronic data management system for organization serving homeless and runaway youth                     | Human Services              | 25,000  |
| Brockton Neighborhood Health Center           | 63 Main Street<br>Brockton, MA 02301                                                   | None/Public Charity                                                        | Medical interpreter program for disadvantaged patients                                                    | Health Care                 | 50,000  |
| Bunker Hill Community College Foundation, Inc | 250 New Rutherford Avenue<br>Boston, MA 02129                                          | None/Public Charity                                                        | Nursing scholarship program for disadvantaged adults                                                      | Education                   | 25,000  |
| Camp Harbor View Foundation                   | c/o The Connors Family Office<br>200 Clarendon Street - 60th Floor<br>Boston, MA 02116 | None/Public Charity                                                        | Summer camp program for underprivileged children                                                          | Youth and Amateur Athletics | 25,000  |
| Cape Cod Baseball League, Inc                 | 247 Old Harbor Road<br>Chatham, MA 02633                                               | None/Public Charity                                                        | Field improvement project and support for young men's summer baseball league                              | Youth and Amateur Athletics | 50,000  |
| Cape Cod Baseball League, Inc                 | 247 Old Harbor Road<br>Chatham, MA 02633                                               | None/Public Charity                                                        | Field improvement project and support for young men's summer baseball league                              | Youth and Amateur Athletics | 300,000 |
| Cantas Communities, Inc                       | 150 Wood Road, Ste 300<br>Braintree, MA 02184                                          | None/Public Charity                                                        | Renovation of property providing shelter to individuals                                                   | Human Services              | 25,000  |
| Cantas Good Samaritan Medical Center, Inc     | 235 N Pearl Street<br>Brockton, MA 02301                                               | None/Public Charity                                                        | Emergency assistance for elderly, disabled and low-income patients                                        | Health Care                 | 25,000  |
| Caritas St Elizabeth's Medical Center         | 736 Cambridge Street<br>Boston, MA 02135                                               | None/Public Charity                                                        | Emergency assistance for elderly, disabled and low-income patients                                        | Health Care                 | 5,000   |
| Casa Myrna Vasquez, Inc                       | P O Box 180019<br>Boston, MA 02118                                                     | None/Public Charity                                                        | Shelter services for victims of domestic violence and their children                                      | Human Services              | 25,000  |
| Cathedral High School                         | 74 Union Park Street<br>Boston, MA 02118                                               | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                            | Education                   | 25,000  |
| Cathedral High School                         | 74 Union Park Street<br>Boston, MA 02118                                               | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                            | Education                   | 25,000  |
| Catholic Charities of Boston                  | 275 West Broadway<br>South B Boston, MA 02127                                          | None/Public Charity                                                        | Youth academic programs                                                                                   | Education                   | 5,000   |
| Catholic Charities of Boston                  | 275 West Broadway<br>South B Boston, MA 02127                                          | None/Public Charity                                                        | Youth academic programs                                                                                   | Education                   | 5,000   |
| Catholic Memorial High School                 | 235 Baker Street<br>West Roxbury, MA 02132                                             | None/Public Charity                                                        | Acquisition of property for school serving boys in grades 7-12                                            | Education                   | 25,000  |
| Catholic Memorial High School                 | 235 Baker Street<br>West Roxbury, MA 02132                                             | None/Public Charity                                                        | Acquisition of property for school serving boys in grades 7-12                                            | Education                   | 250,000 |
| Catholic Schools Foundation, Inc              | 260 Franklin Street - Suite 630<br>Boston, MA 02110                                    | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                            | Education                   | 100,000 |
| Catholic Schools Foundation, Inc              | 260 Franklin Street - Suite 630<br>Boston, MA 02110                                    | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                            | Education                   | 100,000 |
| Center for Teen Empowerment                   | 48 Rutland Street<br>Boston, MA 02118                                                  | None/Public Charity                                                        | Training program that teaches youth to resolve conflict through communication                             | Human Services              | 50,000  |
| Children's Hospital                           | 300 Longwood Avenue<br>Boston, MA 02115                                                | None/Public Charity                                                        | Purchase of a critical care ambulance to transport newborns and children requiring intensive medical care | Health Care                 | 100,000 |
| Children's Museum                             | 300 Congress Street<br>Boston, MA 02210-1034                                           | None/Public Charity                                                        | Renovation of museum space to enhance education and learning opportunities for children and families      | Arts and Culture            | 10,000  |

| Organization                                       | Address                                                 | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                        | Category                    | Amount    |
|----------------------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-----------------------------|-----------|
| Children's Museum                                  | 300 Congress Street<br>Boston, MA 02210-1034            | None/Public Charity                                                        | Renovation of museum space to enhance education and learning opportunities for children and families | Arts and Culture            | 1,000,000 |
| Chrystine M Sullivan Memorial Fund, Inc            | P O Box 762<br>Hanover, MA 02339                        | None/Public Charity                                                        | Cancer research and clinical support                                                                 | Health Care                 | 5,000     |
| Citizen Schools                                    | Museum Wharf<br>308 Congress Street<br>Boston, Ma 02210 | None/Public Charity                                                        | After-school education program for disadvantaged students                                            | Education                   | 25,000    |
| Citi Performing Arts Center, Inc                   | 270 Tremont Street<br>Boston, MA 02116                  | None/Public Charity                                                        | Arts education and enrichment opportunities for young people                                         | Arts and Culture            | 25,000    |
| City Year, Inc                                     | 287 Columbus Avenue<br>Boston, MA 02116                 | None/Public Charity                                                        | Program to strengthen and support community volunteers and community centers                         | Human Services              | 575,000   |
| Community Foundation of Southeastern Massachusetts | 360 Elsbree Street<br>Fall River, MA 02740-7230         | None/Public Charity                                                        | Academic intervention and mentoring program for high-risk youth                                      | Education                   | 50,000    |
| Community Health Center of Cape Cod                | 107 Commercial Street<br>Mashpee, MA 02649              | None/Public Charity                                                        | Dental care program for disadvantaged patients                                                       | Health Care                 | 25,000    |
| Community Servings, Inc                            | 18 Marbury Terrace<br>Jamaica Plain, MA 02130           | None/Public Charity                                                        | Meal program for acutely ill persons, their families, and their caregivers                           | Human Services              | 25,000    |
| Community Servings, Inc                            | 18 Marbury Terrace<br>Jamaica Plain, MA 02130           | None/Public Charity                                                        | Meal program for acutely ill persons, their families, and their caregivers                           | Human Services              | 25,000    |
| Congregacion Leon De Juda                          | 68 Northampton Street<br>Boston, MA 02118-1823          | None/Public Charity                                                        | ESOL program for disadvantaged adults                                                                | Education                   | 25,000    |
| Council on Foundations, Inc                        | 2121 Crystal Drive, Suite 700<br>Arlington, VA 22202    | None/Public Charity                                                        | National grantmakers support organization                                                            | Human Services              | 40,000    |
| Crittenton Women's Union, Inc                      | One Washington Mall, 2nd Floor<br>Boston, MA 02108      | None/Public Charity                                                        | Supportive housing program for victims of domestic violence and their children                       | Human Services              | 25,000    |
| Crossroads Community Foundation                    | 115 A Street<br>Frammingham, MA 01701                   | None/Public Charity                                                        | Academic intervention and mentoring program for high-risk youth                                      | Education                   | 25,000    |
| Crossroads Community Foundation                    | 115 A Street<br>Frammingham, MA 01701                   | None/Public Charity                                                        | Academic intervention and mentoring program for high-risk youth                                      | Education                   | 25,000    |
| Curry College                                      | 1071 Blue Hill Avenue<br>Milton, MA 02186               | None/Public Charity                                                        | Scholarship program for disadvantaged adults completing bachelor degree programs                     | Education                   | 25,000    |
| Cystic Fibrosis Foundation Massachusetts Chapter   | 220 North Main Street, Suite 104<br>Natick, MA 01760    | None/Public Charity                                                        | Cystic fibrosis care centers                                                                         | Health Care                 | 25,000    |
| Dana Farber Cancer Institute, Inc                  | 44 Binney Street<br>Boston, MA 02115                    | None/Public Charity                                                        | Construction of a cancer care and research center                                                    | Health Care                 | 2,500,000 |
| David's House, Inc                                 | P O Box 680<br>461 Mt Support Road<br>Lebanon, NH 03766 | None/Public Charity                                                        | Generator purchase for residence for pediatric patients and their families                           | Health Care                 | 25,000    |
| Dean College                                       | 99 Main Street<br>Franklin, MA 02038                    | None/Public Charity                                                        | Scholarship program for disadvantaged adults                                                         | Education                   | 25,000    |
| Dean College                                       | 99 Main Street<br>Franklin, MA 02038                    | None/Public Charity                                                        | Scholarship program for disadvantaged adults                                                         | Education                   | 25,000    |
| Dimock Community Health Center                     | 55 Dimock Street<br>Roxbury, MA 02119                   | None/Public Charity                                                        | Community health and human service programs                                                          | Health Care                 | 25,000    |
| Easter Seals Massachusetts, Inc                    | 484 Main Street, Suite 600<br>Worcester, MA 01608       | None/Public Charity                                                        | Summer camp program for children with disabilities                                                   | Youth and Amateur Athletics | 25,000    |
| Emmanuel College                                   | 400 The Fenway<br>Boston, MA 02115-9911                 | None/Public Charity                                                        | Renovation of Roberto Clemente Field in the Fenway                                                   | Education                   | 500,000   |
| Emmanuel College                                   | 400 The Fenway<br>Boston, MA 02115-9911                 | None/Public Charity                                                        | Construction of the student center                                                                   | Education                   | 1,000,000 |
| Emmanuel Gospel Center, Inc                        | 2 San Juan Street<br>P O Box 180245<br>Boston, MA 02118 | None/Public Charity                                                        | Youth worker training and support program                                                            | Human Services              | 25,000    |
| Endicott College                                   | 376 Hale Street<br>Beverly, MA 01915                    | None/Public Charity                                                        | Scholarship program for single parents and their children in the Keys to Degrees Program             | Education                   | 25,000    |

| Organization                                    | Address                                                         | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                                                | Category                    | Amount    |
|-------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------|
| Esperanza Academy                               | 198 Garden Street<br>Lawrence, MA 01840                         | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                                               | Education                   | 25,000    |
| Esperanza Academy                               | 198 Garden Street<br>Lawrence, MA 01840                         | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                                               | Education                   | 25,000    |
| Facing History and Ourselves                    | 16 Hard Road<br>Brookline, MA 02445                             | None/Public Charity                                                        | Education program focused on the issues of racism and intolerance                                                            | Education                   | 25,000    |
| Father Bill's & MainSpring, Inc                 | 422 Washington Street, Suite 2<br>Quincy, MA 02169              | None/Public Charity                                                        | Shelter and support programs for homeless families                                                                           | Human Services              | 25,000    |
| Father Bill's & MainSpring, Inc                 | 422 Washington Street, Suite 2<br>Quincy, MA 02169              | None/Public Charity                                                        | Shelter and support programs for homeless families                                                                           | Human Services              | 25,000    |
| Fenway Community Health Center, Inc             | 1340 Boylston Street<br>Boston, MA 02115                        | None/Public Charity                                                        | Dental care program for disadvantaged patients                                                                               | Health Care                 | 25,000    |
| Fontbonne Academy                               | 930 Brook Road<br>Milton, MA 02186                              | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                                               | Education                   | 25,000    |
| Fontbonne Academy                               | 930 Brook Road<br>Milton, MA 02186                              | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                                               | Education                   | 25,000    |
| Forsyth Dental Infirmary for Children           | 140 The Fenway<br>Boston, MA 02115                              | None/Public Charity                                                        | School-based cavity prevention program for children                                                                          | Health Care                 | 25,000    |
| Francis Ourmet Scholarship Fund                 | 300 Arnold Palmer BLVD<br>Norton, MA 02766                      | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                                               | Education                   | 25,000    |
| Franciscan Hospital for Children                | 41 Berkeley Street<br>Boston, MA 02116                          | None/Public Charity                                                        | Community health and human service programs                                                                                  | Health Care                 | 10,000    |
| Franklin Institute, Inc                         | 41 Berkeley Street<br>Boston, MA 02116                          | None/Public Charity                                                        | Scholarship program for disadvantaged adults completing technical education programs                                         | Education                   | 50,000    |
| Freelance Players, Inc                          | 8 St John Street<br>Jamaica Plain, MA 02130                     | None/Public Charity                                                        | Violence prevention programs for children                                                                                    | Human Services              | 25,000    |
| Frends of Cantas Cubana Corporation             | 81 Washington Avenue<br>Cambridge, MA 02140                     | None/Public Charity                                                        | Health service programs for women and children                                                                               | Health Care                 | 5,000     |
| Fund for Parks and Recreation in Boston         | 1010 Massachusetts Avenue<br>Boston, MA 02118                   | None/Public Charity                                                        | Rehabilitation of Jim Rice Field                                                                                             | Youth and Amateur Athletics | 25,000    |
| Fund for Parks and Recreation in Boston         | 1010 Massachusetts Avenue<br>Boston, MA 02118                   | None/Public Charity                                                        | Support for Boston's park system                                                                                             | Conservation and Wildlife   | 1,500     |
| Generation Excel Youth Development Program, Inc | 215 Forest Hills Street<br>Jamaica Plain, MA 02130-3302         | None/Public Charity                                                        | Academic development and support programs for high-risk youth                                                                | Education                   | 75,000    |
| Generation Excel Youth Development Program, Inc | 215 Forest Hills Street<br>Jamaica Plain, MA 02130-3302         | None/Public Charity                                                        | Academic development and support programs for high-risk youth                                                                | Education                   | 75,000    |
| Georgetown Memorial Hospital                    | 606 Black River Road<br>P O Drawer 1718<br>Georgetown, SC 29442 | None/Public Charity                                                        | Construction of a medical center for cancer patients                                                                         | Health Care                 | 1,000,000 |
| hopeFound                                       | 170 Morton Street<br>Jamaica Plain, MA 02130-3735               | None/Public Charity                                                        | Capacity building for improved data management at homeless shelter and service provider                                      | Human Services              | 50,000    |
| House of Possibilities                          | 350 Washington Street<br>North Easton, MA 02356                 | None/Public Charity                                                        | Support for capacity building and facility improvements at respite home for children and youth with significant disabilities | Human Services              | 200,000   |
| Housing Assistance Corporation                  | 460 West Main Street<br>Hyannis, MA 02601                       | None/Public Charity                                                        | Renovations to shelter for homeless women and children                                                                       | Human Services              | 25,000    |
| Housing Assistance Corporation                  | 460 West Main Street<br>Hyannis, MA 02601                       | None/Public Charity                                                        | Renovations to shelter for homeless women and children                                                                       | Human Services              | 25,000    |
| Huntington Theatre Company, Inc                 | 264 Huntington Avenue<br>Boston MA 02115-4606                   | None/Public Charity                                                        | Theater education and outreach programs for disadvantaged children                                                           | Arts and Culture            | 10,000    |
| Immaculate Conception Church                    | 3 Fayette Street<br>Lowell, MA 01852                            | None/Public Charity                                                        | Capacity building for school serving children in grades K-8                                                                  | Education                   | 25,000    |
| Immaculate Conception Church                    | 3 Fayette Street<br>Lowell, MA 01852                            | None/Public Charity                                                        | Capacity building for school serving children in grades K-8                                                                  | Education                   | 25,000    |

| Organization                               | Address                                                              | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                      | Category                    | Amount  |
|--------------------------------------------|----------------------------------------------------------------------|----------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------|---------|
| Immigrant Learning Center, Inc             | 442 Main Street<br>Malden, MA 02148                                  | None/Public Charity                                                        | Literacy and skills program for immigrants and disadvantaged adults                                | Education                   | 25,000  |
| Immigrant Learning Center, Inc             | 442 Main Street<br>Malden, MA 02148                                  | None/Public Charity                                                        | Literacy and skills program for immigrants and disadvantaged adults                                | Education                   | 25,000  |
| Inquilinos Borcuas En Accion, Inc          | 405 Shawmut Avenue<br>Boston, MA 02118                               | None/Public Charity                                                        | Arts education program for disadvantaged youth                                                     | Arts and Culture            | 25,000  |
| International Fund for Animal Welfare, Inc | 290 Summer Street<br>Yarmouth Port, MA 02675                         | None/Public Charity                                                        | Data base upgrade for organization which rescues stranded manne life on Cape Cod                   | Conservation and Wildlife   | 10,000  |
| International Institute of Boston, Inc     | One Milk Street - 4th Floor<br>Boston, MA 02109                      | None/Public Charity                                                        | Literacy and skills program for immigrants and disadvantaged adults                                | Education                   | 25,000  |
| Interseminanan Project Place, Inc          | 1145 Washington Street<br>Boston, MA 02118                           | None/Public Charity                                                        | Educational and life skills training programs for disadvantaged women                              | Human Services              | 25,000  |
| Insh Immigration Center, Inc               | 59 Temple Place, Suite 1010<br>Boston, MA 02111                      | None/Public Charity                                                        | Literacy and skills program for immigrants and disadvantaged adults                                | Education                   | 25,000  |
| Isabella Stewart Gardner Museum            | 2 Palace Road<br>Boston, MA 02115                                    | None/Public Charity                                                        | Community outreach program for disadvantaged youth                                                 | Arts and Culture            | 25,000  |
| Island Alliance, Inc                       | 408 Atlantic Avenue, Suite 228<br>Boston, MA 02110                   | None/Public Charity                                                        | Environmental education program for youth                                                          | Conservation and Wildlife   | 25,000  |
| Jackie Robinson Foundation                 | 75 Vanck Street, 2nd Floor<br>New York, NY 10013                     | None/Public Charity                                                        | Construction of Jackie Robinson Museum and Visitor's Center                                        | Education                   | 250,000 |
| Jackie Robinson Foundation                 | 75 Vanck Street, 2nd Floor<br>New York, NY 10013                     | None/Public Charity                                                        | Jackie Robinson Scholarship Program                                                                | Education                   | 30,000  |
| Jackie Robinson Foundation                 | 75 Vanck Street, 2nd Floor<br>New York, NY 10013                     | None/Public Charity                                                        | Jackie Robinson Scholarship Program                                                                | Education                   | 30,000  |
| Jewish Community Centers of Greater Boston | 333 Nahanton Street<br>Newton Centre, MA 02459                       | None/Public Charity                                                        | Summer camp program for children with special needs                                                | Youth and Amateur Athletics | 25,000  |
| JFY NetWorks                               | 125 Tremont Street<br>Boston, MA 02108                               | None/Public Charity                                                        | Academic assistance program for students                                                           | Education                   | 25,000  |
| Julies Family Learning Program, Inc        | 133 Dorchester Street<br>South Boston, MA 02127                      | None/Public Charity                                                        | Educational development programs for disadvantaged women and their children                        | Human Services              | 25,000  |
| Junior Achievement, Inc                    | 33 Broad Street<br>7th Floor<br>Boston, MA 02109                     | None/Public Charity                                                        | Mentoring and entrepreneurial skill building for disadvantaged youth                               | Human Services              | 10,000  |
| Knplu Center for Yoga and Health           | P O Box 793<br>Stockbridge, MA 01262                                 | None/Public Charity                                                        | Scholarship program for disadvantaged students to participate in health and wellness programs      | Education                   | 25,000  |
| Knplu Center for Yoga and Health           | P O Box 793<br>Stockbridge, MA 01262                                 | None/Public Charity                                                        | Scholarship program for teachers of disadvantaged students                                         | Education                   | 25,000  |
| La Alianza Hispana, Inc                    | 409 Dudley Street<br>Roxbury, MA 02119                               | None/Public Charity                                                        | Literacy and ESOL programs for disadvantaged adults                                                | Education                   | 25,000  |
| La Alianza Hispana, Inc                    | 409 Dudley Street<br>Roxbury, MA 02119                               | None/Public Charity                                                        | Literacy and ESOL programs for disadvantaged adults                                                | Education                   | 25,000  |
| Latham Centers Inc                         | 1646 Rout 6A<br>P O Box 1879<br>Brewster, MA 02631                   | None/Public Charity                                                        | Capacity building for organization treating children with a history of trauma and abuse            | Human Services              | 25,000  |
| Lazarus House                              | P O Box 408<br>Lawrence, MA 01842                                    | None/Public Charity                                                        | Emergency shelter and food program                                                                 | Human Services              | 25,000  |
| Lesley University                          | 29 Everett Street<br>Cambridge, MA 02138-2790                        | None/Public Charity                                                        | Scholarship program for disadvantaged adults                                                       | Education                   | 25,000  |
| Life Resources                             | 100 River Street<br>Braintree, MA 02184                              | None/Public Charity                                                        | Facility renovation project for residence for at-risk youth                                        | Human Services              | 25,000  |
| Little League Baseball, Inc                | International Headquarters<br>P O Box 3485<br>Williamsport, PA 17701 | None/Public Charity                                                        | Renovation of the Giamatti Center                                                                  | Youth and Amateur Athletics | 50,000  |
| Little League Baseball, Inc                | International Headquarters<br>P O Box 3485<br>Williamsport, PA 17701 | None/Public Charity                                                        | Pitching injuries study and facility improvement project at National Little League training center | Youth and Amateur Athletics | 100,000 |

| Organization                                    | Address                                              | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                 | Category                    | Amount    |
|-------------------------------------------------|------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------|-----------------------------|-----------|
| Lucy's Hearth                                   | 913 West Main Road<br>Middletown, RI 02842           | None/Public Charity                                                        | Facility renovation project at shelter for homeless women and their children  | Human Services              | 25,000    |
| Lucy's Hearth                                   | 913 West Main Road<br>Middletown, RI 02842           | None/Public Charity                                                        | Facility renovation project at shelter for homeless women and their children  | Human Services              | 20,000    |
| MA Association for Mental Health                | 130 Bowdoin Street, Suite 309<br>Boston, MA 02108    | None/Public Charity                                                        | Mentoring programs for disadvantaged youth                                    | Human Services              | 10,000    |
| Massachusetts 4-H Foundation                    | 22 Eliot Street<br>Ashland, MA 01721                 | None/Public Charity                                                        | Facility improvement project                                                  | Youth and Amateur Athletics | 25,000    |
| Mass Hospital School Endowment Fund Trustees    | 3 Randolph Street<br>Canton, MA 02021                | None/Public Charity                                                        | Performing arts program for children and youth with disabilities              | Human Services              | 25,000    |
| Mass Mentoring Partnership, Inc                 | 105 Chauncy Street, Suite 300<br>Boston, MA 02111    | None/Public Charity                                                        | Training and support program to expand quality mentoring programs             | Human Services              | 100,000   |
| Mass Society - Prevent of Cruelty to Children   | MSPCC<br>99 Summer Street<br>Boston, MA 02110        | None/Public Charity                                                        | Programs to connect disadvantaged children and families to community services | Human Services              | 25,000    |
| Massachusetts 2020 Foundation, Inc              | One Beacon Street, 34th Floor<br>Boston, MA 02108    | None/Public Charity                                                        | Capacity building for expanded learning time programs                         | Education                   | 100,000   |
| Massachusetts Amateur Sports Foundation, Inc    | 55 Sixth Road<br>Woburn, MA 01801-2114               | None/Public Charity                                                        | Olympic-style amateur sports events for high school athletes                  | Youth and Amateur Athletics | 50,000    |
| Massachusetts General Hospital                  | 55 Fruit Street<br>Boston, MA 02114-2723             | None/Public Charity                                                        | Construction of an outpatient care center                                     | Health Care                 | 3,000,000 |
| Massachusetts Special Olympics Association, Inc | 450 Maple Street, Building One<br>Danvers, MA 01923  | None/Public Charity                                                        | Construction of a new headquarters and training center                        | Youth and Amateur Athletics | 500,000   |
| Massachusetts Youth Committed to Winning, Inc   | 184 Dudley Street, Suite 182LL<br>Roxbury, MA 02119  | None/Public Charity                                                        | Academic and athletic programs for high-risk young people                     | Youth and Amateur Athletics | 25,000    |
| Melmark New England                             | 461 River Road<br>Andover, MA 01810                  | None/Public Charity                                                        | Programs for children with autism and other special needs                     | Human Services              | 50,000    |
| Mother Caroline Academy for Girls, Inc          | 515 Blue Hill Avenue<br>Dorchester, MA 02121         | None/Public Charity                                                        | Scholarship program for disadvantaged students                                | Education                   | 25,000    |
| Mount Alvernia High School                      | 790 Centre Street<br>Newton, MA 02458                | None/Public Charity                                                        | Scholarship program for disadvantaged students                                | Education                   | 25,000    |
| Mount Saint Joseph Academy                      | 617 Cambridge Street<br>Boston, MA 02134-0240        | None/Public Charity                                                        | Scholarship program for disadvantaged students                                | Education                   | 25,000    |
| Mount Saint Joseph Academy                      | 617 Cambridge Street<br>Boston, MA 02134-0240        | None/Public Charity                                                        | Scholarship program for disadvantaged students                                | Education                   | 25,000    |
| Mujeres Unidas En Acción, Inc                   | 54 Clayton Street<br>Dorchester, MA 02122            | None/Public Charity                                                        | Adult education program for disadvantaged women                               | Education                   | 25,000    |
| Museum of Science                               | Science Park<br>Boston, MA 02114-1099                | None/Public Charity                                                        | Education and access programs for children                                    | Arts and Culture            | 50,000    |
| My Brother's Keeper, Inc                        | P O Box 338<br>Easton, MA 02356-0338                 | None/Public Charity                                                        | Holiday program for disadvantaged families                                    | Human Services              | 60,000    |
| Nashoba Learning Group                          | 10 Oak Park Drive<br>Bedford, MA 01730               | None/Public Charity                                                        | Capacity building for school serving children with autism                     | Human Services              | 25,000    |
| National Baseball Hall of Fame and Museum, Inc  | PO Box 590<br>Cooperstown, NY 13326                  | None/Public Charity                                                        | Education programs for children and archive project                           | Arts and Culture            | 200,000   |
| National Baseball Hall of Fame and Museum, Inc  | PO Box 590<br>Cooperstown, NY 13326                  | None/Public Charity                                                        | Education programs for children and archive project                           | Arts and Culture            | 200,000   |
| National Multiple Sclerosis Society             | 101A First Avenue, Suite 6<br>Waltham, MA 02451-1115 | None/Public Charity                                                        | Home support services program                                                 | Health Care                 | 50,000    |
| National Park Foundation                        | 550B<br>Washington, DC 20005                         | None/Public Charity                                                        | Learning programs for urban youth                                             | Conservation and Wildlife   | 100,000   |
| Nativity-Boston, Inc                            | 39 Lamartine Street<br>Jamaica Plain, MA 02130-1947  | None/Public Charity                                                        | Scholarship program for disadvantaged students                                | Education                   | 25,000    |
| New England Aquarium Corporation                | Central Wharf<br>Boston, MA 02110-3309               | None/Public Charity                                                        | Education programs for children                                               | Arts and Culture            | 25,000    |
| New England Baptist Hospital                    | 125 Parker Hill Avenue<br>Boston, MA 02120           | None/Public Charity                                                        | Health care services for the disadvantaged                                    | Health Care                 | 25,000    |
| New England Home for Little Wanderers           | 271 Huntington Avenue<br>Boston, MA 02115            | None/Public Charity                                                        | Residential center for children with emotional and behavioral disabilities    | Human Services              | 50,000    |

Yawkey Foundation II  
Form 990-PF  
Part I, Line 25, Grants and Contributions Paid During the Year

04-2768239

| Organization                               | Address                                                       | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                   | Category                    | Amount  |
|--------------------------------------------|---------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-----------------------------|---------|
| New England Patriots Chantable Foundation  | Gillette Stadium<br>One Patriot Place<br>Foxboro, MA 02035    | None/Public Charity                                                        | Registry of sports related injuries in children and adolescents                                 | Human Services              | 10,000  |
| New England Sports Lodge of B'nai B'rith   | C/O Steven E. Shecter<br>59 Richard Road<br>Needham, MA 02092 | None/Public Charity                                                        | Sports programs for disadvantaged youth                                                         | Youth and Amateur Athletics | 10,000  |
| North Cambridge Catholic High School       | 40 Norms Street<br>Cambridge, MA 02140                        | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                  | Education                   | 25,000  |
| North End Community Health Committee, Inc  | 332 Hanover Street<br>Boston, MA 02113                        | None/Public Charity                                                        | Community health and human service programs                                                     | Health Care                 | 10,000  |
| Notre Dame Education Center                | 50 West Broadway<br>South Boston, MA 02127                    | None/Public Charity                                                        | Immigrants and disadvantaged adults                                                             | Education                   | 25,000  |
| Notre Dame High School, Inc                | 207 Hampshire Street<br>Lawrence, MA 01841-3614               | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                  | Education                   | 25,000  |
| One Family Scholars, Inc                   | 186 South Street<br>Boston, MA 02111                          | None/Public Charity                                                        | Mentoring program for at-risk mothers who are participating in the One Family Scholars Program  | Human Services              | 25,000  |
| Outdoor Explorations, Inc                  | 98 Winchester Street<br>Medford, MA 02155                     | None/Public Charity                                                        | Outdoor adventure and educational program for youth with physical and other disabilities        | Youth and Amateur Athletics | 25,000  |
| Partners for Disabled Youth, Inc           | 95 Berkeley Street, Suite 109<br>Boston, MA 02116             | None/Public Charity                                                        | Mentoring program for physically challenged youth                                               | Human Services              | 50,000  |
| Perkins School for the Blind               | 175 North Beacon Street<br>Watertown, MA 02172                | None/Public Charity                                                        | Program support for visually impaired students who attend public school                         | Human Services              | 25,000  |
| Philanthropic Research, Inc                | 4801 Courthouse Street - Suite 220<br>Williamsburg, VA 23188  | None/Public Charity                                                        | National grantmakers organization                                                               | Human Services              | 2,000   |
| Pine Street Inn, Inc                       | 444 Harrison Avenue<br>Boston, MA 02118                       | None/Public Charity                                                        | Homeless shelter program                                                                        | Human Services              | 100,000 |
| Pine Street Inn, Inc                       | 444 Harrison Avenue<br>Boston, MA 02118                       | None/Public Charity                                                        | Homeless shelter program                                                                        | Human Services              | 75,000  |
| Por Cristo, Inc                            | 736 Cambridge Street<br>Brighton, MA 02135-2997               | None/Public Charity                                                        | Capacity building for program that provides health care services to disadvantaged children      | Health Care                 | 25,000  |
| Project R I G H T                          | 320A Blue Hill Avenue<br>Dorchester, MA 02121-4367            | None/Public Charity                                                        | Outreach and community activities for high-risk youth                                           | Human Services              | 75,000  |
| Raw Art Works, Inc                         | 37 Central Square<br>Lynn, MA 01901                           | None/Public Charity                                                        | Youth arts program                                                                              | Arts and Culture            | 25,000  |
| Regis College                              | 235 Wellesley Street<br>Weston, MA 02493-1571                 | None/Public Charity                                                        | Nursing scholarship program for disadvantaged adults                                            | Education                   | 25,000  |
| Rhode Island Hospital Foundation           | 167 Point Street, Suite 1B<br>Providence, RI 02903            | None/Public Charity                                                        | Renovation of pediatric oncology clinic                                                         | Health Care                 | 50,000  |
| RiverEdge Arts Project                     | 68 S. Main Street<br>Woonsocket, RI 02895                     | None/Public Charity                                                        | Arts education and leadership development program                                               | Arts and Culture            | 25,000  |
| Robert Sever Hale Camping Reservation, Inc | 80 Carby Street<br>Westwood, MA 02090                         | None/Public Charity                                                        | Facility improvement project at reservation that hosts camps serving 2,000 Greater Boston youth | Youth and Amateur Athletics | 200,000 |
| Roca, Inc                                  | 101 Park Street<br>Chelsea, MA 02150                          | None/Public Charity                                                        | Education and life skills program for high-risk youth                                           | Human Services              | 50,000  |
| Rogerson Communities                       | One Florence Street<br>Boston, MA 02131                       | None/Public Charity                                                        | Programs for families and children                                                              | Human Services              | 25,000  |
| Ron Burton Training Village, Inc           | P.O. Box 2<br>Hubbardston, MA 01452                           | None/Public Charity                                                        | Summer camp program for underprivileged children                                                | Youth and Amateur Athletics | 10,000  |
| Rosie's Place, Inc                         | 889 Harrison Avenue<br>Boston, MA 02118                       | None/Public Charity                                                        | Homeless shelter program                                                                        | Human Services              | 50,000  |
| Rosie's Place, Inc                         | 889 Harrison Avenue<br>Boston, MA 02118                       | None/Public Charity                                                        | Homeless shelter program                                                                        | Human Services              | 75,000  |
| Roxbury Comp Community Health Center       | 435 Warren Street<br>Roxbury, MA 02119                        | None/Public Charity                                                        | Community health and human service programs                                                     | Health Care                 | 5,000   |
| Saint Anne's Hospital                      | 795 Middle Street<br>Fall River, MA 02721                     | None/Public Charity                                                        | Emergency assistance for elderly, disabled and low-income patients                              | Health Care                 | 25,000  |
| Saint Francis House, Inc                   | 39 Boylston Street<br>Boston, MA 02112-0499                   | None/Public Charity                                                        | Homeless shelter program                                                                        | Human Services              | 50,000  |
| Saint Francis House, Inc                   | 39 Boylston Street<br>Boston, MA 02112-0499                   | None/Public Charity                                                        | Homeless shelter program                                                                        | Human Services              | 25,000  |

| Organization                           | Address                                                                         | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                           | Category                    | Amount    |
|----------------------------------------|---------------------------------------------------------------------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|-----------------------------|-----------|
| Save the Harbor Save the Bay           | Boston Fish Pier West<br>212 Northern Avenue, Suite 304W<br>Boston, MA 02210    | None/Public Charity                                                        | Environmental education program for youth                                                               | Conservation and Wildlife   | 25,000    |
| Scholarship America                    | One Scholarship Way<br>P O Box 297<br>St Peter, MN 56082                        | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                          | Education                   | 15,675    |
| Scholarship America                    | One Scholarship Way<br>P O Box 297<br>St Peter, MN 56082                        | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                          | Education                   | 984,325   |
| School on Wheels of Massachusetts      | 6 Corey Drive<br>North Easton, MA 02356-3617                                    | None/Public Charity                                                        | Academic tutoring program for children experiencing homelessness                                        | Human Services              | 25,000    |
| South End Athletics & Activities Assoc | P O Box 1120<br>Boston, MA 02118-1000                                           | None/Public Charity                                                        | Inner-city youth baseball program                                                                       | Youth and Amateur Athletics | 20,000    |
| South End Community Health Center      | 1601 Washington Street<br>Boston, MA 02118                                      | None/Public Charity                                                        | Community health and human service programs                                                             | Health Care                 | 10,000    |
| Sports Museum of New England, Inc      | 100 Legends Way<br>Boston, MA 02114                                             | None/Public Charity                                                        | Capacity building for museum dedicated to Boston's sports history                                       | Arts and Culture            | 10,000    |
| Squashbusters, Inc                     | 795 Columbus Avenue<br>Roxbury Crossing, MA 02120<br>Roxbury Crossing, MA 02120 | None/Public Charity                                                        | Youth academic programs                                                                                 | Education                   | 10,000    |
| St Mary's Education Fund               | P O Box 405<br>Monument Beach, MA 02553                                         | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                          | Education                   | 25,000    |
| St Mary's Education Fund               | P O Box 405<br>Monument Beach, MA 02553                                         | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                          | Education                   | 25,000    |
| St Mary's Women and Infants Center     | 90 Cushing Avenue<br>Dorchester, MA 02125                                       | None/Public Charity                                                        | Adult education and GED programs for disadvantaged adults                                               | Education                   | 25,000    |
| St Patrick's Parish                    | 118 South Broadway<br>Lawrence, MA 01843                                        | None/Public Charity                                                        | Food and support programs for children and families                                                     | Human Services              | 25,000    |
| St Patrick's Parish                    | 118 South Broadway<br>Lawrence, MA 01843                                        | None/Public Charity                                                        | Food and support programs for children and families                                                     | Human Services              | 25,000    |
| Stonehill College, Inc                 | 320 Washington Street<br>Easton, MA 02357                                       | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                          | Education                   | 200,000   |
| Stonehill College, Inc                 | 320 Washington Street<br>Easton, MA 02357                                       | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                          | Education                   | 200,000   |
| Strong Women, Strong Girls, Inc        | 727 Atlantic Avenue, 3rd Floor<br>Boston, MA 02111                              | None/Public Charity                                                        | Mentoring program for disadvantaged young women                                                         | Human Services              | 10,000    |
| Summer Search Foundation               | 500 Amory Street<br>Jamaica Plain, MA 02130                                     | None/Public Charity                                                        | Mentoring and leadership development programs for disadvantaged youth                                   | Human Services              | 10,000    |
| Tara Hall Home for Boys                | P O Box 955<br>Georgetown, SC 29442-0955                                        | None/Public Charity                                                        | Residential and educational center for boys                                                             | Human Services              | 5,000     |
| The Arc of Northern Bristol County     | 141 Park Street<br>Attleboro, MA 02703                                          | None/Public Charity                                                        | Capacity building for merger of ARC's of Northern Bristol County                                        | Human Services              | 25,000    |
| The BELL Foundation, Inc               | 60 Clayton Street<br>Dorchester, MA 02122                                       | None/Public Charity                                                        | Support for expansion of academic and enrichment program to the community of Springfield, Massachusetts | Education                   | 100,000   |
| The Charity Guild, Inc                 | 501 Main Street<br>Brockton, MA 02301                                           | None/Public Charity                                                        | Food service program for at-risk seniors and children                                                   | Human Services              | 25,000    |
| The Efficacy Institute, Incorporated   | 409 Dudley Street<br>Roxbury, MA 02119                                          | None/Public Charity                                                        | Capacity building for academic support and character development program                                | Education                   | 25,000    |
| The Food Bank of Western Massachusetts | P O Box 160<br>97 North Hatfield Road<br>Hatfield MA 01038                      | None/Public Charity                                                        | Food program for at-risk seniors                                                                        | Human Services              | 25,000    |
| The Food Bank of Western Massachusetts | P O Box 160<br>97 North Hatfield Road<br>Hatfield, MA 01038                     | None/Public Charity                                                        | Food program for at-risk seniors                                                                        | Human Services              | 25,000    |
| The Fund for Catholic Schools, Inc     | 143 Newbury Street - 3rd Floor<br>Boston, MA 02116                              | None/Public Charity                                                        | Renovation and construction of an academy serving inner-city students in grades k-8                     | Education                   | 1,000,000 |
| The Greater Boston Food Bank, Inc      | 99 Atkinson Street<br>Boston, MA 02118-2701                                     | None/Public Charity                                                        | Emergency food program                                                                                  | Human Services              | 100,000   |
| The Greater Boston Food Bank, Inc      | 99 Atkinson Street<br>Boston, MA 02118-2701                                     | None/Public Charity                                                        | Emergency food program                                                                                  | Human Services              | 100,000   |
| The Progena Foundation, Inc            | P O Box 3453<br>Peabody, MA 01961-3453                                          | None/Public Charity                                                        | Progeria research and clinical support                                                                  | Health Care                 | 75,000    |
| The Red Sox Foundation                 | 4 Yawkey Way<br>Boston, MA 02215                                                | None/Public Charity                                                        | Summer rookie league and RBI baseball programs in Boston's inner-city neighborhoods                     | Youth and Amateur Athletics | 25,000    |

| Organization                                  | Address                                                             | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                | Category                    | Amount  |
|-----------------------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------------------|------------------------------------------------------------------------------|-----------------------------|---------|
| The Rodman Ride for Kids, Inc                 | 10 Lincoln Road<br>Foxboro, MA 02035                                | None/Public Charity                                                        | Support for programs serving disadvantaged children in Eastern Massachusetts | Human Services              | 50,000  |
| The Salvation Army                            | 147 Berkeley Street<br>Boston, MA 02116                             | None/Public Charity                                                        | Human service programs                                                       | Human Services              | 25,000  |
| The Society of Jesus of New England           | P O Box 9199<br>Watertown, MA 02471-9199                            | None/Public Charity                                                        | Support for retired members of the Jesuit community                          | Human Services              | 10,000  |
| The Upham's Corner Community Center, Inc      | 500 Columbia Road<br>Dorchester, MA 02125                           | None/Public Charity                                                        | Leadership and peer-building programs for youth                              | Human Services              | 25,000  |
| Third Sector of New England                   | 2181 Washington Street<br>Dorchester, MA 02119                      | None/Public Charity                                                        | Fitness program for inner-city youth                                         | Youth and Amateur Athletics | 10,000  |
| Trinity Repertory Company                     | 201 Washington Street<br>Providence, RI 02903                       | None/Public Charity                                                        | Arts learning and education programs for disadvantaged young people          | Arts and Culture            | 25,000  |
| UMass Memorial Foundation, Inc                | One Biotech<br>365 Plantation St., Suite 100<br>Worcester, MA 01605 | None/Public Charity                                                        | Technological upgrade for the emergency department                           | Health Care                 | 250,000 |
| United South End Settlements                  | 566 Columbus Avenue<br>Boston, MA 02118-1195                        | None/Public Charity                                                        | Summer camp program for underprivileged children                             | Youth and Amateur Athletics | 25,000  |
| United Teen Equality Center                   | 34 Hurd Street<br>Lowell, MA 01852                                  | None/Public Charity                                                        | Outreach and violence prevention program for youth                           | Human Services              | 25,000  |
| United Way of Massachusetts Bay, Inc          | 51 Sleeper Street<br>Boston, MA 02210                               | None/Public Charity                                                        | Basic needs program for disadvantaged individuals and families               | Human Services              | 25,000  |
| Ursuline Academy                              | 85 Lowder Street<br>Dedham, MA 02026                                | None/Public Charity                                                        | Scholarship program for disadvantaged students                               | Education                   | 25,000  |
| Ursuline Academy                              | 85 Lowder Street<br>Dedham, MA 02026                                | None/Public Charity                                                        | Scholarship program for disadvantaged students                               | Education                   | 25,000  |
| USS Constitution Museum Foundation, Inc       | P O Box 1812<br>Boston, MA 02129                                    | None/Public Charity                                                        | Education and access programs for disadvantaged children                     | Arts and Culture            | 25,000  |
| USS Massachusetts Memorial Committee, Inc     | Battleship Cove<br>Five Water Street<br>Fall River, MA 02722-0111   | None/Public Charity                                                        | Youth education programs                                                     | Education                   | 50,000  |
| Vietnam Veterans Workshop, Inc                | 17 Court Street<br>Boston, MA 02108                                 | None/Public Charity                                                        | Support program for homeless veterans                                        | Human Services              | 25,000  |
| WGBH Educational Foundation                   | One Guest Street<br>Boston, MA 02135                                | None/Public Charity                                                        | Construction of the public hall and theater at the new WGBH studio complex   | Education                   | 500,000 |
| Wheelock College                              | 200 The Riverway<br>Boston, MA 02215                                | None/Public Charity                                                        | Theater education program for disadvantaged young people                     | Arts and Culture            | 50,000  |
| Whittier Street Health Center Committee, Inc  | 1125 Tremont Street<br>Roxbury, MA 02120                            | None/Public Charity                                                        | Community health and human service programs                                  | Health Care                 | 15,000  |
| Whittier Street Health Center Committee, Inc  | 1125 Tremont Street<br>Roxbury, MA 02120                            | None/Public Charity                                                        | Community health and human service programs                                  | Health Care                 | 10,000  |
| Windrush Farm Therapeutic Equestrian, Inc     | 30 Brookview Road<br>Boxford, MA 01921                              | None/Public Charity                                                        | Therapeutic riding program for children with disabilities                    | Youth and Amateur Athletics | 25,000  |
| Women of Means, Inc                           | 148 Linden Street, Suite 208<br>Wellesley, MA 02482                 | None/Public Charity                                                        | Health care services for homeless women and children                         | Health Care                 | 25,000  |
| Women's Lunch Place                           | P O Box 1130<br>Boston, MA 02117                                    | None/Public Charity                                                        | Food and social service programs at women's day shelter                      | Human Services              | 25,000  |
| Women's Lunch Place                           | P O Box 1130<br>Boston, MA 02117                                    | None/Public Charity                                                        | Food and social service programs at women's day shelter                      | Human Services              | 25,000  |
| Worcester Natural History Society             | 222 Harrington Way<br>Worcester, MA 01604                           | None/Public Charity                                                        | Education and outreach programs for disadvantaged children                   | Arts and Culture            | 25,000  |
| Xaverian Brothers High School                 | 800 Clapboardtree Street<br>Westwood, MA 02090-1799                 | None/Public Charity                                                        | Scholarship program for disadvantaged students                               | Education                   | 25,000  |
| Xaverian Brothers High School                 | 800 Clapboardtree Street<br>Westwood, MA 02090-1799                 | None/Public Charity                                                        | Scholarship program for disadvantaged students                               | Education                   | 25,000  |
| Yawkey Baseball League                        | 31 Ely Road<br>Boston, MA 02124                                     | None/Public Charity                                                        | Young men's summer baseball league                                           | Youth and Amateur Athletics | 40,000  |
| YMCA Greater Boston                           | 316 Huntington Avenue<br>Boston, MA 02115                           | None/Public Charity                                                        | Aquatics program for underprivileged children                                | Youth and Amateur Athletics | 25,000  |
| Young Women's Christian Association of Boston | 140 Clarendon Street, 4th Floor<br>Boston, MA 02116                 | None/Public Charity                                                        | Media and technology program for youth                                       | Human Services              | 25,000  |
| Youth Enrichment Services, Inc                | 412 Massachusetts Avenue<br>Boston, MA 02118                        | None/Public Charity                                                        | Outdoor adventure and enrichment program for inner-city youth                | Youth and Amateur Athletics | 75,000  |

| Organization                                                                                                                                                                                        | Address | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution | Category | Amount        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|----------------------------------------------------------------------------|-------------------------------|----------|---------------|
|                                                                                                                                                                                                     | Total   |                                                                            |                               |          | \$ 26,114,350 |
|                                                                                                                                                                                                     |         |                                                                            |                               |          |               |
| Grants are only made to organizations that are tax-exempt under section 501(c)(3) of the Internal Revenue Service. The Yawkey Foundations do not make grants to private foundations or individuals. |         |                                                                            |                               |          |               |
|                                                                                                                                                                                                     |         |                                                                            |                               |          |               |

| Organization                                                                                                                                                                                        | Address                                                             | Relationship to Substantial Contributor and Foundation Status of Recipient | Purpose of Grant/Contribution                                                                             | Category                    | Amount               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|-----------------------------|----------------------|
| Boston College                                                                                                                                                                                      | 140 Commonwealth Avenue<br>Chestnut Hill, MA 02467-3934             | None/Public Charity                                                        | Construction of the athletics center                                                                      | Youth and Amateur Athletics | \$ 12,000,000        |
| Boston Health Care for the Homeless Program, Inc                                                                                                                                                    | 780 Albany Street<br>Boston, MA 02118                               | None/Public Charity                                                        | Construction of a hospital and respite center for the care of homeless individuals                        | Human Services              | 1,000,000            |
| Boston Ten Point Coalition, Inc                                                                                                                                                                     | 215 Forest Hills Street<br>Boston, MA 02130                         | None/Public Charity                                                        | Community based outreach program for youth                                                                | Human Services              | 100,000              |
| Children's Hospital                                                                                                                                                                                 | 300 Longwood Avenue<br>Boston, MA 02115                             | None/Public Charity                                                        | Purchase of a critical care ambulance to transport newborns and children requiring intensive medical care | Health Care                 | 100,000              |
| Children's Hospital                                                                                                                                                                                 | 300 Longwood Avenue<br>Boston, MA 02115                             | None/Public Charity                                                        | Residence for families and patients receiving medical care at nearby hospitals                            | Health Care                 | 3,000,000            |
| Children's Museum                                                                                                                                                                                   | 300 Congress Street<br>Boston, MA 02210-1034                        | None/Public Charity                                                        | Renovation of museum space to enhance education and learning opportunities for children and families      | Arts and Culture            | 2,000,000            |
| Dana Farber Cancer Institute, Inc                                                                                                                                                                   | 44 Binney Street<br>Boston, MA 02115                                | None/Public Charity                                                        | Construction of a cancer care and research center                                                         | Health Care                 | 24,500,000           |
| Emmanuel College                                                                                                                                                                                    | 400 The Fenway<br>Boston, MA 02115-9911                             | None/Public Charity                                                        | Renovation of Roberto Clemente Field in the Fenway                                                        | Education                   | 1,500,000            |
| Jackie Robinson Foundation                                                                                                                                                                          | 75 Varck Street, 2nd Floor<br>New York, NY 10013                    | None/Public Charity                                                        | Construction of Jackie Robinson Museum and Visitor's Center                                               | Education                   | 1,750,000            |
| Mass Mentoring Partnership, Inc                                                                                                                                                                     | 105 Chauncy Street, Suite 300<br>Boston, MA 02111                   | None/Public Charity                                                        | Training and support program to expand quality mentoring programs                                         | Human Services              | 100,000              |
| Massachusetts Special Olympics Association, Inc                                                                                                                                                     | 450 Maple Street, Building One<br>Danvers, MA 01923                 | None/Public Charity                                                        | Construction of a new headquarters and training center                                                    | Youth and Amateur Athletics | 1,500,000            |
| National Baseball Hall of Fame and Museum, Inc                                                                                                                                                      | PO Box 590<br>Cooperstown, NY 13326                                 | None/Public Charity                                                        | Education programs for children and archive project                                                       | Arts and Culture            | 600,000              |
| National Park Foundation                                                                                                                                                                            | 1201 T (Eye) Street, NW, Suite 550B<br>Washington, DC 20005         | None/Public Charity                                                        | Conservation education and learning programs for urban youth                                              | Conservation and Wildlife   | 800,000              |
| Scholarship America                                                                                                                                                                                 | One Scholarship Way<br>P O Box 297<br>St Peter, MN 56082            | None/Public Charity                                                        | Scholarship program for disadvantaged students                                                            | Education                   | 1,000,000            |
| The BELL Foundation, Inc                                                                                                                                                                            | 60 Clayton Street<br>Dorchester, MA 02122                           | None/Public Charity                                                        | Support for expansion of academic and enrichment program to the community of Springfield, Massachusetts   | Education                   | 100,000              |
| The Fund for Catholic Schools, Inc                                                                                                                                                                  | 143 Newbury Street - 3rd Floor<br>Boston, MA 02116                  | None/Public Charity                                                        | Renovation and construction of an academy serving inner-city students in grades k-8                       | Education                   | 13,000,000           |
| UMass Memorial Foundation, Inc                                                                                                                                                                      | One Biotech<br>365 Plantation St., Suite 100<br>Worcester, MA 01605 | None/Public Charity                                                        | Technological upgrade for the emergency department                                                        | Health Care                 | 250,000              |
|                                                                                                                                                                                                     | <b>Total</b>                                                        |                                                                            |                                                                                                           |                             | <b>\$ 63,300,000</b> |
| Grants are only made to organizations that are tax-exempt under section 501(c)(3) of the Internal Revenue Service. The Yawkey Foundations do not make grants to private foundations or individuals. |                                                                     |                                                                            |                                                                                                           |                             |                      |

YAWKEY FOUNDATION II  
FORM 990PF

04-2768239

PART VII-B, LINE 1a (3) and LINE 1a (4)

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation, to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. For the year ended December 31, 2009, the Foundation incurred \$2,183,263 in expenditures under this agreement and these expenditures were periodically monitored by the Foundation's Board of Trustees, reviewed by independent auditors, then reviewed by the Foundation's Finance and Audit Committee and approved by the Foundation's Board of Trustees.

ATTACHMENT 23FORM 990PF, PART VII-A, LINE 11A-TRANSFERS FROM CONT. ENT. STATEMENT

CONTROLLED ENTITY'S NAME: JRY NATURAL RESOURCES LLC

CONTROLLED ENTITY'S ADDRESS: 990 WASHINGTON STREET

CITY, STATE &amp; ZIP: DEDHAM, MA 02026

EIN: 04-2768239

TRANSFER AMOUNT: 168,666.

EXPLANATION OF TRANSFER FROM CONTROLLED ENTITY:

DISTRIBUTION FROM SINGLE MEMBER LLC DISREGARDED FOR FEDERAL TAX PURPOSES

**SCHEDULE D**  
**(Form 1041)**

Department of the Treasury  
Internal Revenue Service

# Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2009**

Name of estate or trust

Employer identification number

YAWKEY FOUNDATION II

04-2768239

**Note:** Form 5227 filers need to complete **only** Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see page 4 of the instructions) | (f) Gain or (loss) for the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------|------------------------------------|--------------------------------|-----------------|-------------------------------------------------------------|-----------------------------------------------------------------|
| 1a                                                                         |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |

|                                                                                                                                    |    |           |
|------------------------------------------------------------------------------------------------------------------------------------|----|-----------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b                                                          | 1b | -944,642. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824                                                          | 2  |           |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                     | 3  |           |
| 4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet             | 4  | ( )       |
| 5 <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back | 5  | -944,642. |

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

| (a) Description of property<br>(Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired<br>(mo, day, yr) | (c) Date sold<br>(mo, day, yr) | (d) Sales price | (e) Cost or other basis<br>(see page 4 of the instructions) | (f) Gain or (loss) for the entire year<br>Subtract (e) from (d) |
|----------------------------------------------------------------------------|------------------------------------|--------------------------------|-----------------|-------------------------------------------------------------|-----------------------------------------------------------------|
| 6a                                                                         |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |
|                                                                            |                                    |                                |                 |                                                             |                                                                 |

|                                                                                                                                      |    |              |
|--------------------------------------------------------------------------------------------------------------------------------------|----|--------------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b                                                             | 6b | -19,397,768. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824                                                       | 7  |              |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts                                        | 8  |              |
| 9 Capital gain distributions                                                                                                         | 9  |              |
| 10 Gain from Form 4797, Part I                                                                                                       | 10 |              |
| 11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet              | 11 | ( )          |
| 12 <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back | 12 | -19,397,768. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

| <b>Part III Summary of Parts I and II</b>                         |                                                                       | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total    |
|-------------------------------------------------------------------|-----------------------------------------------------------------------|---------------------------------|-------------------------|--------------|
| <b>Caution: Read the instructions before completing this part</b> |                                                                       |                                 |                         |              |
| <b>13</b>                                                         | <b>Net short-term gain or (loss)</b> . . . . .                        | <b>13</b>                       |                         | -944,642.    |
| <b>14</b>                                                         | <b>Net long-term gain or (loss):</b>                                  |                                 |                         |              |
| a                                                                 | Total for year . . . . .                                              | <b>14a</b>                      |                         | -19,397,768. |
| b                                                                 | Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .  | <b>14b</b>                      |                         |              |
| c                                                                 | 28% rate gain . . . . .                                               | <b>14c</b>                      |                         |              |
| <b>15</b>                                                         | <b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶ | <b>15</b>                       |                         | -20,342,410. |

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet** necessary.

| <b>Part IV Capital Loss Limitation</b> |                                                                                                                                                                                       |
|----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>16</b>                              | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of<br>a The loss on line 15, column (3) or b \$3,000 . . . . . |
| <b>16</b>                              | ( 3,000.)                                                                                                                                                                             |

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

| <b>Part V Tax Computation Using Maximum Capital Gains Rates</b>                                                                                                                                                                                                                                                                                               |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| <b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.                                                                                                             |  |
| <b>Caution:</b> Skip this part and complete the worksheet on page 8 of the instructions if<br>• Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or<br>• Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.                                                                                                             |  |
| <b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero. |  |

|           |                                                                                                                                                                                                                                                         |           |  |
|-----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--|
| <b>17</b> | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .                                                                                                                                                                         | <b>17</b> |  |
| <b>18</b> | Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .                                                                                                                                                               | <b>18</b> |  |
| <b>19</b> | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . .                                                                                    | <b>19</b> |  |
| <b>20</b> | Add lines 18 and 19 . . . . .                                                                                                                                                                                                                           | <b>20</b> |  |
| <b>21</b> | If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶                                                                                                                                                 | <b>21</b> |  |
| <b>22</b> | Subtract line 21 from line 20. If zero or less, enter -0- . . . . .                                                                                                                                                                                     | <b>22</b> |  |
| <b>23</b> | Subtract line 22 from line 17. If zero or less, enter -0- . . . . .                                                                                                                                                                                     | <b>23</b> |  |
| <b>24</b> | Enter the <b>smaller</b> of the amount on line 17 or \$2,300 . . . . .                                                                                                                                                                                  | <b>24</b> |  |
| <b>25</b> | Is the amount on line 23 equal to or more than the amount on line 24?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box<br><input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . . | <b>25</b> |  |
| <b>26</b> | Subtract line 25 from line 24 . . . . .                                                                                                                                                                                                                 | <b>26</b> |  |
| <b>27</b> | Are the amounts on lines 22 and 26 the same?<br><input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the <b>smaller</b> of line 17 or line 22 . . . . .                                  | <b>27</b> |  |
| <b>28</b> | Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .                                                                                                                                                                                | <b>28</b> |  |
| <b>29</b> | Subtract line 28 from line 27 . . . . .                                                                                                                                                                                                                 | <b>29</b> |  |
| <b>30</b> | Multiply line 29 by 15% ( 15) . . . . .                                                                                                                                                                                                                 | <b>30</b> |  |
| <b>31</b> | Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                            | <b>31</b> |  |
| <b>32</b> | Add lines 30 and 31 . . . . .                                                                                                                                                                                                                           | <b>32</b> |  |
| <b>33</b> | Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . .                                                                            | <b>33</b> |  |
| <b>34</b> | <b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .                                                                                          | <b>34</b> |  |

Schedule D (Form 1041) 2009

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2009

► See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

YAWKEY FOUNDATION II

Employer identification number

04-2768239

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**[illegible]

|                                                                                                    |           |
|----------------------------------------------------------------------------------------------------|-----------|
| <b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . . | -944,642. |
|----------------------------------------------------------------------------------------------------|-----------|

**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2009

Employer identification number

[illegible]

**6b Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . . -19,397,768.

JSA

**FORM 990-PF - PART IV**  
**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

| Kind of Property                             |                                       | Description                                                             |                          |                                |                                    | P<br>or<br>D | Date<br>acquired     | Date sold |
|----------------------------------------------|---------------------------------------|-------------------------------------------------------------------------|--------------------------|--------------------------------|------------------------------------|--------------|----------------------|-----------|
| Gross sale<br>price less<br>expenses of sale | Depreciation<br>allowed/<br>allowable | Cost or<br>other<br>basis                                               | FMV<br>as of<br>12/31/69 | Adj basis<br>as of<br>12/31/69 | Excess of<br>FMV over<br>adj basis |              | Gain<br>or<br>(loss) |           |
| 119,626.                                     |                                       | AXIOM INT'L EQUITY FUND<br>PROPERTY TYPE: SECURITIES<br>132,376.        |                          |                                |                                    | P            | -12,750.             |           |
| 42,967.                                      |                                       | HERMITAGE GLOBAL FUND<br>PROPERTY TYPE: SECURITIES<br>89,437.           |                          |                                |                                    | P            | -46,470.             |           |
| 6,000,000.                                   |                                       | MARATHON JAPAN<br>4,806,079.                                            |                          |                                |                                    |              | 1,193,921.           |           |
| 3,378,905.                                   |                                       | SMC ALTERNATIVE INVESTMENTS<br>PROPERTY TYPE: SECURITIES<br>3,502,538.  |                          |                                |                                    | P            | -123,633.            |           |
| 1,220,474.                                   |                                       | SMC RESERVE FD<br>PROPERTY TYPE: SECURITIES<br>1,447,797.               |                          |                                |                                    | P            | -227,323.            |           |
| 5,845.                                       |                                       | TROWE INT'L RES FD CAP GAIN DISTRIBUTION<br>PROPERTY TYPE: SECURITIES   |                          |                                |                                    | P            | 5,845.               |           |
|                                              |                                       | VARIOUS FOREIGN CURRENCY LOSSES<br>PROPERTY TYPE: SECURITIES<br>60,879. |                          |                                |                                    | P            | -60,879.             |           |
| 112086875.                                   |                                       | PUBLICLY HELD<br>PROPERTY TYPE: SECURITIES<br>132262702.                |                          |                                |                                    | P            | -20175827.           |           |
| 2,183,220.                                   |                                       | VARIOUS CASH EQUIVALENTS<br>PROPERTY TYPE: SECURITIES<br>2,180,769.     |                          |                                |                                    | P            | 2,451.               |           |
| 49,348.                                      |                                       | FLOW THRU FROM PARTNERSHIPS<br>PROPERTY TYPE: SECURITIES                |                          |                                |                                    | P            | 49,348.              |           |
| -947,093.                                    |                                       | FLOW THRU FROM PARTNERSHIPS-A<br>PROPERTY TYPE: SECURITIES              |                          |                                |                                    | P            | -947,093.            |           |
| TOTAL GAIN (LOSS) .....                      |                                       |                                                                         |                          |                                |                                    |              | <u>-20342410.</u>    |           |