Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation
GRAND CIRCLE FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
347 CONGRESS STREET

City or town, state, and ZIP code
BOSTON, MA 02210

A Employer identification number
04-3175434

B Telephone number
617-790-3974

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 407,869.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,326,804.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,589.	5,589.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	1,332,393.	5,589.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 2	4,936.	0.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 3	88,293.	1,787.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	93,229.	1,787.		250.
	25 Contributions, gifts, grants paid	1,825,984.			1,825,984.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,919,213.	1,787.		1,826,234.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-586,820.			
	b **Net investment income** (if negative, enter -0-)		3,802.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing		-1.	-1.
2 Savings and temporary cash investments	248,712.	283,140.	283,140.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable	725,195.	-3,210.	-3,210.
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶ 127,940.			
Less allowance for doubtful accounts ▶		127,940.	127,940.
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U S and state government obligations			
b Investments - corporate stock			
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	973,907.	407,869.	407,869.
Liabilities			
17 Accounts payable and accrued expenses		22,453.	
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	0.	22,453.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	973,907.	385,416.	
30 **Total net assets or fund balances**	973,907.	385,416.	
31 **Total liabilities and net assets/fund balances**	973,907.	407,869.	

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	973,907.
2 Enter amount from Part I, line 27a	2	-586,820.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	387,087.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,671.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	385,416.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a				
b	NONE			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,186,312.	726,127.	1.633753
2007	1,210,270.	527,803.	2.293034
2006	3,720,848.	384,148.	9.685975
2005	2,720,289.	1,500,908.	1.812429
2004	2,933,796.	1,010,800.	2.902450

2	Total of line 1, column (d)	2	18.327641
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	3.665528
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	779,619.
5	Multiply line 4 by line 3	5	2,857,715.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	38.
7	Add lines 5 and 6	7	2,857,753.
8	Enter qualifying distributions from Part XII, line 4	8	1,826,234.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	76.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3	Add lines 1 and 2		3	76.
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	76.
6	Credits/Payments			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 99.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	99.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	23.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	23. Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.GRANDCIRCLEFOUNDATION.ORG

14 The books are in care of ▶ PEGGY MAGUIRE Telephone no ▶617-790-3974

Located at ▶GCT, 347 CONGRESS STREET, BOSTON, MA ZIP+4 ▶02210

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRIET R. LEWIS GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	CHAIRPERSON 5.00	0.	0.	0.
ALAN E. LEWIS GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	CHAIRMEN 3.00	0.	0.	0.
MARTHA PRYBYLO GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	VICE PRESIDENT 5.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	0.
b	Average of monthly cash balances	1b	345,563.
c	Fair market value of all other assets	1c	445,928.
d	**Total** (add lines 1a, b, and c)	1d	791,491.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	791,491.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,872.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	779,619.
6	**Minimum investment return.** Enter 5% of line 5	6	38,981.

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

1	Minimum investment return from Part X, line 6	1	38,981.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 76.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	76.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,905.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	38,905.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	38,905.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes.		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,826,234.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,826,234.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,826,234.

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

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					38,905.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004	2,943,405.				
b From 2005	2,645,921.				
c From 2006	3,701,837.				
d From 2007	1,183,942.				
e From 2008	1,150,148.				
f **Total** of lines 3a through e		11,625,253.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,826,234.					
a Applied to 2008, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2009 distributable amount					38,905.
e Remaining amount distributed out of corpus		1,787,329.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		13,412,582.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b Taxable amount - see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		2,943,405.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		10,469,177.			
10 Analysis of line 9					
a Excess from 2005	2,645,921.				
b Excess from 2006	3,701,837.				
c Excess from 2007	1,183,942.				
d Excess from 2008	1,150,148.				
e Excess from 2009	1,787,329.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENTS	N/A		GENERAL	1,825,984.
Total			▶ 3a	1,825,984.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) 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	5,589.	
4 Dividends and interest from securities					
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		5,589.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 5,589.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 6/26/10 Title: Chairman

Paid Preparer's Use Only

Preparer's signature: Melinda [signature] Date: 6/16/10 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: WTAS LLC, 125 HIGH STREET, 16TH FLOOR, BOSTON, MA 02110

EIN ▶

Phone no (617) 292-8400

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	Employer identification number
GRAND CIRCLE FOUNDATION, INC.	04-3175434

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	[X] 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

[X] 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: GRAND CIRCLE FOUNDATION, INC.

Employer identification number: 04-3175434

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GRAND CIRCLE TRAVEL 347 CONGRESS STREET BOSTON, MA 02210	$ 1,211,133.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	HUGH THURNAUER 1622 MENDELSSOHN DRIVE WESTLAKE, OH 44145	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
3	FRIENDS OF NOAH SORENSON & MARIA ZOELLO, INC. 16 SPRUCE STREET CLIFTON PARK, NY 12065	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
INTEREST INCOME	5,589.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,589.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	4,936.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	4,936.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARKETING - WEBSITE	79,000.	0.		0.
MEALS AND ENTERTAINMENT	4,672.	0.		0.
CORPORATE FEES	97.	0.		0.
BANK FEES	1,787.	1,787.		0.
EQUIPMENT FEES	2,487.	0.		0.
MA FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	88,293.	1,787.		250.

Address	Description	Amount	Status	Purpose	Relationship
Africa	eStitjeni Primary School	**2,400**	School	General	None
Argentina	La Conception Primary School	**6,237**	School	General	None
Argentina	La Conception Primary School	**4,382**	School	General	None
Argentina	La Conception Primary School	**9,000**	School	General	None
Australia	Yipirinya School Council	**32,000**	School	General	None
Bangkok	Baan Phra Prang School	**1,500**	School	General	None
Cambodia	Chong Knies Floating Village School	**1,600**	School	General	None
Cambodia	Krovan Primary School	**2,000**	School	General	None
China	Di Ji Orphanage	**3,900**	Public	General	None
China	Guang Ming School	**3,000**	School	General	None
China	Huo Kou Primary School	**3,000**	School	General	None
China	Shao Ping Dian Primary School	**4,050**	School	General	None
Costa Rica	San Joseceito de Curtis School	**2,000**	School	General	None
Costa Rica	San Rafael de Chachagua School	**250**	School	General	None
Costa Rica	San Rafael School	**3,000**	School	General	None
Croatia	Antun Masle School	**3,000**	School	General	None
Croatia	Elementary School Dobrisa Cesaric	**3,000**	School	General	None
Croatia	Katrinda School	**2,000**	School	General	None
Croatia	Linhart School	**1,000**	School	General	None
Croatia	Osnovna Skola Laslovo	**3,000**	School	General	None
Croatia	Osnovna Skola Visnjevac	**3,000**	School	General	None
Ecuador	Simamune Children's Orchestra	**3,000**	School	General	None
Egypt	Abu Bakr Experimental School	**2,000**	School	General	None
Egypt	Al Taref School	**2,000**	School	General	None
Egypt	Quena School	**1,000**	School	General	None
Egypt	Saad Zaghloul	**1,354**	School	General	None
Fiji	Ratu Filise Memorial School	**3,000**	School	General	None
Guatemala	San Luis Pueblo School	**3,000**	School	General	None
Holland	Kinderdijk Windmills	**2,000**	School	General	None

India	Adarsh Bal Vidhya Mandir School	**1,000**	School	General	None
India	Laxmi Primary School	**1,000**	School	General	None
India	R.C. Public School	**-17,712**	School	General	None
India	Saini Adarsh Vidhya Manhir	**1,000**	School	General	None
Israel	Al Awada Primary School	**6,000**	School	General	None
Israel	Al Bayrouni Primary School	**6,000**	School	General	None
Italy	Ancient Stabiae	**3,000**	School	General	None
Italy	Santa Maria Della Pieta School	**3,200**	School	General	None
Italy	Scuola Marzio Ostini	**50**	School	General	None
Kenya	AIC Kajiado Girls Boarding School	**425**	School	General	None
Mexico	El Canelo	**3,950**	School	General	None
Mexico	Jose Ortiz Elementary School	**3,000**	School	General	None
Morroco	Dar Et-Taleb Educational Center	**2,650**	School	General	None
Namibia	Jacob Basson	**1,000**	School	General	None
Namibia	Lizauli Primary School	**3,629**	School	General	None
New Zealand	Kaito Middle School	**14,000**	School	General	None
Panama	Vaquilla School	**1,000**	School	General	None
Peru	Escuela Primary and Las Palmos Schools	**225**	School	General	None
Peru	Pachar School	**2,000**	School	General	None
Peru	Pucruto School	**2,000**	School	General	None
Peru	Villa Marcelo	**3,000**	School	General	None
Prague	Nelahozeves Elementary	**2,000**	School	General	None
Russia	St. Petersburg Music School (Russia)	**3,000**	School	General	None
Tanzania	Banjika Secondary School	**4,300**	School	General	None
Tanzania	Bashay Primary School	**5,550**	School	General	None
Tanzania	Kambi ya Nyoka Primary School	**11,038**	School	General	None
Tanzania	Nija Panda Primary School	**10,050**	School	General	None
Thailand	Baan Khon Suang School	**1,500**	School	General	None
Thailand	Baan Pu Ong School	**1,500**	School	General	None
Thailand	Ban Don Chum School	**1,500**	School	General	None

Thailand	Mahachulalongkorn Buddist University	**1,000**	School	General	None

Address	Description	Amount	Status	Purpose	Relationship
Thailand	Mahamakut Buddhist University	**1,000**	School	General	None
Turkey	Akburun Village School	**3,000**	School	General	None
Turkey	Belenasi School	**2,050**	School	General	None
Vietnam	Dien Phu Primary School	**6,800**	School	General	None
Vietnam	Minh Tu Orphanage	**4,870**	Public	General	None
Zimbabwe	Ngamo Primary School	**17,940**	School	General	None
USA	AIDS Action Committee of MA	**1,560**	Public	General	None
USA	Alzheimers Association Chapter Mass	**50**	Public	General	None
USA	Animal Rescue League of Boston	**25**	Public	General	None
USA	APDA-MA Chapter	**1,575**	Public	General	None
USA	Arthritis Foundation	**100**	Public	General	None
USA	ASPCA	**25**	Public	General	None
USA	Boston Higashi School	**300**	Public	General	None
USA	Dana Farber Cancer	**475**	Public	General	None
USA	Dana Farber Marathon Challenge	**4,285**	Public	General	None
USA	Elizabeth Stone House	**80**	Public	General	None
USA	EPCAT USA	**1,325**	Public	General	None
USA	National Breast Cancer	**125**	Public	General	None
USA	National Breast Cancer - 3 Day	**155**	Public	General	None
USA	National Kidney Foundation, Inc.	**25**	Public	General	None
USA	National MS Society	**1,335**	Public	General	None
USA	National Outdoor Leadership School	**250**	Public	General	None
USA	PAN-Mass Challenge	**10,959**	Public	General	None
USA	St. Lawrence Valley SPCA	**25**	Public	General	None
USA	Susan Komen Breast Cancer Fund	**100**	Public	General	None
USA	University of Massachusetts	**100**	Public	General	None
USA	WBUR	**120**	Public	General	None
USA	WGBH	**60**	Public	General	None
USA	Autism Speaks	**500**	Public	General	None

USA	Blue Hill Boys & Girls Club	**500**	Public	General	None
USA	Boston Initiative to Advance Rights	**1,000**	Public	General	None
USA	Community Servings	**1,000**	Public	General	None
USA	The Food Project	**5,000**	Public	General	None
USA	Little Brothers Friends of the Elderly	**2,000**	Public	General	None
USA	Ashoka Foundation	**1,000**	Public	General	None
USA	Rebuilding Together Boston	**10,000**	Public	General	None
USA	Eddie's Discount Furniture Up and Out	**2,191**	Public	General	None
USA	National Breast Cancer	**10,000**	Public	General	None
USA	New England Center	**1,000**	Public	General	None
USA	UP and Out Program	**6,606**	Public	General	None
USA	Bernie & Phyl's Furniture Up and Out	**1,558**	Public	General	None
USA	Babson College	**600,000**	Public	General	None
USA	Beth Israel Deaconess Medical Center	**200,000**	Public	General	None
USA	Big Sister Association	**25,000**	Public	General	None
USA	Boston Business Journal	**28,625**	Public	General	None
USA	Boston Partners in Education	**12,500**	Public	General	None
USA	City on a Hill	**200,000**	Public	General	None
USA	Commonwealth Shakespeare Company	**500**	Public	General	None
USA	Elmwood Sports Center	**13,000**	Public	General	None
USA	Funds for Parks and Recreation	**10,000**	Public	General	None
USA	Globe Santa	**1,000**	Public	General	None
USA	Greater Boston Food Bank	**28,000**	Public	General	None
USA	Habitat Greater Boston	**1,000**	Public	General	None
USA	Huntington Theatre Co	**30865**	Public	General	None
USA	Jewish Family and Children's Services	**20,000**	Public	General	None
USA	Mass. Association for the Blind	**250**	Public	General	None
USA	Museum of Fine Arts	**2,500**	Public	General	None
USA	MWPC Education Fund	**5,000**	Public	General	None
USA	Neurofibromatosis, Inc. Northeast	**5,000**	Public	General	None
USA	New Center for Arts & Culture	**2,500**	Public	General	None
USA	Pan Mass Challenge	**14,400**	Public	General	None

USA	SquashBusters	**50,000**	Public	General	None
Address	**Description**	**Amount**	**Status**	**Purpose**	**Relationship**
USA	Summer Search	**25,000**	Public	General	None
USA	Town of Kensington	**12,000**	Public	General	None
USA	University Club of Boston	**30,000**	Public	General	None
USA	The Boston Foundation	**100,000**	Public	General	None
USA	World Education	**12,500**	Public	General	None
USA	West End Boys & Girls Club	**33,000**	Public	General	None

TOTAL $ 1,756,238

run date @
1/05/2010

Total Pax Donations To Date:	$ 115,671.53		
Total Wired to Date:	$ 34,331.33	11,965	$ 46,296.08
Balance of Donations to Wire:	$ 69,375.45		

2008 Carry-Over 1/16/09 Deposit of $11,964.75 $2450 from 2008 went to Cambodia for Well Water Project 10/1/2009

Title	Last Name	First Name	Address	Donation Amount	Thank You	Region	Country	Recipient Organization
	AFRICA							
	Africa	Capetown	Hector Peterson	$ 125.00				
	Africa	Kenya	AIC School	$ 725.00				
	Africa	Namibia	Jacob Basson	$ 75.00				
	Africa	Namibia	Lizauli Primary School	$ 1,275.00				
	Africa	Swaziland	eSitjini School	$ 200.00				
	Africa	Tanzania	Banjika Secondary School	$ 225.00				
	Africa	Tanzania	Bashay Primary School	$ 150.00				
	Africa	Tanzania	Elerai Primary School and Sinya Village Projects	$ 150.00				
	Africa	Tanzania	Kambi ya Nyoka	$ 1,650.00				
	Africa	Tanzania	Njia Panda Primary School	$ 1,325.00				
	Africa	Tanzania	Unspecified	$ 5,625.00				
	EUROPE							
	Turkey	Turkey	Belenbasi School	$ 200.00				
	India	India	Saini Asarh Vidhya	$ 100.00				
	India	India	R.C. Public School	$ 150.00				
	NC America							
	N& C America	Mexico	Josefa Ortiz de Dominguez School	$ 75.00				
	N. Asia							
	N. Asia	China	Guang Ming Primary	$ 150.00				
	N. Asia	Tibet	Dickey Orphange	$ 8,219.00				
	N. Asia	Xian	Shoa Ping Dian	$ 100.00				
	S. America							
	S. America	Argentina	La Concepcion Primary School	$ 100.00				
	S. America	Panama	Vanquilla Basic Education Center	$ 500.00				
	S. America	Peru	Las Palmos School	$ 75.00				
	S. America	Peru	San Luis Pueblo	$200.00				
	S. America	Peru	Villa Marcello Primary School	$ 1,000.00				
	S. America	Peru	Susan Rickert Project	$ 1,174.45				
	S. Asia							
	S. Asia	Cambodia	Krorvan School	$ 4,080.00				
	S. Asia	Cambodia	Well Project	$ 300.00				
	S. Asia	Vietnam	Minh Tu Orphanage	$6,182.88				
	S.Paciific							
	S.Pacific	Fiji	Ratu Filise School	$ 200.00				

Grand Circle Foundation
Community Service Events
31-Dec-09

Date	Description	Amount
7/31/2009	GCT - Vietnam	800.00
7/31/2009	GCT - Cambodia	2,800.00
7/31/2009	GCT - Thailand	2,900.00
8/31/2009	GCT - Hong Kong	400.00
8/31/2009	GCT - Japan	970.00
8/31/2009	GCT- Beijing	450.00
8/31/2009	GCT-Warsaw Cancelled	(600.00)
9/1/2009	GCT-Egypt	1,600.00
9/1/2009	GCT-Ecuador (Quito)	2,500.00
9/1/2009	GCT-Peru	1,200.00
9/1/2009	GCT-Costa Rica	2,750.00
9/1/2009	GCT- India	800.00
10/31/2009	Hong Kong	2,002.73
11/4/2009	Dubrovnik	2,000.00
11/17/2009	Italy	2,245.00
11/22/2009	South Africa	630.00
		23,447.73

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits.*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization GRAND CIRCLE FOUNDATION, INC.	**Employer identification number** 04-3175434
	Number, street, and room or suite no. If a P.O. box, see instructions. 347 CONGRESS STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02210	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ PEGGY MAGUIRE GCT, 347 CONGRESS STREET - BOSTON, MA 02210
  Telephone No. ▶ 617-790-3974 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______ , and ending ______ .

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 76.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 99.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.