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: ELLIOTT BADGLEY FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: CHOATE LLP P O BOX 961019

City or town, state, and ZIP code: BOSTON, MA 02196

A Employer identification number: 04-3488447

B Telephone number: (617) 248-5255

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 763,072.

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

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	21,022.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	129.	129.		STATEMENT 1
	4 Dividends and interest from securities	16,795.	16,795.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	125,343.			
	b Gross sales price for all assets on line 6a 802,368.				
	7 Capital gain net income (from Part IV, line 2)		125,343.		
	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	-1.	-1.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	163,288.	142,266.		
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 STMT 4	104.	104.		0.
	b Accounting fees STMT 5	4,000.	2,000.		2,000.
	c Other professional fees STMT 6	8,121.	8,121.		0.
	17 Interest				
	18 Taxes STMT 7	4,889.	389.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	1,268.	1,118.		150.
	24 **Total operating and administrative expenses** Add lines 13 through 23	18,382.	11,732.		2,150.
	25 Contributions, gifts, grants paid	29,250.			29,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	47,632.	11,732.		31,400.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	115,656.			
	b **Net investment income** (if negative, enter -0-)		130,534.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	62,748.	31,224.	31,224.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	505,219.	636,474.	731,848.
	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)	567,967.	667,698.	763,072.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	557,973.	651,736.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	9,994.	15,962.	
	30 **Total net assets or fund balances**	567,967.	667,698.	
	31 **Total liabilities and net assets/fund balances**	567,967.	667,698.	

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	567,967.
2 Enter amount from Part I, line 27a	2	115,656.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	3,352.
4 Add lines 1, 2, and 3	4	686,975.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	19,277.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	667,698.

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	SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
b	SEE SCHEDULE ATTACHED	P	VARIOUS	VARIOUS
c	ROBINHOOD COVE PARTNERS	P	VARIOUS	VARIOUS
d	CAPITAL GAINS DIVIDENDS			
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	647,715.		572,733.	74,982.
b	154,532.		104,292.	50,240.
c	3.			3.
d	118.			118.
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				74,982.
b				50,240.
c				3.
d				118.
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	125,343.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	67,625.	677,970.	.099746
2007	59,600.	404,697.	.147271
2006	39,356.	346,242.	.113666
2005	110,696.	174,340.	.634943
2004	37,412.	248,029.	.150837

2 **Total** of line 1, column (d)	2	1.146463
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	.229293
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	657,707.
5 Multiply line 4 by line 3	5	150,808.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,305.
7 Add lines 5 and 6	7	152,113.
8 Enter qualifying distributions from Part XII, line 4	8	31,400.

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	2,611.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	2,611.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,611.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,500.		
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	2,500.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	40.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	151.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		**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?	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 STMT 12	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 ▶ N/A

14 The books are in care of ▶ CHOATE HALL & STEWART LLP Telephone no. ▶ (617) 248-5255

Located at ▶ TWO INTERNATIONAL PLACE, BOSTON, MA ZIP+4 ▶ 02110

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)*

			Yes	No
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
SUSANNA B PLACE 224 ADAMS STREET MILTON, MA 02186	PRESIDENT 1.00	0.	0.	0.
DAVID B PLACE 224 ADAMS STREET MILTON, MA 02186	TREASURER 1.00	0.	0.	0.
ROBERT D PERKINS 127 KENSINGTON ROAD HAMPTON FALLS, NH 03844	CLERK 1.00	0.	0.	0.

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

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

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

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

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

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

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	627,985.
b	Average of monthly cash balances	1b	39,738.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	667,723.
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	667,723.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,016.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	657,707.
6	**Minimum investment return** Enter 5% of line 5	6	32,885.

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	32,885.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 2,611.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	2,611.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,274.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	30,274.
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	30,274.

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	31,400.
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	31,400.
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	31,400.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				30,274.
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 25,187.				
b From 2005 102,587.				
c From 2006 22,044.				
d From 2007 39,638.				
e From 2008 40,597.				
f **Total** of lines 3a through e	230,053.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 31,400.				
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				30,274.
e Remaining amount distributed out of corpus	1,126.			
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	231,179.			
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	25,187.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	205,992.			
10 Analysis of line 9:				
a Excess from 2005 102,587.				
b Excess from 2006 22,044.				
c Excess from 2007 39,638.				
d Excess from 2008 40,597.				
e Excess from 2009 1,126.				

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).)

SEE STATEMENT 13

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

NONE

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

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

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

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 STATEMENT ATTACHED		PUBLIC	GENERAL	29,250.
Total			▶ 3a	29,250.
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	129.	
4 Dividends and interest from securities			14	16,795.	
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			14	-1.	
8 Gain or (loss) from sales of assets other than inventory			18	125,343.	
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.		142,266.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 142,266.

(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

Robert Perkins 5/11/10 CLERK

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature — Date 5/11/10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: CHOATE HALL & STEWART LLP, P O BOX 961019, BOSTON, MA 02196 — EIN — Phone no. 617-248-5255

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
ELLIOTT BADGLEY FOUNDATION INC	04-3488447

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	Employer identification number
ELLIOTT BADGLEY FOUNDATION INC	04-3488447

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DAVID E. PLACE 224 ADAMS STREET MILTON, MA 02186	$ 21,022.	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)
		$	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)

Name of organization	Employer identification number
ELLIOTT BADGLEY FOUNDATION INC	04-3488447

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	910 SHS ARUBA NETWORKS INC $8594 690 SHS CONSTANT CONTACT INC $12068	$ 21,022.	11/18/09
		$	
		$	
		$	
		$	
		$	

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

SOURCE	AMOUNT
BLACKROCK FEDERAL TRUST FUND	129.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	129.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST FROM SECURITIES	15,894.	118.	15,776.
ROBINHOOD COVE PARTNERS - DIVIDENDS AND INTEREST	1,019.	0.	1,019.
TOTAL TO FM 990-PF, PART I, LN 4	16,913.	118.	16,795.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROBINHOOD COVE PARTNERS - PORTFOLIO LOSS	-1.	-1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-1.	-1.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - LEGAL FEES	104.	104.		0.
TO FM 990-PF, PG 1, LN 16A	104.	104.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - BOOKKEEPING SERVICES	1,000.	500.		500.
CHOATE HALL & STEWART LLP - TAX PREPARATION	3,000.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16B	4,000.	2,000.		2,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CHOATE HALL & STEWART LLP - INVESTMENT MANAGEMENT	8,121.	8,121.		0.
TO FORM 990-PF, PG 1, LN 16C	8,121.	8,121.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	389.	389.		0.
2008 FEDERAL EXCISE TAX	2,000.	0.		0.
2009 FEDERAL EXCISE TAX	2,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,889.	389.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIRE FEES	25.	0.		25.
COMMONWEALTH OF MASSACHUSETTS - FORM PC FILING FEE	125.	0.		125.
ROBINHOOD COVE PARTNERS - INVESTMENT INTEREST EXPENSE	28.	28.		0.
ROBINHOOD COVE PARTNERS - PORTFOLIO DEDUCTIONS	1,090.	1,090.		0.
TO FORM 990-PF, PG 1, LN 23	1,268.	1,118.		150.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE FOR K-1 AMOUNTS	98.
BOOK/TAX DIFFERENCE ON ROBINHOOD COVE PARTNERS - CAPITAL CONTRIBUTED 2009	2,392.
2008 INTEREST RECEIVED IN 2009	112.
REDEPOSIT UNCASHED CHECKS	750.
TOTAL TO FORM 990-PF, PART III, LINE 3	3,352.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE ON ASSETS CONTRIBUTED IN 2009	15,099.
2009 INTEREST RECEIVED IN 2010	4.
2009 DIVIDENDS RECEIVED IN 2010	3,513.
ADJUSTMENT TO BASIS FOR RETURN OF CAPITAL DIVIDEND	659.
ROUNDING	2.
TOTAL TO FORM 990-PF, PART III, LINE 5	19,277.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT ATTACHED	636,474.	731,848.
TOTAL TO FORM 990-PF, PART II, LINE 10B	636,474.	731,848.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 12

NAME OF CONTRIBUTOR	ADDRESS
DAVID E PLACE	224 ADAMS STREET MILTON, MA 02186

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 13

NAME OF MANAGER

SUSANNA B PLACE
DAVID B PLACE

TRUST YEAR ENDING 12/31/2009

TAX PREPARER RDP
TRUST ADMINISTRATOR PAS
INVESTMENT OFFICER JRI

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 APACHE CORP COM - 037411105						
SOLD		04/16/2009	6699 32			
ACQ	100 0000	05/22/2003	6699 32	3222 42	3476 90	LT15
125 0000 APPLE INC - 037833100						
SOLD		04/16/2009	15252 10			
ACQ	125 0000	03/09/2007	15252 10	11043 75	4208 35	LT15
250 0000 COGNIZANT TECNOLOGY SOLUTIONS CL A - 192446102						
SOLD		04/16/2009	5797 35			
ACQ	250 0000	03/13/2008	5797 35	7252 50	-1455 15	LT15
146 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	1943 87			
ACQ	146 0000	01/29/2002	1943 87	64 88	1878 99	LT15
36 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	479 29			
ACQ	36 0000	10/05/2005	479 29	3 60	475 69	LT15
673 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	8960 43			
ACQ	673 0000	07/23/2002	8960.43	531.74	8428 69	LT15
565 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	7522 50			
ACQ	565 0000	12/11/2003	7522 50	661 05	6861 45	LT15
400 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	5325.66			
ACQ	400 0000	07/26/2005	5325 66	816 00	4509 66	LT15
36.0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	479 31			
ACQ	36 0000	10/05/2005	479 31	3 60	475 71	LT15
146 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	1943 87			
ACQ	146 0000	01/29/2002	1943 87	64 88	1878 99	LT15
673 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	8960 43			
ACQ	673 0000	07/23/2002	8960 43	531 74	8428.69	LT15
565 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	7522 50			
ACQ	565 0000	12/11/2003	7522 50	661 05	6861 45	LT15
400 0000 DATA DOMAIN INC COM - 23767P109						
SOLD		04/16/2009	5325 66			
ACQ	400 0000	07/26/2005	5325 66	816 00	4509 66	LT15
1400 0000 ISHARES MSCI EMERGING MKTS - 464287234						
SOLD		04/16/2009	39464 98			
ACQ	1400 0000	12/15/2008	39464 98	34215 87	5249 11	ST
2500 0000 ISHARES MSCI EAFE - 464287465						
SOLD		04/16/2009	102652 87			
ACQ	2500 0000	12/15/2008	102652 87	107303 76	-4650 89	ST
5400 0000 ISHARES TR KLD SELECT SOCIAL INDEX FD - 464288802						
SOLD		04/16/2009	201306 81			
ACQ	5400.0000	12/15/2008	201306 81	199812 96	1493 85	ST
150 0000 JOHNSON & JOHNSON COM - 478160104						
SOLD		04/16/2009	7765 30			
ACQ	150 0000	03/13/2008	7765 30	9492 00	-1726 70	LT15
100 0000 JOHNSON & JOHNSON COM - 478160104						
SOLD		04/16/2009	5176 86			
ACQ	100.0000	03/20/2000	5176 86	3973 14	1203 72	LT15
100.0000 MICROSOFT CORP COM - 594918104						
SOLD		04/16/2009	1935 02			
ACQ	100.0000	08/28/2003	1935 02	2634 00	-698 98	LT15
100 0000 OMNICOM GROUP COM - 681919106						
SOLD		04/16/2009	2776.92			
ACQ	100 0000	04/03/2006	2776 92	4154 00	-1377 08	LT15
130 0000 PROCTER & GAMBLE CO COM - 742718109						
SOLD		04/16/2009	6476.43			
ACQ	130 0000	03/13/2008	6476 43	8772 40	-2295 97	LT15
70.0000 PROCTER & GAMBLE CO COM - 742718109						
SOLD		04/16/2009	3487 31			
ACQ	70 0000	03/20/2000	3487 31	2019 31	1468 00	LT15
460 0000 PROGRESSIVE CORP OHIO COM - 743315103						
SOLD		04/16/2009	7272 41			
ACQ	460 0000	03/13/2008	7272 41	7350.80	-78 39	LT15
48 4800 T ROWE PRICE REAL ESTATE - 779919109						
SOLD		04/16/2009	451 35			
ACQ	48 4800	12/17/2008	451 35	545.04	-93.69	ST
155 6020 T ROWE PRICE REAL ESTATE - 779919109						
SOLD		04/16/2009	1448 65			
ACQ	155 6020	03/18/2008	1448.65	2940.72	-1492.07	LT15
440 0000 STAPLES INC COM - 855030102						
SOLD		04/16/2009	9208 96			
ACQ	440 0000	03/13/2008	9208 96	9477 60	-268 64	LT15
100 0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209						
SOLD		04/16/2009	4462 88			
ACQ	100 0000	06/13/2005	4462 88	3253 00	1209 88	LT15
30 0000 UNITED TECHNOLOGIES CORP COM - 913017109						
SOLD		04/16/2009	1413 86			
ACQ	30 0000	06/13/2005	1413 86	1585 80	-171 94	LT15

TAX PREPARER RDP
TRUST ADMINISTRATOR PAS
INVESTMENT OFFICER JRI

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
30 0000 UNITED TECHNOLOGIES CORP COM - 913017109						
SOLD		04/16/2009	1413 86			
ACQ	30 0000	06/14/2005	1413 86	1599 30	-185 44	LT15
250 0000 VERIZON COMMUNICATIONS COM - 92343V104						
SOLD		04/16/2009	7862 30			
ACQ	250 0000	03/13/2008	7862 30	8699 53	-837 23	LT15
200 0000 WELLS FARGO & CO NEW - 949746101						
SOLD		04/16/2009	3906 72			
ACQ	200 0000	03/13/2008	3906 72	5918 00	-2011 28	LT15
100 0000 WELLS FARGO & CO NEW - 949746101						
SOLD		04/16/2009	1953 36			
ACQ	100 0000	06/13/2005	1953 36	3058 00	-1104 64	LT15
0000 TYCO INTL LTD - 902124106						
SOLD		07/28/2009	421 87			
ACQ			421.87		421 87	LT15
CHANGED 11/10/09 TTT						
1198 2330 BRANDYWINE BLUE - 10532B101						
SOLD		09/04/2009	24060 52			
ACQ	1198 2330	04/20/2009	24060 52	21700 00	2360 52	ST
321 1950 DODGE & COX STOCK - 256219106						
SOLD		09/04/2009	28306 92			
ACQ	321 1950	04/20/2009	28306 92	21700 00	6606 92	ST
1650 9410 FIDELITY INTERNATIONAL DISCOVERY - 315910208						
SOLD		09/04/2009	46787 67			
ACQ	1650 9410	04/20/2009	46787 67	35000 00	11787 67	ST
2028 0010 FIDELITY MSCI EAFE I - 315911875						
SOLD		09/04/2009	65078 55			
ACQ	2028 0010	04/20/2009	65078 55	47800 00	17278 55	ST
484 6630 LAZARD EMERGING MARKETS I - 52106N889						
SOLD		09/04/2009	7900 00			
ACQ	484 6630	04/20/2009	7900.00	5636 63	2263 37	ST
119 0480 MFS EMERGING MARKETS DEBT - 55273E640						
SOLD		09/04/2009	1600 00			
ACQ	119 0480	04/20/2009	1600 00	1427 39	172 61	ST
1776.1980 MFS INTERNATIONAL VALUE I - 55273E822						
SOLD		09/04/2009	40372 98			
ACQ	1776.1980	04/20/2009	40372.98	30000 00	10372 98	ST
45.0000 SPDR S&P 400 MID CAP - 595635103						
SOLD		09/04/2009	5335 51			
ACQ	45 0000	04/16/2009	5335 51	4410 32	925 19	ST
1925 7020 NEUBERGER BERMAN SOCIALLY RES - 641224605						
SOLD		09/04/2009	36453 54			
ACQ	1925 7020	04/20/2009	36453 54	30406 83	6046 71	ST
447 4710 T ROWE PRICE AFRICA & MID EAST I - 74144Q609						
SOLD		09/04/2009	2300 00			
ACQ	447 4710	04/24/2009	2300 00	1776 46	523 54	ST
444 6380 T ROWE PRICE REAL ESTATE - 779919109						
SOLD		09/04/2009	5100 00			
ACQ	444 6380	12/17/2008	5100 00	4977.03	122,97	ST
70 0000 SPDR DJ WILSHIRE INTL REAL ESTATE - 78463X863						
SOLD		09/04/2009	2407 23			
ACQ	70 0000	04/16/2009	2407 23	1750 70	656 53	ST
30 0000 SPDR BARCLAYS INTL TREASURY BOND - 78464A516						
SOLD		09/04/2009	1705 15			
ACQ	30 0000	04/16/2009	1705 15	1538 06	167 09	ST
1658 5750 SSGA EMERGING MARKETS - 784924425						
SOLD		09/04/2009	28295 29			
ACQ	1658 5750	04/20/2009	28295 29	20500 00	7795 29	ST
71 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	634 76			
ACQ	71 0000	01/21/2009	634 76	165 32	469 44	ST
57 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	509.60			
ACQ	57 0000	01/20/2009	509 60	135 08	374 52	ST
13 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	116 22			
ACQ	13 0000	01/15/2009	116 22	30 97	85 25	ST
3 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	26 82			
ACQ	3 0000	01/16/2009	26 82	7 18	19 64	ST
389 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	3477.76			
ACQ	389 0000	01/22/2009	3477 76	951.57	2526 19	ST
76 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	679 46			
ACQ	76 0000	12/29/2008	679 46	187 10	492 36	ST
71 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	634 76			
ACQ	71.0000	01/14/2009	634.76	175 64	459 12	ST
84 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	750.98			
ACQ	84 0000	01/23/2009	750 98	208 83	542.15	ST
67 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	599 00			
ACQ	67 0000	12/30/2008	599 00	167 41	431 59	ST

FROM 01/01/2009 STATEMENT OF CAPITAL GAINS AND LOSSES
TO 12/31/2009 ELLIOTT FOUNDATION, INC

RUN 02/16/2010
08 09 00 AM

TRUST YEAR ENDING 12/31/2009

TAX PREPARER. RDP
TRUST ADMINISTRATOR PAS
INVESTMENT OFFICER JRI

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
39 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	348 67			
ACQ	39 0000	01/13/2009	348 67	99 76	248 91	ST
17 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	151 98			
ACQ	17 0000	12/31/2008	151 98	43 82	108 16	ST
21 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	187.75			
ACQ	21 0000	01/30/2009	187 75	54 25	133 50	ST
2 0000 ARUBA NETWORKS INC COM - 043176106						
SOLD		12/07/2009	17 88			
ACQ	2 0000	01/26/2009	17 88	5.21	12 67	ST
690 0000 CONSTANT CONTACT INC - 210313102						
SOLD		12/07/2009	11337.37			
ACQ	690 0000	05/12/2006	11337 37	3690 81	7646 56	LT15
		TOTALS	802247 38	677024.81		
	Short Term		647,715.01	572,733.19	74,981.82	
	Long Term		154,532.37	104,291.62	50240.75	

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	74981.82	0 00	50240.75	0 00	0 00	0 00*
COMMON TRUST FUND		0 00				0 00
CAPITAL GAIN DIVIDENDS		0.00				0 00
	74,981.82	0 00	50,240.75	0 00	0 00	0 00

STATE	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE		0 00	50,240.75	0 00	0 00	0 00*
COMMON TRUST FUND		0 00				0 00
CAPITAL GAIN DIVIDENDS		0 00				0 00
	7498182	0 00	50240.75	0 00	0 00	0 00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
MASSACHUSETTS	0 00	0 00

Elliott Badgley Foundation, Inc. **853577013** **December 31, 2009 - December 31, 2009**

List of Assets

Description	*Shares / Face Amt*	*Cost*	*Market Value*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Cash & Equivalents						
Blackrock Federal Trust Fund - Income	15,962.220	15,962.22	15,962.22	2.1	5	
Blackrock Federal Trust Fund - Principal	15,261.900	15,261.90	15,261.90	2.0	5	
Total Cash & Equivalents		***$31,224.12***	***$31,224.12***	***4.1%***	***$10***	***0.03%***
Fixed Income						
US Core Fixed Income						
Pimco Total Return	4,874.574	51,699.99	52,645.40	6.9	2,034	3.86
Vanguard Total Bond	5,262 467	54,200.00	54,466.54	7.1	2,160	3.97
Total US Core Fixed Income		**$105,899.99**	**$107,111.94**	**14.0%**	**$4,194**	**3.92%**
Total Fixed Income		***$105,899.99***	***$107,111.94***	***14.0%***	***$4,194***	***3.92%***
Equity						
Intl Developed Markets						
iShares Canada	440 000	8,930.81	11,585.20	1.5	211	1.82
Vanguard Europe Pacific Equities	3,470 000	114,450.66	118,674.00	15 6	11,062	9.32
Vanguard FTSE All-World ExUSA Small Cap	125 000	9,526.25	10,215.00	1.3	115	1.13
Total Intl Developed Markets		**$132,907.72**	**$140,474.20**	**18.4%**	**$11,388**	**8.11%**
Intl Emerging Markets						
Lazard Emerging Markets I	1,278.020	14,863 37	23,017.14	3.0	594	2.58
Vanguard Emerging Mkts	570.000	20,634.00	23,370.00	3.1	311	1.33

Elliott Badgley Foundation, Inc. | **853577013** | **December 31, 2009 - December 31, 2009**

List of Assets

Description	*Shares / Face Amt*	*Cost*	*Market Value*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Total Intl Emerging Markets		**$35,497.37**	**$46,387.14**	**6.1%**	**$905**	**1.95%**
Limited Partnerships						
Limited Partnership Robinhood Cove Partners II, L.P	42,136.160	42,136.16	42,136.16	5.5	0	0.00
Total Limited Partnerships		**$42,136.16**	**$42,136.16**	**5.5%**		
US Large Capitalization						
AIM Charter I	1,352.113	19,200.00	20,849 58	2 7	183	0.88
Neuberger Berman Socially Res	8,160 015	130,593.17	169,483.51	22.2	498	0.29
Total US Large Capitalization		**$149,793.17**	**$190,333.09**	**24.9%**	**$681**	**0.36%**
US Mid Capitalization						
SPDR S&P 400 Mid Cap	195.000	19,111.37	25,689.30	3.4	381	1.48
Total US Mid Capitalization		**$19,111.37**	**$25,689.30**	**3.4%**	**$381**	**1.48%**
US Small Capitalization						
iShares S&P Small Cap 600	310.000	12,725.51	16,963 20	2.2	210	1.24
Total US Small Capitalization		**$12,725.51**	**$16,963.20**	**2.2%**	**$210**	**1.24%**
Total Equity		***$392,171.30***	***$461,983.09***	***60.5%***	***$13,565***	***2.94%***
Alternative						
Commodities						
Credit Suisse Commodity Return	4,116.022	31,200 00	35,356 63	4 6	8,828	24 97
Total Commodities		**$31,200.00**	**$35,356.63**	**4.6%**	**$8,828**	**24.97%**

CHOATE

CHOATE HALL & STEWART LLP

Elliott Badgley Foundation, Inc. **853577013** **December 31, 2009 - December 31, 2009**

List of Assets

Description	*Shares / Face Amt*	*Cost*	*Market Value*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Emerging Market Bonds						
MFS Emerging Markets Debt	1,707.474	20,472 61	23,972.93	3 1	182	0.76
Total Emerging Market Bonds		**$20,472.61**	**$23,972.93**	**3.1%**	**$182**	**0.76%**
Frontier Markets						
T Rowe Price Africa & Mid East I	4,388.801	17,423.54	22,602 33	3.0	483	2.14
Total Frontier Markets		**$17,423.54**	**$22,602.33**	**3.0%**	**$483**	**2.14%**
Hedged Equity						
Gateway Y	720.978	17,700.00	18,197 48	2.4	297	1.63
Total Hedged Equity		**$17,700.00**	**$18,197.48**	**2.4%**	**$297**	**1.63%**
Intl Bonds						
SPDR Barclays Intl Treasury Bond	375.000	19,225.69	21,311.25	2.8	1,172	5.50
Total Intl Bonds		**$19,225.69**	**$21,311.25**	**2.8%**	**$1,172**	**5.50%**
Real Estate						
T Rowe Price Real Estate	2,331 242	$ 25,878.64	32,241.08	4 2	1,119	3.47
SPDR DJ Wilshire Intl Real Estate	260.000	6,502.60	9,071.40	1.2	560	6 17
Total Real Estate		$ 32,381.24	**$41,312.48**	**5.4%**	**$1,679**	**4.06%**
Total Alternative		$ 138,403.08	***$162,753.10***	***21.3%***	***$12,641***	*7.77%*
Total Assets		$ 667,648.49	**$763,072.25**	**100.0%**	**$30,410**	**3.99%**
Total		$ 667,698.49	**$763,072.25**		**$30,410**	**3.99%**

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2009 – December 31, 2009

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year

DATE	NAME	AMOUNT
11/19/09	Amnesty International New York, NY 10001	150.00
08/24/09	Amnesty International USA New York, NY 10001	150.00
05/19/09	Ashmont Hill Chamber Music Dorchester, MA	50.00
05/04/09	Boston Arts Academy 174 Ipswich Street Boston, MA 02215	1,000.00
11/19/09	Boston Landmarks Orchestra 165 Brattle Street Cambridge, MA 02138	500.00
11/19/09	Boston Public Library 700 Boylston Street Boston, MA 02116	100.00
05/19/09	Brady Campaign to Prevent Gun Violence 1225 Eye St., NW, Suite 1100 Washington, DC 20005	100.00
11/19/09	The Carter Center One Copenhill 453 Freedom Parkway Atlanta, GA 30307	1,000.00
11/19/09	Cultural Survival 215 Prospect Street Cambridge, MA 02136	1,000.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2009 – December 31, 2009

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
11/19/09	Doctors Without Borders USA P. O. Box 5030 Hagerstown, MD 21741	1,000.00
09/22/09	EcoLogic Development Fund 25 Mt. Vernon St., Suite 203 Cambridge, MA 02138	1,000.00
11/19/09	Guatemalan Human Rights Commission/USA 3321 12th Street, NE Washington, DC 20017	250.00
11/19/09	Harvard College Fund 124 Mount Auburn Street Cambridge, MA 02138	1,000.00
11/19/09	Help-A-Kid Program Bath, ME 04530	250.00
11/19/09	Horizons for Homeless Children 1705 Columbus Avenue Roxbury, MA 02119	100.00
03/02/09	International Institute of Boston 1 Milk Street Boston, MA 02109	500.00
11/19/09	The Jackson Laboratory 600 Main Street Bar Harbor, ME 04609	1,000.00
11/19/09	League of Women Voters 1730 M St., NW, Suite 1000 Washington, DC 20036	100.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2009 – December 31, 2009

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
05/19/09	Milton Academy 170 Centre Street Milton, MA 02186	2,500.00
09/29/09	The Milton Food Pantry Parkway United Methodist Church 158 Blue Hills Parkway Milton, MA 02186	500.00
11/19/09	New England Forestry Foundation P. O. Box 1346 Littleton, MA 01460	50.00
08/24/09	Oxfam America 226 Causeway Street, 5th Floor Boston, MA 02114	250.00
11/19/09	Perkins School for the Blind 175 North Beacon Street Watertown, MA 02472	100.00
11/19/09	Pine Street Inn 444 Harrison Avenue Boston, MA 02118	100.00
05/19/09	Presidents & Fellows of Harvard College 16 Divinity Ave., Room B061 Cambridge, MA 02138	100.00
11/19/09	Princeton University Princeton, NJ 08544	500.00
05/19/09	Project Bread 145 Border Street East Boston, MA 02128	100.00

ELLIOTT BADGLEY FOUNDATION INC.
EIN – 04-3488447
FORM 990-PF
CHARITABLE CONTRIBUTIONS
January 1, 2009 – December 31, 2009

Part XV – Supplementary Information, Line 3 – Grants and Contributions Paid During the Year - Continued

DATE	NAME	AMOUNT
11/19/09	Project Bread 145 Border Street East Boston, MA 02128	100.00
03/13/09	Safe Passage 81 Bridge Street, Suite 104 Yarmouth, ME 04096	5,000.00
11/19/09	Safe Passage 81 Bridge Street, Suite 104 Yarmouth, ME 04096	5,000.00
11/19/09	St. Michael's Episcopal Church 112 Randolph Avenue Milton, MA 02186	2,500.00
05/22/09	Trinity Boston Foundation 206 Clarendon Street Boston, MA 02116	2,500.00
05/19/09	WBUR 890 Commonwealth Avenue Boston, MA 02215	100.00
05/19/09	WGBH One Guest Street Boston, MA 02135	100.00
11/19/09	Yale School of Management Box 208200 New Haven, CT 06520	500.00
	TOTAL	29,250.00

NOTE: None of the above recipients is an individual. All donations to the public charities listed are for general purposes unless otherwise noted.