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

2009

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

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

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.Name of foundation
Amelia Peabody Foundation
c/o Margaret N. St. Clair

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

1 Hollis Street

Room/suite

City or town, state, and ZIP code
Wellesley, MA 02482

A Employer identification number

04-6036558

B Telephone number

1-781-237-6468

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)

\$ 152184911. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

(a) Revenue and
expenses per books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable purposes
(cash basis only)

Revenue

- 1 Contributions, gifts, grants, etc., received
- 2 Check ☒ if the foundation is not required to attach Sch. B
- 3 Interest on savings and temporary cash investments
- 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 73205024.
- 7 Capital gain net income (from Part IV, line 2)
- 8 Net short-term capital gain
- 9 Income modifications
- 10a Gross sales less returns and allowances
- b Less Cost of goods sold
- c Gross profit or (loss)
- 11 Other income
- 12 Total. Add lines 1 through 11

2581127. 2581127. 2581127.

-5957339.

3352119.

-941926. -385868. -385868.

-4318138. 2195259. 5547378.

Operating and Administrative Expenses

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees Stmt 2
- b Accounting fees Stmt 3
- c Other professional fees Stmt 4
- 17 Interest
- 18 Taxes Stmt 5
- 19 Depreciation and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses Stmt 6
- 24 Total operating and administrative expenses. Add lines 13 through 23
- 25 Contributions, gifts, grants paid
- 26 Total expenses and disbursements. Add lines 24 and 25

540000. 380000. 380000. 160000.

450000. 129600. 129600. 320400.

374949. 181812. 181812. 193137.

8664. 2800. 2800. 5864.

44500. 22250. 22250. 22250.

330535. 254679. 254679. 75855.

71874. 46369. 46369. 25505.

45975. 26606. 26606. 19369.

32038. 25079. 25079. 6959.

78594. 40467. 40467. 38127.

1977129. 1109662. 1109662. 867466.

5542933. 5542933.

7520062. 1109662. 1109662. 6410399.

-11838200.

1085597.

4437716.

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		2.	2.
	2 Savings and temporary cash investments	9535855.	7398624.	7398624.
	3 Accounts receivable ▶ 736168.			
	Less: allowance for doubtful accounts ▶	200657.	736168.	736168.
	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 8	164129493.	153808672.	144050117.
	c Investments - corporate bonds			
Liabilities	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)	173866005.	161943466.	152184911.
	17 Accounts payable and accrued expenses	4645.	4645.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ Statement 9)	1001348.	1169751.	
	23 Total liabilities (add lines 17 through 22)	1005993.	1174396.	
	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	172860012.	160769070.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	172860012.	160769070.	
	31 Total liabilities and net assets/fund balances	173866005.	161943466.	

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	172860012.
2 Enter amount from Part I, line 27a	2	-11838200.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	161021812.
5 Decreases not included in line 2 (itemize) ▶ See Statement 7	5	252742.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	160769070.

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 attached statement	P		
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 73205024.			-5957339.
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-5957339.
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	-5957339.
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	3352119.

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	7641739.	173268599.	.044103
2007	9825951.	190425315.	.051600
2006	8863386.	176605417.	.050188
2005	8501966.	170780740.	.049783
2004	8082584.	164908822.	.049012

2 Total of line 1, column (d)	2	.244686
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	.048937
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	139605010.
5 Multiply line 4 by line 3	5	6831850.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10856.
7 Add lines 5 and 6	7	6842706.
8 Enter qualifying distributions from Part XII, line 4	8	6410399.

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	21712.
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	21712.
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	21712.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	50000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	60000.	
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	38288.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 38288. 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>ameliapeabody.org</u>	13	X	
14	The books are in care of ► <u>State Street Corporation</u> Telephone no ► <u>1-617-742-9100</u> Located at ► <u>200 Newport Ave, North Quincy, MA</u> ZIP+4 ► <u>02171</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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(i)(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.)	3b	X
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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

X

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

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
See Statement 10		540000.	193633.	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
Tom St. Clair	Grant making	prog dir		
1 Hollis Street, Wellesley, MA 02482	40.00	135000.	74153.	0.
Alex Eisenzopf	Grant making	prog dir		
1 Hollis Street, Wellesley, MA 02482	40.00	135000.	51247.	0.
William Richards	investment program director			
1 Hollis Street, Wellesley, MA 02482	40.00	100000.	34737.	0.
Joanne Smith	Exec Adm Assist/Program officer			
1 Hollis Street, Wellesley, MA 02482	35.00	80000.	21179.	0.

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Prime Buchholz & Assoc. - 10 Post Office Sq N. Tower 580, Boston MA, MA 02109	Investment Advisors	100000.
Income Research & Management - 110 Federal St. FL 31, Boston MA, MA 02110-4106	Management fees	56761.
State Street Bank - 200 Newport Ave 7th FL, North Quincy, MA 02171	Custodial fees	48857.
Walter V Gordon JR CPA - 56 North Main St., RM 410, Fall River, MA 02720	audit/accounting	44500.
Ipswich Investment 53 South Main St., Ipswich, MA 01938	Investment Advisors	27083.
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	0.
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	133958761.
b	Average of monthly cash balances	1b	7303801.
c	Fair market value of all other assets	1c	468413.
d	Total (add lines 1a, b, and c)	1d	141730975.
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	141730975.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2125965.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	139605010.
6	Minimum investment return. Enter 5% of line 5	6	6980251.

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	6980251.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	21712.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21712.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6958539.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6958539.
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	6958539.

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	6410399.
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	6410399.
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	6410399.

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				6958539.
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				
b From 2005				
c From 2006				
d From 2007	552914.			
e From 2008				
f Total of lines 3a through e	552914.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 6410399.				
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				6410399.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	548140.			548140.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	4774.			
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4774.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007	4774.			
d Excess from 2008				
e Excess from 2009				

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 schedule				
Total				▶ 3a 5542933.
b Approved for future payment see attached schedule				
Total				▶ 3b 3293732.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

11a	Any distributions or earnings on limited partnerships are used to accomplish its exempt purpose.
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Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

Sign Here

Signature of officer or trustee

11/15/10
Date

Executive Director

Preparer's signature	
-------------------------	---

Date	11/11/10
------	----------

Check if self-employed ☒

Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code **Walter V. Gordon, Jr., CPA**
56 North Main Street
Fall River, MA 02720

EIN ▶

Phone no 508-674-3114

Amelia Peabody Foundation
Gains & Losses
12/31/2009

Fund	Securities	How Acquired	S/P	Cost	Gain/Loss	
					S/T	L/T
PFN 1	Equities	P	13,082,434	17,823,887		-4,741,453
PFN 2	Equities	P	54,992,088	59,640,223		-4,648,135
	Fixed income	P	1,578,500	1,498,370		80,130
	Options	P	3,552,002	199,883	<u>3,352,119</u>	<u> </u>
					<u><u>3,352,119</u></u>	<u><u>(9,309,458)</u></u>
Net						(5,957,339)

Form 990-PF	Other Income		Statement	1
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	
Income-Limited Partners	-385868. -556058.	-385868. 0.	-385868. -556058.	
Total to Form 990-PF, Part I, line 11	-941926.	-385868.	-941926.	

Form 990-PF	Legal Fees		Statement	2
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal	8664.	2800.	2800.	5864.
To Fm 990-PF, Pg 1, ln 16a	8664.	2800.	2800.	5864.

Form 990-PF	Accounting Fees		Statement	3
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	44500.	22250.	22250.	22250.
To Form 990-PF, Pg 1, ln 16b	44500.	22250.	22250.	22250.

Form 990-PF	Other Professional Fees		Statement	4
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment advisors	120719.	120719.	120719.	0.
Custodial fees	48857.	36643.	36643.	12214.
Consulting fees	63642.	0.	0.	63641.
Management fees	97317.	97317.	97317.	0.
To Form 990-PF, Pg 1, ln 16c	330535.	254679.	254679.	75855.

Form 990-PF	Taxes			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Payroll taxes	52051.	26546.	26546.	25505.	
Foreign excise taxes	19823.	19823.	19823.	0.	
To Form 990-PF, Pg 1, ln 18	71874.	46369.	46369.	25505.	

Form 990-PF	Other Expenses			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Insurance	38424.	18865.	18865.	19559.	
Office	40170.	21602.	21602.	18568.	
To Form 990-PF, Pg 1, ln 23	78594.	40467.	40467.	38127.	

Form 990-PF	Other Decreases in Net Assets or Fund Balances			Statement	7
Description	Amount				
Loss in value of post retirement assets	252742.				
Total to Form 990-PF, Part III, line 5	252742.				

Form 990-PF	Corporate Stock		Statement	8
Description	Book Value	Fair Market Value		
	153808672.	144050117.		
Total to Form 990-PF, Part II, line 10b	153808672.	144050117.		

Form 990-PF	Other Liabilities	Statement	9
Description	BOY Amount	EOY Amount	
Option & future commitments	887600.	1169751.	
Net post-retirement liability	113748.	0.	
Total to Form 990-PF, Part II, line 22	1001348.	1169751.	

Form 990-PF	Part VIII - List of Officers, Directors Trustees and Foundation Managers	Statement	10
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Name and Address	Title and Avrg Hrs/Wk	Compensation	Employee Ben Plan Expense Contrib Account	
Margaret St. Clair 1 Hollis Street Wellesley, MA 02482	Executive Director 45.00	240000.	74520.	0.
Bayard Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	0.	0.
Philip Waring 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	0.	0.
Deborah Carlson 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	0.	0.
John Dineen 1 Hollis Street Wellesley, MA 02482	Trustee 6.00	20000.	0.	0.
Joseph Kelly 1 Hollis Street wellesley, MA 02482	Chief Investment Officer 45.00	220000.	119113.	0.
Totals included on 990-PF, Page 6, Part VIII		540000.	193633.	0.

AMELIA PEABODY FOUNDATION
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<u>Payment Date</u>	<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Mark if Recipient is an Individual</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
3/26/2009	3rd Eye Youth Empowerment Inc	48 Union Street New Bedford, MA 02740		501c(3)	operations	\$20,000.00
9/17/2009	826 Boston Inc	3035 Washington Street Roxbury, MA 02119		501c(3)	operating expenses	\$15,000.00
3/26/2009	Academy of the Pacific Rim Charter School Foundation Inc	One Westinghouse Plaza Hyde Park, MA 02136		501c(3)	Instructional Leadership Initiative	\$35,000.00
6/11/2009	Action Center for College Educational Services	31 St James Avenue Suite 520 Boston, MA 02116		501c(3)	Community Outreach and Awareness Initiative	\$20,000.00
1/5/2009	Achievement Network Ltd	44 School Street Suite 515 Boston, MA 02108		501c(3)	operating support, including pilot schools, but not including district schools	\$50,000.00
6/11/2009	Adelante, Inc	40 Lawrence Street Lawrence, MA 01841		501c(3)	operations	\$45,000.00
6/11/2009	Foster and Adoption Mentoring and Enrichment Inc d/b/a AFC Mentoring	727 Atlantic Avenue 3rd Floor Boston, MA 02111		501c(3)	mentoring organizations' partnership	\$5,000.00
3/26/2009	African Community Economic Development of New England	16 John Eliot Square Roxbury, MA 02119		501c(3)	operations	\$20,000.00
5/21/2009	America Scores New England Scores	150 Mount Vernon Street - Suite 2 Dorchester, MA 02125		501c(3)	programming expansion	\$100,000.00
6/11/2009	Angkor Dance Troupe Inc	P O Box 1553 40 French Street, 3rd Floor Lowell, MA 01853		501c(3)	costuming instruction program	\$5,000.00
1/5/2009	Artists for Humanity Inc	100 West Second Street South Boston, MA 02127		501c(3)	Youth-run Arts Micro-enterprise program	\$40,000.00
3/26/2009	Asian Center of Merrimack Valley Inc	1 Ballard Way Lawrence, MA 01843		501c(3)	Summer Youth Enrichment Program	\$2,500.00

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6/11/2009	Association of Haitian Women Inc	330 Fuller Street Dorchester, MA 02124			501c(3)	youth program coordinator	\$10,000 00
1/5/2009	BELL Foundation	60 Clayton Street Dorchester, MA 02122			501c(3)	program support	\$50,000 00
9/17/2009	Big Brothers/Big Sisters of Worcester County, Inc d/b/a Big Brothers Big Sisters of Central Mass/Metrowest	484 Main Street, Suite 360 Worcester, MA 01608			501c(3)	programs in the Great Brook Valley area of Worcester	\$35,000 00
9/17/2009	Big Sister Association of Greater Boston	161 Massachusetts Avenue Boston, MA 02115-3050			501c(3)	Group Mentoring program	\$20,000 00
3/26/2009	Bikes Not Bombs, Inc	284 Amory Street Jamaica Plain, MA 02130			501c(3)	operations	\$10,000 00
6/11/2009	Blessed Stephen Bellesini OSA Academy Inc	94 Bradford Street Lawrence, MA 01840-1003			501c(3)	After-School and Evening Study Programs	\$15,000 00
3/26/2009	Boston Childrens Chorus Inc	112 Shawmut Avenue, Suite 5B Boston, MA 02118			501c(3)	urban-focused music education model, for one year	\$10,000 00
3/26/2009	Boston Chinatown Neighborhood Center	855 Washington Street Boston, MA 02111			501c(3)	youth programming	\$15,000 00
9/17/2009	Boston City Singers Inc	17 Waldeck Street Dorchester, MA 02124			501c(3)	Youth Development team and Teen Mentor program	\$15,000 00
6/26/2009	BCCS Management Corporation f/b/o Boston Collegiate Charter School	11 Mayhew Street Dorchester, MA 02125			501c(3)	capital support to renovate the Lower School	\$40,000 00
3/26/2009	Third Sector New England	133 Paul Gore Street Jamaica Plain, MA 02130			501c(3)	operations \$70,000 00 for the Worcester site	\$5,000 00
10/23/2009	Bottom Line Inc	500 Amory Street, Suite 3 Jamaica Plain, MA 02130			501c(3)	\$20,000 00 for the Jamaica	\$50,000 00
6/11/2009	Bottom Line Inc	500 Amory Street, Suite 3 Jamaica Plain, MA 02130			501c(3)	operating support in Worcester	\$60,000 00

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2/26/2009	Chicopee Boys and Girls Club, Inc	580 Meadow Street Chicopee, MA 01013		501c(3)	Building Our Future capital campaign	\$50,000 00
9/17/2009	Chicopee Boys and Girls Club, Inc	580 Meadow Street Chicopee, MA 01013		501c(3)	operating support	\$30,000 00
6/11/2009	Boys & Girls Club of Greater Holyoke, Inc	PO Box 6256 Holyoke, MA 01041		501c(3)	\$70,000 00 for programming in the four satellite units in Holyoke Housing Authority Communities and \$15,000 00	\$85,000 00
3/13/2009	Lowell Boys Club Association d/b/a Boys and Girls Club of Greater Lowell	657 Middlesex Street Lowell, MA 01851		501c(3)	general operations	\$75,000 00
11/20/2009	Boys and Girls Club of Greater New Bedford Inc	166 Jenney Street P O Box 1506 New Bedford, MA 02741		501c(3)	summer arts initiative	\$40,000 00
3/26/2009	Boys and Girls Club of Greater New Bedford Inc	166 Jenney Street P O Box 1506 New Bedford, MA 02741		501c(3)	summer arts initiative	\$60,000 00
6/11/2009	Boys and Girls Club of Greater Salem Inc	13 Hawthorne Boulevard Salem, MA 01970		501c(3)	operations	\$25,000 00
9/17/2009	Boys and Girls Club of MetroWest, Inc	169 Pleasant Street Marlboro, MA 01752-1101		501c(3)	programming at the Framingham Clubhouse	\$35,000 00
12/10/2009	Boys & Girls Club of Taunton	31 Court Street Taunton, MA 02780		501c(3)	It Just Takes One campaign	\$35,000 00
5/20/2009	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610-2520		501c(3)	operating support	\$100,000 00
5/7/2009	Colonel Daniel Marr Boys and Girls Club of Dorchester, Inc	35 Deer Street Dorchester, MA 02125		501c(3)	to strengthen the annual fund program	\$75,000 00
6/11/2009	Somerville Boys' Club Inc d/b/a Boys and Girls Club of Middlesex County	181 Washington Street Somerville, MA 02143		501c(3)	Senior Development Professional	\$30,000 00
11/30/2009	Somerville Boys' Club Inc d/b/a Boys and Girls Club of Middlesex County	181 Washington Street Somerville, MA 02143		501c(3)	Senior Development Professional	\$20,000 00

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12/10/2009	Haverhill Boys' Club Incorporated	55 Emerson Street Haverhill, MA 01830		501c(3)	\$27,000.00 for operation	\$47,000.00
1/13/2009	Breakthrough Cambridge Inc	PO Box 381486 Cambridge, MA 02238		501c(3)	Alumni, College Access and Palante Programs	\$20,000.00
6/11/2009	Breakthrough Cambridge Inc	PO Box 381486 Cambridge, MA 02238		501c(3)	High School Program	\$10,000.00
3/28/2009	Cambridge Community Services	99 Bishop Richard Allen Drive Cambridge, MA 02139		501c(3)	operations	\$10,000.00
6/11/2009	Chelsea Human Services Collaborative Inc	300 Broadway Chelsea, MA 02150		501c(3)	Summer Youth Employment Initiative	\$20,000.00
6/11/2009	Church Outreach to Youth Project Inc	64 Marshall Street PO Box 745 North Adams, MA 01247		501c(3)	Kids Upward Bound Academy	\$3,000.00
1/5/2009	Citizen Schools, Inc	308 Congress Street, 5th Floor Boston, MA 02110		501c(3)	program support	\$50,000.00
1/5/2009	City on a Hill Charter School	58 Circuit Street Roxbury, MA 02119		501c(3)	tutorial program	\$50,000.00
9/17/2009	City on a Hill Charter School	58 Circuit Street Roxbury, MA 02119		501c(3)	tutorial program	\$30,000.00
10/23/2009	Codman Square Health Center, Inc	637 Washington Street Dorchester, MA 02124		501c(3)	fitness and nutrition center	\$75,000.00
3/26/2009	College Application Education Project Inc	PO Box 71 Lynn, MA 01905		501c(3)	operating support, for one year	\$15,000.00
12/10/2009	College Application Education Project Inc	PO Box 71 Lynn, MA 01905		501c(3)	operations	\$10,000.00
9/17/2009	Federated Dorchester Neighborhood Houses, Inc	18 Samoset Street Dorchester, MA 02124		501c(3)	Adolescent Development Program	\$10,000.00

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9/17/2009	Community Day Care Center of Lawrence Inc f/b/o Communities Together Inc	PO Box 428 Lawrence, MA 01842		501c(3)	Manos Felices! Happy Hands at Hancock!	\$12,000 00
3/26/2009	Community Art Center, Inc	119 Windsor Street Cambridge, MA 02139		501c(3)	Teen Media Programs	\$10,000 00
6/11/2009	Community Boating Inc	21 David Mugar Way Boston, MA 02114		501c(3)	Junior Program Outreach	\$5,000 00
9/17/2009	Community Economic Development Center of Southeastern Massachusetts	181 Hillman Street, Bldg #9 New Bedford, MA 02740		501c(3)	Computer Refurbish and Repair and Design and Build Your Own Website programs	\$15,000 00
6/11/2009	Community Day Care Center of Lawrence f/b/o Community Partners Inc	190 Hampshire Street Lawrence, MA 01840		501c(3)	charter school data and support, for one year	\$43,000 00
3/26/2009	Comprehensive School Age Parenting Program	PO Box 300766 Jamaica Plain, MA 02130-0007		501c(3)	program services at Boston International High School	\$45,000 00
9/2/2009	James D St Clair Court Public Education Program of the Boston Bar Foundation Inc	One Courthouse Way Suite 3120 Boston, MA 02110		501c(3)	operating funds	\$9,000 00
5/27/2009	James D St Clair Court Public Education Program of the Boston Bar Foundation Inc	One Courthouse Way Suite 3120 Boston, MA 02110		501c(3)	operating funds	\$66,000 00
6/11/2009	Dorchester Community Center for the Visual Arts Inc	18 Samoset Street Dorchester, MA 02124		501c(3)	general operating support and Healthy Lunch Program	\$20,000 00
9/17/2009	Dorchester Youth Collaborative	1514-A Dorchester Avenue Dorchester, MA 02122		501c(3)	The Friendship League	\$35,000 00
6/11/2009	Health Services Partnership of Dorchester Inc d/b/a DotWell	1452 Dorchester Avenue, Fourth Floor Dorchester, MA 02122		501c(3)	First Hoops Network	\$75,000 00
3/16/2009	Health Services Partnership of Dorchester Inc d/b/a DotWell	1452 Dorchester Avenue, Fourth Floor Dorchester, MA 02122		501c(3)	First Hoops Network	\$15,000 00
12/22/2009	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Roslindale, MA 02131		501c(3)	building compliance projects, over two years	\$30,000 00

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6/11/2009	College of Our Lady of the Elms	291 Springfield Street Chicopee, MA 01013	501c(3)	Step Forward/Quest programs	\$30,000.00
12/10/2009	Essex Art Center	56 Island Street Lawrence, MA 01840	501c(3)	programming	\$20,000.00
9/17/2009	Essex County Community Organization	74 South Common Street Lynn, MA 01902	501c(3)	the Chill Zone	\$15,000.00
9/17/2009	Family Self-Sufficiency Center Inc	280 Washington Street Salem, MA 01970	501c(3)	CyberSkills '10 project	\$15,000.00
9/17/2009	Family Service, Inc	430 North Canal Street Lawrence, MA 01840	501c(3)	Project Venture and Big Friends Little Friends	\$30,000.00
3/26/2009	The United Presbyterian Church in the United States	340 Dorchester Street South Boston, MA 02127	501c(3)	youth programming	\$25,000.00
9/17/2009	Friends of the Children-Boston Inc	555 Amory Street Boston, MA 02130	501c(3)	Positive Peers Group	\$35,000.00
9/17/2009	Third Sector New England f/b/o Future Chefs	681 Main Street Suite 2-4 Waltham, MA 02451-0621	501c(3)	operating support	\$15,000.00
10/23/2009	Girls Incorporated of Worcester	125 Providence Street Worcester, MA 01604	501c(3)	operating support	\$20,000.00
7/27/2009	Southcoast Educational Improvement Foundation Inc f/b/o Global Learning Charter Public School	190 Ashley Boulevard New Bedford, MA 02744	501c(3)	capital repairs	\$125,000.00
3/26/2009	Gloucester Maritime Heritage Center	23 Harbor Loop Gloucester, MA 01930	501c(3)	Ocean Explorers program	\$15,000.00
11/25/2009	Good Sports Inc	Bayside Office Center 150 Mount Vernon Street, Suite 2 Dorchester, MA 02125	501c(3)	Equipment Purchase Program, outside of Boston	\$40,000.00
3/26/2009	Greater Lawrence Community Action Council, Inc	305 Essex Street Lawrence, MA 01840	501c(3)	Roberto Clemente Little League	\$5,000.00

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3/28/2009	Greater Lawrence Community Boating Program Inc	PO Box 955 Lawrence, MA 01842		501c(3)	youth boating program	\$3,500.00
11/20/2009	Haverhill Options for Public Education Inc f/b/o Hillview Montessori Charter Public School	PO Box 1545 551 Washington Street Haverhill, MA 01831		501c(3)	building acquisition and renovation	\$75,000.00
4/9/2009	Homework House Inc	54 North Summer Street Holyoke, MA 01040		501c(3)	capital expenditures and program expenses	\$45,000.00
6/11/2009	House of Peace & Education Inc	20 Barthel Avenue Gardner, MA 01440-2502		501c(3)	HOPE for Kids and HOPEful Families programs	\$30,000.00
3/28/2009	Hull Life Saving Museum Inc	1117 Nantasket Avenue P O Box 221 Hull, MA 02045		501c(3)	Pulling Together initiative	\$35,000.00
3/26/2009	Hyde Square Task Force, Inc	375 Centre Street Jamaica Plain, MA 02130		501c(3)	'Summer Rhythms' program	\$15,000.00
12/10/2009	Institute for Sport Coaching Inc	5 Prospect Street Acton, MA 01720		501c(3)	programming	\$15,000.00
9/17/2009	Jericho Road Project Inc	20 Lexington Road Concord, MA 01742		501c(3)	Maximizing the Impact of Merrimack Valley Youth-serving Organizations project	\$15,000.00
12/22/2009	Jericho Road Project Inc	20 Lexington Road Concord, MA 01742		501c(3)	Maximizing the Impact of Merrimack Valley Youth-serving Organizations project	\$3,000.00
6/19/2009	Jumpstart for Young Children Inc	308 Congress Street, 6th Floor Boston, MA 02210		501c(3)	School Readiness for All Initiative, Phase II, over two years	\$25,000.00
3/26/2009	Friends of KIPP Academy Lynn Foundation Inc	25 Bessom Street Lynn, MA 01902		501c(3)	project budget items, per the January 26, 2009 proposal	\$45,000.00
3/26/2009	La Alianza Hispana, Inc	409 Dudley Street Roxbury, MA 02119		501c(3)	Hijas Adelante program	\$10,000.00
9/17/2009	La Vida Inc	40 Green Street Lynn, MA 01902		501c(3)	bus transportation and laptop computers	\$40,000.00

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1/5/2009	Lawrence Boys Club, Inc. d/b/a Lawrence Boys and Girls Club Inc	136 Water Street Lawrence, MA 01841	501c(3)	operational support	\$50,000.00
1/5/2009	Lawrence Family Development and Education Fund, Inc. f/b/o Lawrence Family Development Charter School	34 West Street Lawrence, MA 01841	501c(3)	renovations	\$29,750.00
3/13/2009	Lawrence Family Development and Education Fund, Inc. f/b/o Lawrence Family Development Charter School	34 West Street Lawrence, MA 01841	501c(3)	renovations	\$20,250.00
9/17/2009	Lawrence Partners in Education, Inc	Lawrence Public Schools 255 Essex Street Lawrence, MA 01842	501c(3)	Stand and Deliver program	\$25,000.00
4/1/2009	Lawrence Partners in Education, Inc	Lawrence Public Schools 255 Essex Street Lawrence, MA 01842	501c(3)	Stand and Deliver program	\$15,000.00
12/17/2009	Lawrence Partners in Education, Inc	Lawrence Public Schools 255 Essex Street Lawrence, MA 01842	501c(3)	Stand and Deliver program	\$10,000.00
8/27/2009	Lazarus House	48 Holly Street PO Box 408 Lawrence, MA 01842	501c(3)	emergency food programs funding	\$10,000.00
3/26/2009	The Epiphany School Inc f/b/o Let's Get Ready	89 South Street Boston, MA 02111	501c(3)	college prep programming, outside of Boston, in Massachusetts	\$15,000.00
6/1/2009	Margaret Fuller Neighborhood House, Inc	71 Cherry Street Cambridge, MA 02139	501c(3)	Connections Project	\$10,000.00
1/5/2009	Massachusetts Charter School Technical Assistance Program Inc	89 South Street, Suite 601 Boston, MA 02111	501c(3)	planning and organizational infrastructure, over two years	\$100,000.00
9/17/2009	Massachusetts Institute of Technology f/b/o MIT Science Technology Engineering & Math Program	STEM Program 77 Massachusetts Avenue, 1-123 Cambridge, MA 02139	501c(3)	STEM program	\$25,000.00
12/10/2009	Massachusetts Voter Education Network Inc	41 West Street Boston, MA 02108	501c(3)	Young Civic Leaders Program	\$10,000.00
12/22/2009	The Match School Foundation, Inc f/b/o Media and Technology Charter High School	1001 Commonwealth Avenue Boston, MA 02215	501c(3)	MATCH Corps Graduate School of Education	\$233,333.00

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3/26/2009	Medicine Wheel Productions Inc	110 K Street South Boston, MA 02127		501c(3)	Full Time Youth Employment program, for one year	\$7,500 00
3/26/2009	Merrimack Valley Community Service Corps Inc	264 Essex Street Lawrence, MA 01840		501c(3)	Lawrence Youth Volunteer Corps	\$3,500 00
4/29/2009	Metro South/West Regional Employment Board Inc	420 Lakeside Avenue, Suite 301 Marlborough, MA 01752-4571		501c(3)	Saturday STEM Academy	\$12,500 00
6/22/2009	MetroLacrosse, Inc	150 Mt Vernon Street Dorchester, MA 02125		501c(3)	operating support, or endowment	\$100,000 00
9/17/2009	MetroLacrosse, Inc	150 Mt Vernon Street Dorchester, MA 02125		501c(3)	\$25,000 00 for expansion in Massachusetts and \$55,000 00 for operations, for one year	\$80,000 00
10/23/2009	MetroLacrosse	150 Mt Vernon Street, Suite Two Dorchester, MA 02125		501c(3)	operating support, over three years	\$40,000 00
12/10/2009	Americas Youth Teenage Unemployment Reduction Network Inc d/b/a My Turn Inc	156 Main Street Brockton, MA 02301		501c(3)	operations	\$50,000 00
3/26/2009	New Directions Southcoast Incorporated	1213 Purchase Street New Bedford, MA 02740		501c(3)	job readiness training, and 12 summer job positions	\$19,600 00
9/17/2009	North Shore Community Action Programs, Inc	98 Main Street Peabody, MA 01960		501c(3)	Salem CyberSpace ELL and College Success programs	\$10,000 00
3/26/2009	Northshore Youth Symphony Orchestra Inc	PO Box 195 Topsfield, MA 01983		501c(3)	NYSO summer program	\$3,000 00
3/26/2009	Northern Essex Community College Foundation f/b/o Northern Essex Community College	100 Elliott Street Haverhill, MA 01830-2399		501c(3)	College for Kids summer enrichment program	\$4,500 00
9/14/2009	Notre Dame High School of Lawrence	207 Hampshire Street Lawrence, MA 01840		501c(3)	Making Strides capital campaign	\$100,000 00
11/13/2009	Notre Dame High School of Lawrence	207 Hampshire Street Lawrence, MA 01840		501c(3)	Making Strides capital campaign	\$50,000 00

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6/11/2009	Odwin Learning Center	1943 Dorchester Avenue Dorchester, MA 02124-3731	501c(3)	operating support	\$35,000.00
9/17/2009	One Lowell	9 Central Street, Suite 203 Lowell, MA 01852	501c(3)	School Success for Newcomer Youth and Their Parents Initiative	\$20,000.00
1/5/2009	People Acting in Community Endeavors	166 William Street New Bedford, MA 02740	501c(3)	Youth Build operating support	\$40,000.00
3/26/2009	Phoenix Charter Academy Foundation Inc f/b/o Phoenix Charter Academy	59 Nichols Street Chelsea, MA 02150	501c(3)	Phoenix Through College program	\$40,000.00
6/11/2009	Piers Park Sailing Center Inc	95 Marginal Street East Boston, MA 02128-2742	501c(3)	Youth Development Program	\$25,000.00
12/10/2009	New Profit Inc f/b/o Playworks	209 Green Street, 3rd Floor Boston, MA 02130 Dorchester Educational Enrichment Program 1 Worrell Street Dorchester, MA 02122	501c(3)	programming in Boston	\$19,000.00
6/11/2009	Project DEEP Association Inc	9 B Hamilton Place 3rd Floor Boston, MA 02108	501c(3)	O'Hearn and Harbor School programs	\$23,000.00
9/17/2009	RAR - MA Inc d/b/a Raising a Reader	120 Fisher Avenue Roxbury, MA 02120	501c(3)	Rodman Ride for Kids challenge	\$25,000.00
6/11/2009	Roxbury Preparatory Charter School Foundation Inc f/b/o Roxbury Preparatory Charter School	120 Fisher Avenue Roxbury, MA 02120	501c(3)	Apprentice Literacy Teacher Program	\$15,000.00
3/13/2009	Roxbury Preparatory Charter School Foundation Inc f/b/o Roxbury Preparatory Charter School	120 Fisher Avenue Roxbury, MA 02120	501c(3)	Apprentice Literacy Teachers Program	\$100,000.00
9/17/2009	Foundation for Salem Public Education Inc f/b/o Salem Academy Charter School	45 Congress Street Shelland Park Salem, MA 01970	501c(3)	programming support	\$25,000.00
3/26/2009	Sarasa Inc	14 High Street Cambridge, MA 02138	501c(3)	expand the number of concerts performed	\$5,000.00
6/11/2009	Science Club for Girls Inc	PO Box 390544 Cambridge, MA 02139	501c(3)	operating support	\$15,000.00

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6/11/2009	Si Se Puede, Inc	P O Box 53 North Andover, MA 01845		501c(3)	general operating expenses	\$20,000.00
6/11/2009	Smith Academy Foundation Inc f/b/o Smith Leadership Academy Charter Public School	23 Leonard Street Boston, MA 02122		501c(3)	math, science and technology programs	\$30,000.00
2/26/2009	Root Cause Institute Inc	675 Massachusetts Avenue, 9th Floor Cambridge, MA 02139		501c(3)	Social Innovation Forum and a selected non-profit group outside of Boston for 2009	\$15,000.00
3/13/2009	Southcoast Mentoring Initiative for Learning, Education & Service Inc	PO Box 1712 New Bedford, MA 02741		501c(3)	programming support	\$80,000.00
9/17/2009	Southcoast Mentoring Initiative for Learning, Education & Service Inc	PO Box 1712 New Bedford, MA 02741		501c(3)	operations	\$35,000.00
11/25/2009	Sports Museum Inc	100 Legends Way Boston, MA 02114		501c(3)	Stand Strong A Character Building Program	\$15,000.00
1/5/2009	Springfield College	263 Alden Street Springfield, MA 01109-3797		501c(3)	Leaders in Academics, Community Engagement and Service (LACES) program, for one year	\$30,000.00
1/5/2009	Springfield Girls Club Family Center	100 Acorn Street Springfield, MA 01109		501c(3)	comprehensive fundraising development program with the Dunbar Community Center, for one year	\$110,000.00
9/17/2009	Springfield VACA Inc	433 Belmont Avenue Springfield, MA 01108		501c(3)	Parent Education and Support effort	\$10,000.00
9/3/2009	Boston Employment Service, Inc d/b/a STRIVE	651 Washington Street Dorchester, MA 02124		501c(3)	general operations	\$50,000.00
6/11/2009	Strong Women Strong Girls Inc	One Milk Street, Suite 300 Boston, MA 02109		501c(3)	program capacity building	\$20,000.00
6/11/2009	Techmission Inc	31 Torrey Street Dorchester, MA 02124		501c(3)	TechMission Corps	\$23,000.00
6/11/2009	Tenacity Inc	367 Western Avenue, 2nd Floor Boston, MA 02135		501c(3)	After-School Excellence Program	\$60,000.00

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9/17/2009	Thomas Chew Memorial Boys Club Inc d/b/a Thomas Chew Memorial Boys & Girls Club	803 Bedford Street/P O Box 5155 Fall River, MA 02723	501c(3)	\$40,000 00 for it Just Takes One and \$9,000 00 for programming for Kuss Middle School students	\$49,000 00
6/11/2009	Tutoring Plus of Cambridge, Inc	225 Windsor Street Cambridge, MA 02139	501c(3)	program support	\$20,000 00
12/10/2009	Third Sector New England f/b/o Tutors for All	c/o Third Sector New England 89 South Street, Suite 700 Boston, MA 02111	501c(3)	operations	\$30,000 00
7/27/2009	United Teen Equality Center	34 Hurd Street Lowell, MA 01852	501c(3)	Social Innovation Forum 2008 Social Innovator sponsorship	\$5,000 00
12/10/2009	United Teen Equality Center	34 Hurd Street Lowell, MA 01852	501c(3)	Streetworker team	\$25,000 00
4/13/2009	West End House Inc	105 Allston Street Allston, MA 02134-5029	501c(3)	College Prep & Career Development Coordinator, over two years	\$30,000 00
12/10/2009	Worcester Youth Center	326 Chandler Street Worcester, MA 01605	501c(3)	operations	\$40,000 00
4/1/2009	Worcester Youth Center	326 Chandler Street Worcester, MA 01605	501c(3)	operations funding	\$30,000 00
9/17/2009	Boston Local Development Corp f/b/o WriteBoston	7 Palmer Street Roxbury, MA 02119	501c(3)	programming at Boston International High School and TechBoston Academy	\$25,000 00
3/26/2009	YMCA Merrimack Valley	101 Amesbury Street, 4th Floor Lawrence, MA 01840	501c(3)	junior and teen achiever programs	\$40,000 00
1/22/2009	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104-3498	501c(3) 10/20/1970	Lower Liberty Heights and Birch Park Circle Youth and Teen Drop-in Centers	\$25,000 00
9/17/2009	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104-3498	501c(3) 10/20/1970	teen programming, for one year	\$50,000 00
3/26/2009	Old Colony Y	320 Main Street Brockton, MA 02301-5389	501c(3)	Youth Focus and Summer Teen Program, for one year	\$100,000 00

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12/10/2009	Old Colony Y	320 Main Street Brockton, MA 02301-5389		501c(3)	Youth Focus Program	\$50,000.00
9/17/2009	Young Men's Christian Association Southcoast Incorporated	18 Water Street New Bedford, MA 02740		501c(3)	Fall River YMCA programming for Kuss Middle School Students	\$6,000.00
5/20/2009	Young Entrepreneurs Alliance	33 Bradford Street Concord, MA 01742		501c(3)	Stairway to Success program and operating support	\$50,000.00
9/17/2009	Young Entrepreneurs Alliance	33 Bradford Street Concord, MA 01742		501c(3)	Stairway to Success program	\$30,000.00
8/26/2009	Youth Development Organization	PO Box 1758 Lawrence, MA 01841-0337		501c(3)	programming and operating support	\$13,190.00
12/10/2009	Youth Development Organization	PO Box 1758 Lawrence, MA 01841-0337		501c(3)	operating support	\$75,000.00
5/22/2009	Youth Development Organization	PO Box 1758 Lawrence, MA 01841-0337		501c(3)	programming and operating support	\$26,810.00
5/11/2009	Youth Enrichment Services, Inc	412 Massachusetts Avenue Boston, MA 02118-3505		501c(3)	operating support	\$40,000.00
9/17/2009	Zumix Inc	202 Mavenck Street East Boston, MA 02128		501c(3)	operations	\$35,000.00
					TOTAL	\$5,542,933.00

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<u>Schedule Date</u>	<u>Grantee Legal Name</u>	All conditioned upon evaluation and approval of grant compliance to date	<u>Mark if Recipient is an Individual</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
1/4/2010	Action Inc	180 Main Street, Second Floor Gloucester, MA 01930		501(c)3	TALKS (Teaching Adolescents Learning, Knowledge and Skills)	\$20,000 00
6/30/2010	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway Roslindale, MA 02131		501(c)3	Connecting With Care Project Pledge to be paid in 2008	\$10,000 00
7/1/2011	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway Roslindale, MA 02131		501(c)3	Connecting With Care Project Pledge to be paid in 2008	\$115,000 00
1/4/2010	Artists for Humanity Inc	100 West Second Street South Boston, MA 02127		501(c)3	general operations	\$20,000 00
1/4/2010	Asian Center of Merrimack Valley Inc.	1 Ballard Way Lawrence, MA 01843		501(c)3	Youth Enrichment Services program	\$10,000 00
1/4/2010	The BART Foundation Inc	One Commercial Place PO Box 267 Adams, MA 01220		501(c)3	data driven instruction model	\$35,000 00
1/4/2010	The Uphams Corner Community Center, Inc d/b/a Bird Street Community Center	500 Columbia Road Dorchester, MA 02125		501(c)3	\$58,000 00 for operations \$12,000 00 for computers	\$70,000 00
1/1/2010	Blessed Stephen Bellesini OSA Academy Inc	94 Bradford Street Lawrence, MA 01840-1003		501(c)3	second phase of renovations	\$125,000 00
1/4/2010	Boston Algebra in Middle Schools AIMS Project Incorporated dba MathPower	13 Lake Hall Northeastern University 360 Huntington Avenue Boston, MA 02115		501(c)3	MathGAINS Project	\$35,000 00

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1/1/2012	Boston Arts Academy Foundation	174 Ipswich Street Boston, MA 02215			501(c)3	Middle School - PLEDGE	\$250,000 00
1/1/2011	Boston Arts Academy Foundation	174 Ipswich Street Boston, MA 02215			501(c)3	Middle School - PLEDGE	\$250,000 00
6/28/2010	BCCS Management Corporation f/b/o Boston Collegiate Charter School	11 Mayhew Street Dorchester, MA 02125			501(c)3	capital support to renovate the Lower School	\$40,000 00
3/1/2010	Preparatory Foundation Inc f/b/o Boston Preparatory Charter School	1286 Hyde Park Avenue Hyde Park, MA 02136 Boston University School of Management			501(c)3	basement renovations	\$50,000 00
1/4/2010	Boston University	595 Commonwealth Avenue Boston, MA 02215			501(c)3	Lowell specific programming	\$25,000 00
1/4/2010	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610-2520			501(c)3	programming at the Great Brook Valley Clubhouse	\$40,000 00
1/4/2010	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610			501(c)3	Massachusetts State Alliance of Boys and Girls Clubs' outcome software project \$27,000 00 for operation	\$41,000 00
8/1/2010	Haverhill Boys' Club Incorporated	55 Emerson Street Haverhill, MA 01830			501(c)3	\$20,000 00 for kitchen renovations	\$20,000 00
1/4/2010	Centro Presente Inc	17 Inner Belt Road Somerville, MA 02143			501(c)3	Pintamos Nuestro Mundo/We Paint Our World	\$25,000 00
1/1/2010	Codman Academy Foundation f/b/o Codman Academy Charter School	637 Washington Street Dorchester, MA 02124			501(c)3	construction costs, over three years	\$75,000 00
1/1/2012	Codman Academy Foundation f/b/o Codman Academy Charter School	637 Washington Street Dorchester, MA 02124			501(c)3	construction costs, over three years	\$75,000 00

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1/1/2011	Codman Academy Foundation f/b/o Codman Academy Charter School	637 Washington Street Dorchester, MA 02124		501(c)3	construction costs, over three years	\$75,000 00
1/15/2010	Community Boating Center Inc	1641 Pandanaram Avenue New Bedford, MA 02740		501(c)3	pier restoration	\$70,000 00
1/4/2010	James D St Clair Court Public Education Program of the Boston Bar Foundation Inc	One Courthouse Way Suite 3120 Boston, MA 02210		501(c)3	operations	\$50,000 00
12/1/2010	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Roslindale, MA 02131		501(c)3	building compliance projects, over two years	\$30,000 00
1/4/2010	The Epiphany School, Inc	154 Centre Street Dorchester, MA 02124		501(c)3	operations	\$15,000 00
1/4/2010	Esperanza Academy Inc	198 Garden Street Lawrence, MA 01840		501(c)3	operations	\$30,000 00
1/1/2012	Girls Incorporated of Lynn	88 Broad Street Lynn, MA 01902		501(c)3	Phase 2 of the facility renovation	\$120,000 00
1/1/2010	Girls Incorporated of Lynn	88 Broad Street Lynn, MA 01902		501(c)3	Phase 2 of the facility renovation	\$50,000.00
1/1/2011	Girls Incorporated of Lynn	88 Broad Street Lynn, MA 01902		501(c)3	Phase 2 of the facility renovation	\$30,000 00
1/4/2010	Lawrence Boys Club, Inc d/b/a Lawrence Boys and Girls Club Inc Lawrence Planning and Neighborhood Development Corporation d/b/a Lawrence Community Works	136 Water Street Lawrence, MA 01841		501(c)3	operations	\$40,000 00
1/4/2010		168 Newbury Street Lawrence, MA 01841		501(c)3	Movement City Youth Network for one year	\$40,000 00

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3/23/2010	Lawrence Partners in Education, Inc	Lawrence Public Schools 255 Essex Street Lawrence, MA 01842		501(c)3	Stand and Deliver program	\$1,065.48
1/4/2010	Lazarus House	48 Holly Street PO Box 408 Lawrence, MA 01842		501(c)3	Job Training/Work Preparation program	\$30,000.00
1/29/2010	The Match School Foundation, Inc f/b/o Media and Technology Charter High School	1001 Commonwealth Avenue Boston, MA 02215		501(c)3	MATCH Corps Graduate School of Education	\$333,333.00
1/1/2012	The Match School Foundation, Inc f/b/o Media and Technology Charter High School	1001 Commonwealth Avenue Boston, MA 02215		501(c)3	MATCH Corps Graduate School of Education	\$100,000.00
1/1/2011	The Match School Foundation, Inc f/b/o Media and Technology Charter High School	1001 Commonwealth Avenue Boston, MA 02215		501(c)3	MATCH Corps Graduate School of Education	\$333,334.00
9/1/2010	Metrolacrosse	150 Mt Vernon Street, Suite Two Dorchester, MA 02125		501(c)3	operating support, over three years	\$30,000.00
1/4/2010	More Than Words	376 Moody Street Waltham, MA 02453		501(c)3	operating support	\$15,000.00
1/4/2010	Mujeres Unidas In Accion/Women United in Action, Inc	54 Clayton Street Dorchester, MA 02122		501(c)3	operating support	\$30,000.00
1/4/2010	Multicultural Youth Tour of What's Now Inc	PO Box 231013 Boston, MA 02123		501(c)3	development or operations in Mattapan	\$20,000.00
2/5/2010	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501(c)3	data integration	\$5,000.00
7/1/2010	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501(c)3	data integration	\$75,000.00

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7/1/2012	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501(c)3	data integration	\$50,000 00
1/4/2010	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501(c)3	data integration	\$30,000 00
7/1/2011	The North Central Charter Essential School Foundation Inc f/b/o North Central Charter Essential School	One Oak Hill Road Fitchburg, MA 01420		501(c)3	data integration	\$70,000 00
4/1/2010	North Shore Community Action Programs, Inc	98 Main Street Peabody, MA 01960		501(c)3	Salem CyberSpace ELL and College Success programs	\$10,000 00
1/4/2010	Presentation of Mary Academy	209 Lawrence Street Methuen, MA 01844		501(c)3	'Girls Investing in the Future' program	\$15,000 00
1/4/2010	Raw Art Works, Inc	37 Central Square Lynn, MA 01901		501(c)3	high school group programming	\$40,000 00
9/1/2010	Southcoast Mentoring Initiative for Learning, Education & Service Inc	PO Box 1712 New Bedford, MA 02741		501(c)3	operations	\$25,000 00
1/4/2010	SquashBusters, Inc	795 Columbus Avenue Roxbury Crossing, MA 02120		501(c)3	after-school program	\$55,000 00
1/4/2010	St Marys Women & Infants Center of Dorchester Inc	90 Cushing Avenue Dorchester, MA 02125		501(c)3	GRLZradio org program	\$20,000 00
1/4/2010	University of Massachusetts Foundation f/b/o Institute for Learning & Teaching, University of Massachusetts Boston	Institute for Learning and Teaching 100 Morrissey Boulevard Boston, MA 02125-3393		501(c)3	PANAS Mentoring Program	\$15,000 00
1/4/2010	Women Express, Inc.	80 Summer Street Suite 300 Boston, MA 02110		501(c)3	operating support	\$35,000 00

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7/1/2010	Youth Development Organization	PO Box 1758 Lawrence, MA 01841-0337		501(c)3	operating support	\$25,000.00
12/1/2010	New Bedford Young Women's Christian Association	20 South Sixth Street New Bedford, MA 02740		501(c)3	YwKids Center, over two years	\$50,000.00
						\$3,293,732.48