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
LINCOLN & THERESE FILENE FOUNDATION, INC
#0706176

A Employer identification number
23-7423946

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
NUTTER MCCLENNEN & FISH LLP PO BOX 5140

B Telephone number
617-439-2498

City or town, state, and ZIP code
BOSTON, MA 02205

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 18,317,321.

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

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

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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).)

	Line	Description	(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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,840.	3,840.		STATEMENT 2
	4	Dividends and interest from securities	708,300.	708,300.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	430,841.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 1,941,960.				
	7	Capital gain net income (from Part IV, line 2)		457,320.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	1,142,981.	1,169,460.		
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	145,662.	94,680.		50,982.
	b	Accounting fees STMT 5	5,000.	3,250.		1,750.
	c	Other professional fees STMT 6	51,352.	33,379.		17,973.
	17	Interest				
	18	Taxes STMT 7	1,837.	1,837.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	39,117.	25,426.		13,691.
	22	Printing and publications				
	23	Other expenses STMT 8	1,170.	0.		1,170.
	24	Total operating and administrative expenses. Add lines 13 through 23	244,138.	158,572.		85,566.
	25	Contributions, gifts, grants paid	1,629,100.			1,629,100.
	26	Total expenses and disbursements. Add lines 24 and 25	1,873,238.	158,572.		1,714,666.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-730,257.			
	b	Net investment income (if negative, enter -0-)		1,010,888.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	10,663.	7,936.	7,936.
	2 Savings and temporary cash investments	1,212,183.	422,264.	422,264.
	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 STMT 9	1,289,811.	1,277,020.	1,339,045.
	b Investments - corporate stock STMT 10	6,427,552.	6,800,018.	11,392,647.
	c Investments - corporate bonds STMT 11	5,168,240.	4,873,007.	5,155,429.
	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)	14,108,449.	13,380,245.	18,317,321.
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	12,163,601.	12,163,601.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	1,944,848.	1,216,644.	
	30 **Total net assets or fund balances**	14,108,449.	13,380,245.	
	31 **Total liabilities and net assets/fund balances**	14,108,449.	13,380,245.	

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	14,108,449.
2 Enter amount from Part I, line 27a	2	-730,257.
3 Other increases not included in line 2 (itemize) ▶ ADJUSTMENT FOR BOOK AND TAX	3	2,053.
4 Add lines 1, 2, and 3	4	13,380,245.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,380,245.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,941,960.		1,484,640.	457,320.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				457,320.

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 — 457,320.

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	2,003,282.	20,396,251.	.098218
2007	1,087,283.	22,685,673.	.047928
2006	1,050,597.	21,461,161.	.048953
2005	1,176,137.	21,242,517.	.055367
2004	1,107,061.	21,572,535.	.051318

2	Total of line 1, column (d)	2	.301784
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	.060357
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,956,357.
5	Multiply line 4 by line 3	5	1,023,435.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,109.
7	Add lines 5 and 6	7	1,033,544.
8	Enter qualifying distributions from Part XII, line 4	8	1,714,666.

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 ▶ [X] and enter 1% of Part I, line 27b			1	10,109.
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	10,109.
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	10,109.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	26,680.		
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	26,680.
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	16,571.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 16,571. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

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

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

		Line	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 ▶ NUTTER, MCCLENNEN & FISH, LLP Telephone no. ▶ 617-439-2000
Located at ▶ 155 SEAPORT BLVD, BOSTON, MA ZIP+4 ▶ 02210-2604

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

			Line	Yes	No
	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
SEE ATTACHED SCHEDULE	0.00	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

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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
NUTTER, MCCLENNEN & FISH, LLP 155 SEAPORT BLVD., BOSTON, MA 02110	TRUSTEE, LEGAL & TAX PREPARATION FEES	202,014.

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	0.
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	0.
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	16,511,694.
b	Average of monthly cash balances	1b	702,882.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	17,214,576.
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	17,214,576.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	258,219.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,956,357.
6	**Minimum investment return.** Enter 5% of line 5	6	847,818.

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	847,818.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 10,109.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	10,109.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	837,709.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	837,709.
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	837,709.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,714,666.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,714,666.
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	10,109.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,704,557.

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

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Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				837,709.
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				
e From 2008 985,708.				
f **Total** of lines 3a through e	985,708.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,714,666.				
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				837,709.
e Remaining amount distributed out of corpus	876,957.			
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	1,862,665.			
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	1,862,665.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 985,708.				
e Excess from 2009 876,957.				

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02-02-10

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

SEE STATEMENT 12

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 13				
Total			▶ 3a	1629100.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,840.	
4 Dividends and interest from securities			14	708,300.	
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		
8 Gain or (loss) from sales of assets other than inventory			18	430,841.	
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.		1,142,981.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 1,142,981.

(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).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee | Date | ▶ Treasurer Title

Paid Preparer's Use Only

Preparer's signature ▶	Date 5/6/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ NUTTER MCCLENNEN & FISH LLP SEAPORT WEST 155 SEAPORT BLVD. BOSTON, MA 02210-2604		EIN ▶	Phone no. (617)439-2503

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02-02-10

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	8000 SHS DISNEY WALT CO	P	11/12/01	09/28/09
b	6000 SHS HEWLETT-PACKARD CO	P	02/29/84	09/28/09
c	5000 SHS WALGREEN CO	P	12/16/02	09/28/09
d	4000 SHS WELLS FARGO & COMPANY	P	09/14/95	09/28/09
e	250000 AT&T CORP GLOBAL BONDS 6% 3/15/2009	P	04/05/99	03/15/09
f	250000 CITIGROUP INC SENIOR NOTES 6.2% 3/15/2009	P	01/22/01	03/15/09
g	250000 PACIFIC BELL NOTES 6.625% 11/01/2009	P	03/30/98	11/01/09
h	250000 PROCTOR & GAMBLE GLOBAL NOTES 6.875% 9/15/	P	10/21/99	09/15/09
i	150000 UNITED TECHNOLOGIES CORP NOTES 6.5% 6/01/2	P	08/08/01	06/01/09
j	VANGUARD SHORT TERM BOND INDEX FUND	P	VARIOUS	12/23/09
k				
l				
m				
n				
o				

	(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	224,790.		146,760.	78,030.
b	283,613.		19,105.	264,508.
c	170,896.		144,500.	26,396.
d	112,637.		31,224.	81,413.
e	250,000.		249,815.	185.
f	250,000.		243,755.	6,245.
g	250,000.		250,000.	0.
h	250,000.		248,650.	1,350.
i	150,000.		150,831.	-831.
j	24.			24.
k				
l				
m				
n				
o				

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				78,030.
b				264,508.
c				26,396.
d				81,413.
e				185.
f				6,245.
g				0.
h				1,350.
i				-831.
j				24.
k				
l				
m				
n				
o				

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	457,320.
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

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04-24-09

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
8000 SHS DISNEY WALT CO	PURCHASED	11/12/01	09/28/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
224,790.	146,760.	0.	0.	78,030.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6000 SHS HEWLETT-PACKARD CO	PURCHASED	02/29/84	09/28/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
283,613.	45,546.	0.	0.	238,067.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5000 SHS WALGREEN CO	PURCHASED	12/16/02	09/28/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
170,896.	144,500.	0.	0.	26,396.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
4000 SHS WELLS FARGO & COMPANY	PURCHASED	09/14/95	09/28/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
112,637.	31,224.	0.	0.	81,413.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 AT&T CORP GLOBAL BONDS 6% 3/15/2009	PURCHASED	04/05/99	03/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	249,815.	0.	0.	185.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 CITIGROUP INC SENIOR NOTES 6.2% 3/15/2009	PURCHASED	01/22/01	03/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	243,755.	0.	0.	6,245.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 PACIFIC BELL NOTES 6.625% 11/01/2009	PURCHASED	03/30/98	11/01/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	250,038.	0.	0.	-38.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250000 PROCTOR & GAMBLE GLOBAL NOTES 6.875% 9/15/2009	PURCHASED	10/21/99	09/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
250,000.	248,650.	0.	0.	1,350.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
150000 UNITED TECHNOLOGIES CORP NOTES 6.5% 6/01/2009	PURCHASED	08/08/01	06/01/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,000.	150,831.	0.	0.	-831.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD SHORT TERM BOND INDEX FUND	PURCHASED	VARIOUS	12/23/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
24.	0.	0.	0.	24.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	430,841.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
FEDERATED GOV'T OBLIGAION FUND	3,840.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,840.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE INTEREST	310,547.	0.	310,547.
DOMESTIC DIVIDENDS	280,023.	0.	280,023.
FOREIGN DIVIDENDS	53,909.	0.	53,909.
US GOVERNMENT INTEREST	63,821.	0.	63,821.
TOTAL TO FM 990-PF, PART I, LN 4	708,300.	0.	708,300.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	145,662.	94,680.		50,982.
TO FM 990-PF, PG 1, LN 16A	145,662.	94,680.		50,982.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	5,000.	3,250.		1,750.
TO FORM 990-PF, PG 1, LN 16B	5,000.	3,250.		1,750.

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
TRUSTEE COMPENSATION	51,352.	33,379.		17,973.
TO FORM 990-PF, PG 1, LN 16C	51,352.	33,379.		17,973.

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 PAID	1,837.	1,837.		0.
TO FORM 990-PF, PG 1, LN 18	1,837.	1,837.		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
FILING FEES	265.	0.		265.
WEB DEVELOPMENT	905.	0.		905.
TO FORM 990-PF, PG 1, LN 23	1,170.	0.		1,170.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	X		1,277,020.	1,339,045.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,277,020.	1,339,045.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,277,020.	1,339,045.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	6,800,018.	11,392,647.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,800,018.	11,392,647.

FORM 990-PF CORPORATE BONDS STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,873,007.	5,155,429.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,873,007.	5,155,429.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 12
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ALANE H WALLIS;NUTTER MCCLENNEN & FISH LLP;155 SEAPORT BLVD. BOSTON MA 0211

TELEPHONE NUMBER

617-439-2498

FORM AND CONTENT OF APPLICATIONS

GUIDELINES AVAILABLE BY REQUEST 617-439-2458 OR @FILENEFOUNDATION.ORG

ANY SUBMISSION DEADLINES

MARCH 1 & SEPTEMBER 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS LIMITED TO NEW ENGLAND 1)CIVIC EDUCATION 2)HUMAN DEVELOPEMENT
3)BROADCASTING 4)PERFORMING ARTS

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BETH ISRAEL DEACONESS MEDICAL CENTER	NONE GENERAL FUND	PUBLIC	5,000.
CASA MYRNA VAZQUEZ, INC.	NONE GENERAL FUND	PUBLIC	15,000.
COMBINED JEWISH PHILANTROPIES	NONE GENERAL FUND	PUBLIC	20,000.
COMMUNITY EDUCATION CENTER	NONE GENERAL FUND	PUBLIC	7,500.
CRITTENTON WOMAN'S UNION	NONE HORIZONS HOUSING PROGRAM	PUBLIC	20,000.
DARTMOUTH COLLEGE	NONE ALUMNI FUND	PUBLIC	100.
DISCOVERING JUSTICE	NONE GENERAL FUND	PUBLIC	15,000.
HOUSING FAMILIES	NONE GENERAL FUND	PUBLIC	15,000.

HULL LIFESAVING MUSEUM INC	NONE MARITIME APPRENTICESHIP PROGRAM	PUBLIC	10,000.
MORE THAN WORDS	NONE BOOKSTORE TRAINING PROGRAM	PUBLIC	10,000.
PROJECT R.I.S.E.	NONE SUMMER PROGRAMS	PUBLIC	20,000.
RAW ART WORKS RARE ARTISTS PROJECTS	NONE GENERAL FUND	PUBLIC	15,000.
SKIDMORE COLLEGE	NONE FILENE MUSIC SCHOLARSHIP/HELEN FILENE LADD CONCERT H	PUBLIC	1,181,000.
THE BILL OF RIGHTS INSTITUTE	NONE PROFESSIONAL DEVELOPMENT FOR CIVICS & HISTORY TEACHE	PUBLIC	10,000.
THE CHELSEA COLLABORATIVE INC	NONE SUMMER YOUTH EMPLOYMENT	PUBLIC	9,000.
UNITARIAN UNIVERSALIST URBAN MINISTRY	NONE RENEWAL HOUSE	PUBLIC	25,000.
UNITED TEEN EQUALITY CENTER	NONE LOWELL ALTERNATIVE DIPLOMA PROGRAM	PUBLIC	10,000.
WEB OF BENEFIT	NONE GENERAL FUND	PUBLIC	15,000.

WOLF TRAP FOUNDATION FOR THE PERFORMING ARTS	NONE BUILDING FUND, INTERNSHIP, OPERA & EARLY LEARNING	PUBLIC	140,000.
ZUMIX INC	NONE ADVENTURES IN MUSIC	PUBLIC	10,000.
INTERCOLLEGIATE STUDIES INSTITUTE	NONE GENERAL FUND	PUBLIC	20,000.
JEWISH VOCATIONAL SERVICES INC	NONE GENERAL FUND	PUBLIC	35,000.
NEW ENGLAND SHELTER FOR HOMELESS VETERANS	NONE GENERAL FUND	PUBLIC	10,000.
PHILLIPS BROOKS HOUSE ASSOCIATION	NONE GENERAL FUND	PUBLIC	6,500.
BOSTON YOUTH SYMPHONY ORCHESTRA	NONE GENERAL FUND	PUBLIC	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,629,100.

LINCOLN AND THERESE FILENE FOUNDATION, INC.

Board of Directors

Heather Sears
31 Torrey Street
Dorchester, MA 02124
Term: 2009-2013

Jason D. Hill
11106 River Trent Court
LeHigh Acres, FL 33971
Term: 2007-2011

G. Michael Ladd
509 Main Street
Wayne, ME 04284
Term: 2008-2012

Donna Ladd
47 Ledyard Court
Stuart's Draft, VA 24477
Term: 2009-2013

John J. Robertson
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Dun Loring, VA 22027
Term: 2006-2010

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Term: 2006-2010

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Term: 2007-2011

Michael E. Mooney
Nutter McClennen & Fish, LLP
World Trade Center West
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David A. Robertson, Jr.
335 Reed Avenue
Salt Lake City, UT 84103
Term: 2008-2012

Officers

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8019 Iliff Drive
Dun Loring, VA 22027

Committee Chairman

Broadcasting and Public Education, William L Ladd6/18/2009
Civic Education, Donna Ladd
Human Development and Self Sufficiency, John D Ladd4/26/2010
Music Education and Performing arts, Lincoln F Ladd
Investment Committee, J Scott Ladd
Planning and Development, Kimberly Dietel

1412001.1

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2009

Nutter

Nutter McClennen & Fish LLP · Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
T	AT&T INC		20,000 0000	$62,855 34	$28 03	$560,600 00
ABT	ABBOTT LABORATORIES		5,000 0000	$230,639 50	$53 99	$269,950 00
AXP	AMERICAN EXPRESS CO		7,500 0000	$63,588 95	$40 52	$303,900 00
ADP	AUTOMATIC DATA PROCESSING INC		7,000 0000	$274,080 80	$42 82	$299,740 00
BMY	BRISTOL-MYERS SQUIBB CO		7,000 0000	$13,467 38	$25 25	$176,750 00
CB	CHUBB CORP		8,000 0000	$152,555 00	$49 18	$393,440.00
DUK	DUKE ENERGY CORP		6,000 0000	$20,181 49	$17 21	$103,260.00
EMR	EMERSON ELECTRIC CO		14,000 0000	$207,143 46	$42 60	$596,400 00
XOM	EXXON MOBIL CORPORATION		8,000 0000	$50,308 88	$68 19	$545,520.00
GE	GENERAL ELECTRIC CO		21,000 0000	$84,979 56	$15 13	$317,730.00
GOOG	GOOGLE INC		300.0000	$149,711 97	$619 98	$185,994 00
HD	HOME DEPOT INC		6,000 0000	$159,505 20	$28 93	$173,580 00
INTC	INTEL CORP		18,000 0000	$180,518.34	$20 40	$367,200.00
IBM	INTERNATIONAL BUSINESS MACHINES		2,500 0000	$244,162 00	$130 90	$327,250 00
JPM	JPMORGAN CHASE & CO		7,000.0000	$68,221 62	$41 67	$291,690 00
JNJ	JOHNSON & JOHNSON		8,000.0000	$48,591.25	$64 41	$515,280 00
KFT	KRAFT FOODS INC		8,000 0000	$233,361.00	$27 18	$217,440 00
MCD	MCDONALD'S CORP		6,000 0000	$269,249.00	$62 44	$374,640 00
MSFT	MICROSOFT CORP		15,000 0000	$385,706 25	$30 48	$457,200.00
PEP	PEPSICO INC		9,000 0000	$445,520 61	$60 80	$547,200.00
PFE	PFIZER INC		12,500 0000	$284,750 00	$18 19	$227,375 00
PG	PROCTER & GAMBLE CO		10,000 0000	$20,637 47	$60 63	$606,300 00
SYY	SYSCO CORP		10,000.0000	$272,120 30	$27 94	$279,400.00
MMM	3M CO		3,000 0000	$252,198 00	$82 67	$248,010.00
WMT	WAL-MART STORES, INC		4,000 0000	$198,720.00	$53 45	$213,800 00
WFC	WELLS FARGO & COMPANY		10,000 0000	$78,060 87	$26 99	$269,900 00
			Total	$4,450,834.24		$8,869,549 00
030 Foreign Stock						
BP	BP P.L C.-ADR		7,940 0000	$133,555 00	$57 97	$460,281 80

Statement of Assets: Inventory Value

Account: 0706176

LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2009

Nutter McClennen & Fish LLP • Attorneys at Law

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
SLB	SCHLUMBERGER LTD		5,000 0000	$315,308 70	$65 09	$325,450 00
			Total	$448,863 70		$785,731 80
040 Equity Mutual Funds						
IJH	I-SHARES S & P MIDCAP 400 INDEX FUND		6,000 0000	$460,750 00	$72 41	$434,460 00
IWM	I-SHARES RUSSELL 2000 INDEX FUND		3,500 0000	$243,030 00	$62 44	$218,540 00
			Total	$703,780 00		$653,000 00
100 International Equity Mutual Funds						
EFA	I-SHARES MSCI EAFE INDEX FUND		15,000 0000	$946,515 85	$55 28	$829,200 00
			Total	$946,515 85		$829,200.00
200 Corporate Bonds						
00206RAR3	AT&T INC NOTES 5 8% DUE 2/15/2019	2/15/2019	100,000 0000	$100,674 00	$106 60	$106,596 10
0258M0CY3	AMERICAN EXPRESS CREDIT CORP NOTES (N/C) 7 30% DUE 8/20/2013	8/20/2013	100,000 0000	$100,454 00	$112 39	$112,388 10
057224AY3	BAKER HUGHES, INC NOTES 7 1/2% DUE 11/15/2018	11/15/2018	100,000 0000	$103,904 00	$119 37	$119,368 40
060505AU8	BANK OF AMERICA CORPORATION SR GLOBAL NOTES 5 125% due 11/15/2014	11/15/2014	250,000 0000	$252,140 97	$103 68	$259,197 00
14912L4E8	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 7 15% DUE 2/15/2019	2/15/2019	100,000.0000	$100,494 00	$115 64	$115,638.50
14912L4F5	CATERPILLAR FINANCIAL SERVICES CORP NOTES (N/C) 6 1/8% DUE 2/17/2014	2/17/2014	150,000.0000	$150,157 50	$111 75	$167,631.00
171232AF8	CHUBB CORP NOTES 6% due 11/15/2011	11/15/2011	250,000.0000	$249,260 00	$107 43	$268,581.75
17275RAC6	CISCO SYSTEMS, INC NOTES 5.5% DUE 2/22/2016	2/22/2016	250,000 0000	$247,783 50	$109 79	$274,474.75
20825CAN4	CONOCOPHILLIPS NOTES 5 2% DUE 5/15/2018	5/15/2018	250,000.0000	$248,527 50	$104 90	$262,242.50
209111ET6	CONSOLIDATED EDISON CO OF NY 5.85% DUE 4/1/2018	4/1/2018	250,000.0000	$254,342.50	$107.11	$267,786.75
364725AC5	GANNETT CO, INC NOTES (N/C) 6 375% DUE 4/1/2012	4/1/2012	250,000 0000	$256,912 57	$100 00	$250,000.00
369604AY9	GENERAL ELECTRIC CO NOTES (N/C) 5% due 2/01/2013	2/1/2013	250,000 0000	$250,788 39	$105 80	$264,490 00
36962G2G8	GENERAL ELECTRIC CAPITAL CORP SENIOR NOTES (N/C) 5.4% DUE 2/15/2017	2/15/2017	250,000 0000	$251,885 00	$102 06	$255,147.75
38141GCG7	GOLDMAN SACHS GROUP, INC NOTES (N/C) 5 7% DUE 9/1/2012	9/1/2012	250,000 0000	$250,141 36	$107 57	$268,915.50
437076AP7	HOME DEPOT INC SENIOR NOTES 5 4% DUE 3/1/2016	3/1/2016	200,000.0000	$196,698 00	$104 69	$209,372.00
459200AL5	INTERNATIONAL BUSINESS MACHINES DEB 7 5% due 6/15/2013	6/15/2013	250,000 0000	$250,446 50	$115 89	$289,714 00
459200AM3	INTERNATIONAL BUSINESS MACHINES CORP DEB 7% DUE 10/30/2025	10/30/2025	100,000.0000	$102,499 00	$114 64	$114,639.80

Statement of Assets: Inventory Value

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LINCOLN & THERESE FILENE FOUNDATION INC.

As of 12/31/2009

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59018YRZ6	MERRILL LYNCH & CO NOTES (N/C) 5 3% DUE 9/30/2015	9/30/2015	250,000 0000	$249,152 50	$101 83	$254,567 25
617446GM5	MORGAN STANLEY NOTES 6 75% due 4/15/2011	4/15/2011	250,000 0000	$250,000 00	$105 95	$264,870 75
638585BH1	NATIONSBANK CORP SUB NOTES (N/C) 6 6% due 5/15/2010	5/15/2010	250,000 0000	$250,012 55	$101 77	$254,421 50
650111AE7	NEW YORK TIMES CO NOTES 5% due 3/15/2015	3/15/2015	150,000 0000	$149,880 00	$89 71	$134,572 35
78387GAP8	SBC COMMUNICATIONS, INC 5 1% DUE 9/15/2014	9/15/2014	250,000 0000	$249,312 50	$107 57	$268,915 00
822582AJ1	SHELL INT'L FINANCE BV (ROYAL DUTCH SHELL PLC GTD) NOTES 4 3% DUE 9/22/2019	9/22/2019	250,000 0000	$251,400 00	$98 80	$246,996 50
92343VAQ7	VERIZON COMMUNICATIONS, INC NOTES 8 3/4% DUE 11/1/2018	11/1/2018	100,000 0000	$106,141 00	$124 90	$124,901 90
			Total	$4,873,007 34		$5,155,429 15
305 Fixed Income Mutual Fund						
VBISX	VANGUARD SHORT TERM BOND INDEX FUND #0132		24,488 1390	$250,024 49	$10.42	$255,166 41
			Total	$250,024 49		$255,166.41
440 U.S Government Agency Obligations						
31331LCX4	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BONDS (N/C) 6% due 3/07/2011	3/7/2011	300,000 0000	$314,608 63	$106 16	$318,468 76
31331VWS1	FEDERAL FARM CREDIT BANK CONSOL SYSTEMWIDE BDS (N/C) 5.2% DUE 4/17/2014	4/17/2014	200,000 0000	$198,966 00	$110 34	$220,687 50
3133MCLA1	FEDERAL HOME LOAN BANK CONSOL BOND (N/C) 6.625% due 11/15/2010	11/15/2010	250,000 0000	$255,634 08	$105 19	$262,968 75
3133MRCM2	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 4 75% due 8/13/2010	8/13/2010	250,000 0000	$252,477 36	$102 56	$256,406.25
3133XGJ96	FEDERAL HOME LOAN BANK CONSOL BDS (N/C) 5 1/4% DUE 9/13/2013	9/13/2013	250,000.0000	$251,584.00	$110 53	$276,328.13
218388	GOV"T NAT"L MTG ASSN GTD PASS THRU CTF (POOL# 218388) 8% due 5/15/2017	5/15/2017	3,760 2700	$3,750 34	$111 30	$4,185 29
			Total	$1,277,020 41		$1,339,044.68
500 Money Market Funds						
636	FEDERATED GOV'T OBLIGATION FUND #636		422,264 0800	$422,264 08	$1 00	$422,264 08
			Total	$422,264 08		$422,264 08
Cash						
	Cash			$7,935 95		$7,935 95
Grand Total				$13,380,346.06		$18,317,321 07

Statement of Assets: Inventory Value
Account: 0706176
LINCOLN & THERESE FILENE FOUNDATION INC.
As of 12/31/2009

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Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value

Market Value by Asset Type