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

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning

07/01, 2009, and ending

12/31, 2009

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

GREG CARR FOUNDATION, INC.
C/O KEVIN C CREEDON, CPA

A Employer identification number

27-0564755

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

Room/suite

B Telephone number (see page 10 of the instructions)

40 DEER PATH LANE

(617) 331-7916

City or town, state, and ZIP code

MANSFIELD, MA 02048

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) \$ 26,832,184.

J Accounting method

☒

Cash

☐

Accrual

☐ Other (specify)

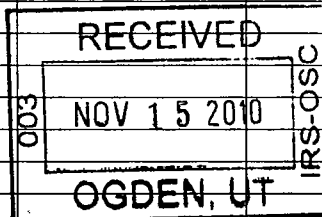
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	28,612,399.			
	2	Check ☐ if the foundation is not required to attach Sch. B.				
	3	Interest on savings and temporary cash investments	61,924.	61,924.	0.	ATCH 1
	4	Dividends and interest from securities	178,847.	178,847.	0.	ATCH 2
	5a	Gross rents	251,662.	0.	251,662.	
	b	Net rental income or (loss)	251,662.			
	6a	Net gain or (loss) from sale of assets not on line 10	-12,359.			
	b	Gross sales price for all assets on line 6a	543,238.			
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	Total. Add lines 1 through 11	29,092,473.	240,771.	251,662.	
	13	Compensation of officers, directors, trustees, etc.	0.			
	14	Other employee salaries and wages	19,920.	0.	0.	19,920.
	15	Pension plans, employee benefits	1,931.	0.	0.	1,931.
	16a	Legal fees (attach schedule)	52,774.	0.	0.	52,774.
	b	Accounting fees (attach schedule)	15,000.	0.	0.	15,000.
	c	Other professional fees (attach schedule)*	57,009.	0.	0.	57,009.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)*	1,096.	0.	0.	1,096.
	19	Depreciation (attach schedule) and depletion	139,497.	0.	139,497.	
	20	Occupancy				
	21	Travel, conferences, and meetings	225,517.	0.	0.	225,517.
	22	Printing and publications				
	23	Other expenses (attach schedule) ATCH 5	9,737.	0.	2,138.	7,599.
	24	Total operating and administrative expenses. Add lines 13 through 23	522,481.	0.	141,635.	380,846.
	25	Contributions, gifts, grants paid	2,464,091.			2,464,091.
	26	Total expenses and disbursements. Add lines 24 and 25	2,986,572.	0.	141,635.	2,844,937.
	27	Subtract line 26 from line 12.				
	a	Excess of revenue over expenses and disbursements	26,105,901.			
	b	Net investment income (if negative, enter -0-)		240,771.		
	c	Adjusted net income (if negative, enter -0-)			110,027.	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 3 JSA ** ATCH 4 Form 990-PF (2009)

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15

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	0.	125,167.	125,167.	
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ 180,521.				
		Less allowance for doubtful accounts ▶	0.	180,521.	180,521.	
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	0.	17,568,687.	17,568,687.	
	b	Investments - corporate stock (attach schedule) <u>ATCH 6</u>				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis ▶ 10,926,410.					
	Less accumulated depreciation (attach schedule) ▶ 2,032,594.	0.	8,893,816.	8,893,816.		
15	Other assets (describe ▶ <u>ATCH 7</u>)	0.	63,993.	63,993.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	0.	26,832,184.	26,832,184.		
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 (attach schedule)				
	22	Other liabilities (describe ▶ <u>ATCH 8</u>)	0.	25,000.		
23	Total liabilities (add lines 17 through 22)	0.	25,000.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☒ <u>X</u> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	0.	26,807,184.		
	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 (see page 17 of the instructions)	0.	26,807,184.		
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	0.	26,832,184.		

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	0.
2	Enter amount from Part I, line 27a	2	26,105,901.
3	Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 9</u>	3	701,283.
4	Add lines 1, 2, and 3	4	26,807,184.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,807,184.

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 PART IV SCHEDULE					
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					
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) 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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			-12,359.		
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) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

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 page 18 of the 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			
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2
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
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4
5 Multiply line 4 by line 3			5
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling 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	4,815.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,815.
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	4,815.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations-tax withheld at source	6b		0.
c Tax paid with application for extension of time to file (Form 8868)	6c		6,500.
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		6,500.
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		1,685.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 1,685. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? ATTACHMENT 10 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. ATCH. 11	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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 page 19 of the instructions) ☐ DE, MA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ KEVIN CREEDON Telephone no ☐ 617-331-7916			
Located at ☐ 40 DEER PATH LANE MANSFIELD, MA ZIP + 4 ☐ 02048				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year ☐ 15			

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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	
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 page 20 of the instructions) ☐	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	
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

Form 990-PF (2009)

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? ☐ 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** ☐ ☒
- 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? **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 (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 12		0.	0.	0.

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services NONE

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 GORONGOSA NATIONAL PARK	
	1,823,006.
2 CARR CENTER KENNEDY SCHOOL OF GOVERNMENT AT HARVARD	
	500,000.
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

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

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	11,060,810.
b	Average of monthly cash balances	1b	22,413.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	9,196,739.
d	Total (add lines 1a, b, and c)	1d	20,279,962.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	20,279,962.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	304,199.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,975,763.
6	Minimum investment return. Enter 5% of line 5	6	503,499.

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

1	Minimum investment return from Part X, line 6	1	503,499.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,815.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,815.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	498,684.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	498,684.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	498,684.

Part XII Qualifying Distributions (see page 25 of the 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	2,844,937.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,844,937.
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 (see page 26 of the instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,844,937.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				498,684.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 <u>07</u> , 20 <u>06</u> , 20 <u>05</u>				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e				
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>2,844,937.</u>				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				498,684.
e Remaining amount distributed out of corpus	2,346,253.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,346,253.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,346,253.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	2,346,253.			

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

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b 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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

GREGORY C CARR

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 13

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

BY OBTAINING FORMAL SUBMISSION PACKAGE FROM ADDRESS ABOVE

c Any submission deadlines

ON FORM

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

ATTACHMENT 14

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 <i>Paid during the year</i> ATTACHMENT 15				
Total.			▶ 3a	2,464,091.
b <i>Approved for future payment</i> ATTACHMENT 16				
Total.			▶ 3b	5,000,000.

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

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

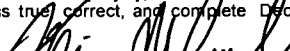
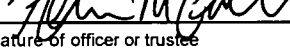
1		Yes	No
Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to 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

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		11/7/10 Date	
Paid Preparer's Use Only	Preparer's signature  HARRY A. KALAJIAN, JR., CPA		Date 11/21/10	
	Firm's name (or yours if self-employed), address, and ZIP code WOLF & COMPANY, PC 99 HIGH STREET, 21ST FLOOR BOSTON, MA 02110		Check if self-employed ☐ Preparer's identifying number (See Signature on page 30 of the instructions) P00464296 EIN 04-2689883 Phone no 617-439-9700	

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

GREG CARR FOUNDATION, INC.
C/O KEVIN C CREEDON, CPA

Employer identification number

27-0564755

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **GREG CARR FOUNDATION, INC.**
C/O KEVIN C CREEDON, CPA

Employer identification number
27-0564755

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GREGORY C CARR 4185 SOUTH HOLMES ROAD IDAHO FALLS, ID 83404	\$ 28,612,399.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
INTEREST INCOME	61,924.	61,924.	0.
TOTAL	<u>61,924.</u>	<u>61,924.</u>	<u>0.</u>

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>
DIVIDENDS & INTEREST	105,575.	105,575.	0.
OPTION INCOME	73,272.	73,272.	0.
TOTAL	<u>178,847.</u>	<u>178,847.</u>	<u>0.</u>

SCHEDULE FOR DEPRECIATION CLAIMED									
(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
GRENDLS RENT	83,232.			83,232.
UPSTAIRS RENT	168,430.			168,430.
TOTALS	<u>251,662.</u>			<u>251,662.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
CONSULTING FEES	57,009.	0.	0.	57,009.
TOTALS	<u>57,009.</u>	<u>0.</u>	<u>0.</u>	<u>57,009.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
PAYROLL TAXES	1,096.	0.	0.	1,096.
TOTALS	<u>1,096.</u>	<u>0.</u>	<u>0.</u>	<u>1,096.</u>

}

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
OFFICE EXPENSES	6,396.	0.	0.	6,396.
CONDO FEES	2,138.	0.	2,138.	0.
OTHER EXPENSES	1,203.	0.	0.	1,203.
TOTALS	9,737.	0.	2,138.	7,599.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
UBS EQUITIES Y6 04285	0.	9,504,818.	9,504,818.
UBS FIXED INCOME- Y6 04285	0.	8,063,869.	8,063,869.
TOTALS	<u>0.</u>	<u>17,568,687.</u>	<u>17,568,687.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 7

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NET COMMISSION ON LEASE UPSTAIRS ON THE SQUARE	0. 0.	13,993. 50,000.	13,993. 50,000.
TOTALS	<u>0.</u>	<u>63,993.</u>	<u>63,993.</u>

FORM 990PF, PART II - OTHER LIABILITIESATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>
SECURITY DEPOSIT- UPSTAIRS	0.	25,000.
TOTALS	<u>0.</u>	<u>25,000.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN

701,283.

TOTAL

701,283.

FORM 990PF, PART VII-A -ACTIVITIES NOT PREVIOUSLY REPORTED TO THE IRS

NEWLY FORMED ENTITY IN OPERATIONS FOR 6 MONTHS IN 2009

GREG CARR FOUNDATION, INC.

27-0564755

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

NEWLY FORMED ENTITY

GREG CARR FOUNDATION, INC.

27-0564755

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GREGORY C CARR 40 DEER PATH LANE MANSFIELD, MA 02048	PRESIDENT 1.00	0.	0.	0.
KEVIN M CREEDON 40 DEER PATH LANE MANSFIELD, MA 02048	TREASURER/SECRETARY 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

GREG CARR, FOUNDATION, INC.

27-0564755

ATTACHMENT 13

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

GREGORY C CARR
4185 SOUTH HOLMES AVE
IDAHO FALLS, ID 83404
617-331-7916

ATTACHMENT 13

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE
TO ENGAGE EXCLUSIVELY IN SUCH CHARITABLE, EDUCATIONAL, AND SCIENTIFIC
ACTIVITIES AS MAY QUALIFY IT FOR EXEMPTION FROM FEDERAL INCOME TAX
WITHIN THE MEANING OF SECTION 501(A) OF THE INTERNAL REVENUE CODE.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT AND	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GABRIELA NOVOA 393 W 800 S BURLEY, ID 83318	NOT RELATED 501(C) (3)	SCHOLARSHIP TO DEVELOP THE NEXT GENERATION OF HISPANIC PROFESSIONALS	1,000.
GORONGOSA RESTORATION PROJECT 1250 24TH ST. NW SUITE 300 WASHINGTON DC, MD 20037	NOT RELATED 501(C) (3)	TO PROTECT AND RESTORE THE ECOSYSTEM OF GORONGOSA NATIONAL PARK AND TO DEVELOP AN ECOTOURISM	1,823,006
HUMAN RIGHTS IN CHINA 330 FIFTH AVE ROOM 3309 NEW YORK, NY 10118	NOT RELATED 501(C) (3)	TO PROMOTE INTERNATIONAL HUMAN RIGHTS AND ADVANCE THE INSTITUTIONAL PROTECTION OF THESE RIGHTS IN THE PEOPLE'S REPUBLIC OF CHINA	1,000.
INTERNEWS ATTN DAVID HOFFMAN PO BOX 4448 ARCATA, CA 95518	NOT RELATED 501(C) (3)	TO EMPOWER LOCAL MEDIA WORLDWIDE TO GIVE PEOPLE THE NEWS AND INFORMATION THEY NEED, THE ABILITY TO CONNECT, AND THE MEANS TO MAKE THEIR VOICES HEARD	10,000.
JESSICA RIOS 1814 POTTER DR. BOISE, ID 83706	NOT RELATED 501(C) (3)	SCHOLARSHIP TO DEVELOP THE NEXT GENERATION OF HISPANIC PROFESSIONALS	1,000.
JOHN HOPKINS UNIVERSITY OFFICE OF EXTERNAL AFFAIRS 615 N WOLFE ST ROOM W1600 BALTIMORE, MD 21205	NOT RELATED 501(C) (3)	EXEMPT PURPOSE	5,000.

ATTACHMENT 15

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KENNEDY SCHOOL OF GOVERNMENT 79 JFK ST CAMBRIDGE, MA 02138	NOT RELATED 501(C) (3)	TO COMBINE SCHOLARLY EXCELLENCE WITH GENUINE IMPACT BY ACTIVELY FOSTERING THE COLLABORATIVE EFFORTS OF SCHOLARS, PUBLIC OFFICIALS, AND OTHERS WHO ARE VITALLY CONCERNED WITH THE PUBLIC GOOD.	500,000.
PHYSICIANS FOR HUMAN RIGHTS TWO ARROW STREET SUITE 300 CAMBRIDGE, MA 02138	NOT RELATED 501(C) (3)	TO PROTECT THE RIGHTS AND WELL-BEING OF THE WORLD'S MOST VULNERABLE POPULATIONS	37,500.
PHYSICIANS FOR HUMAN RIGHTS TWO ARROW STREET SUITE 300 CAMBRIDGE, MA 02138	NOT RELATED 501(C) (3)	TO PROTECT THE RIGHTS AND WELL-BEING OF THE WORLD'S MOST VULNERABLE POPULATIONS	37,500.
PULITZER CENTER ON CRISIS REPORTING 1779 MASSACHUSETTS AVE NW SUITE 615 WASHINGTON DC, MD 20037	NOT RELATED 501(C) (3)	BRINGING PULITZER CENTER JOURNALISTS TO COLLEGES AND GIVING STUDENTS ACCESS TO INTERNATIONAL REPORTING FELLOWSHIPS	10,000.
SAN ANTONIO HISPANIC CHAMBER OF COMMERCE 318 W HOUSTON SUITE 300 SAN ANTONIO, TX 78205	NOT RELATED 501(C) (3)	EXEMPT PURPOSE	1,000.
SHINDZELA TENTED SAFARI CAMP P O BOX 1717 2153 1380 LP 2153 SOUTH AFRICA SOUTH AFRICA	NOT RELATED 501(C) (3)	EXEMPT PURPOSE	1,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15 (CONT'D)			
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SUN VALLEY WRITERS' CONFERENCE PO BOX 957 KETCHUM, ID 83340	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	11,085
SYNERGOS 51 MADISON AVE 21ST FL NEW YORK, NY 10010	NOT RELATED 501(C)(3)	EXEMPT PURPOSE	25,000.
TOTAL CONTRIBUTIONS PAID			2,464,091.

FORM 990PE, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

KENNEDY SCHOOL OF GOVERNMENT
79 JFK ST
CAMBRIDGE, MA 02138

NOT RELATED
501(C)(3)

TO COMBINE SCHOLARLY EXCELLENCE WITH GENUINE
IMPACT BY ACTIVELY FOSTERING THE COLLABORATIVE
EFFORTS OF SCHOLARS, PUBLIC OFFICIALS, AND OTHERS
WHO ARE VITALLY CONCERNED WITH THE PUBLIC GOOD

5,000,000

TOTAL CONTRIBUTIONS APPROVED

5,000,000

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust **GREG CARR FOUNDATION, INC.**
C/O KEVIN C CREEDON, CPA

Employer identification number
27-0564755

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back					5

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -12,359.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back					12 -12,359.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13 Net short-term gain or (loss)	13			
14 Net long-term gain or (loss):				
a Total for year	14a			-12,359.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			-12,359.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of	16	(3,000)
a The loss on line 15, column (3) or b \$3,000		

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

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero.

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

Schedule D (Form 1041) 2009

Employer identification number

27-0564755

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-12,359.
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Schedule D-1 (Form 1041) 2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
10,884.		CALL UNITED TECHNOLOGIES PROPERTY TYPE: SECURITIES 10,715.				P	10/27/2009 169.	06/02/2009
11,894.		CALL DIAMONDS TRUST PROPERTY TYPE: SECURITIES 39,005.				P	12/10/2009 -27,111.	06/02/2009
0.		WESTPOINT STEVENS 7.875% PROPERTY TYPE: SECURITIES 91,500.				P	11/03/1999 -91,500.	10/26/2009
158,826.		PHILIP MORRIS INTL PROPERTY TYPE: SECURITIES 157,667.				P	06/19/2007 1,159.	10/27/2009
2,000.		FHR 2654 PROPERTY TYPE: SECURITIES 20.				P	09/02/2003 1,980.	10/15/2009
354,634.		GENERAL MILLS PROPERTY TYPE: SECURITIES 256,640.				P	01/04/2005 97,994.	11/13/2009
1,000.		FHR 2654 PROPERTY TYPE: SECURITIES 10.				P	09/02/2003 990.	11/16/2009
4,000.		FHR 2654 PROPERTY TYPE: SECURITIES 40.				P	09/02/2003 3,960.	12/15/2009
TOTAL GAIN(LOSS)							<u>-12,359.</u>	

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

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

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

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

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization GREG CARR FOUNDATION, INC.	Employer identification number
	C/O KEVIN C CREEDON, CPA	27-0564755
	Number, street, and room or suite no. If a P.O. box, see instructions 40 DEER PATH LANE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions MANSFIELD, MA 02048	

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

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

- The books are in the care of ► **KEVIN CREEDON**

Telephone No ► **617 331-7916**FAX No ► **617 464-2611**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☒ calendar year **2009** or► ☐ tax year beginning _____, _____, and ending _____, _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 6,500.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$ 0.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 6,500.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization GREG CARR FOUNDATION, INC. C/O KEVIN C CREEDON, CPA	Employer identification number 27-0564755
	Number, street, and room or suite no. If a P.O. box, see instructions 40 DEER PATH LANE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MANSFIELD, MA 02048	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ KEVIN CREEDON
Telephone No. ☒ 617 331-7916 FAX No. ☒ 617 464-2611
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year _____, or other tax year beginning 07/01/2009, and ending 12/31/2009

6 If this tax year is for less than 12 months, check reason ☒ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a \$	4,815.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b \$	6,500.
c Balance Due. Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ☒ *Harry A. Kalapina* Title ☒ TAX MANAGER Date ☒ 08/12/2010
WOLF & COMPANY, PC
99 HIGH STREET, 21ST FLOOR
BOSTON, MA 02110

Form 8868 (Rev 4-2009)

CONSENT TO ACTION TAKEN
IN LIEU OF ORGANIZATIONAL MEETING

of

GREG CARR FOUNDATION, INC.

The undersigned, being the incorporator and the initial director named in the Certificate of Incorporation of the Greg Carr Foundation, Inc., a Delaware non-stock corporation ("the Corporation"), does hereby approve, adopt and consent to the following Resolutions as the acts of the Board of Directors of the Corporation.

RESOLVED, that the Certificate of Incorporation filed with the State of Delaware on July 15, 2009 is hereby adopted and that a copy of such Certificate of Incorporation shall be inserted in the minute book of the Corporation.

RESOLVED, that the By-Laws attached hereto as Appendix A are hereby approved and adopted by the Board of Directors as the By-Laws of the Corporation, and the Secretary of the Corporation is hereby directed to maintain the By-Laws of the Corporation as they may hereafter be amended in current form in the minute book of the Corporation.

RESOLVED, that the Conflict of Interest Policy attached hereto as Appendix B is hereby approved and adopted by Board of Directors and the Corporation directs that it shall be inserted in the minute book of the Corporation.

RESOLVED, that the Secretary of the Corporation is hereby authorized and empowered to procure the necessary corporate books and records in accordance with the laws of the District of Columbia as well as the laws of any other applicable jurisdiction.

RESOLVED, that Kevin M. Creedon is hereby elected to the Board of Directors of the Corporation.

RESOLVED, that the persons whose names appear below are hereby elected to the offices of the Corporation set forth opposite their respective names, to serve for a period of three years or until their respective successors are appointed or elected and qualified, or until their earlier resignation or removal:

<i>Name</i>	<i>Office</i>
Gregory C. Carr	President
Kevin M. Creedon	Treasurer and Secretary

RESOLVED, that the fiscal year of the Corporation shall be the calendar year.

RESOLVED, that UBS and Citizens Bank are hereby designated as the depositories of the Corporation, and that the officers of the Corporation are hereby directed to prepare, execute and file any necessary authorization to complete and effect said designation.

RESOLVED, that the officers of the Corporation are hereby authorized and empowered to sign for and on behalf of the Corporation and in its corporate name all documents necessary to be signed by the Corporation in the ordinary course of business.

RESOLVED, that the officers of the Corporation are authorized to prepare and file on behalf of the Corporation appropriate applications or requests seeking recognition of the Corporation as a private nonoperating foundation exempt from Federal income tax, and that the officers are hereby authorized and directed to execute and deliver all documents and do all other things deemed necessary or desirable in connection with such applications or requests.

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file all necessary applications or requests and do all other things deemed by such officers necessary or desirable to secure for the Corporation appropriate exemptions from any state income, franchise, use and other taxation to which the Corporation is or may become subject.

RESOLVED, that for the purpose of authorizing the Corporation to do business in any state or territory of the United States of America or any foreign country in which it is necessary or expedient for the Corporation to transact business, the officers of the Corporation are hereby authorized and directed to appoint and substitute all necessary agents for service of process, to designate and change the location of all necessary statutory offices to execute and file all necessary certificates, reports and other instruments as may be required by the laws of such state, territory or country to authorize the Corporation to transact business therein, and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agent for service of process, and to file such certificates, reports, revocations of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory or country.

RESOLVED, that the Secretary or other officer of the Corporation is hereby authorized to certify the foregoing actions and resolutions for any purpose or purposes as the proper and official actions and resolutions of the Board of Directors of the Corporation.

No other actions are being taken by the undersigned.

Dated: 7/23/09



Gregory C. Carr

CERTIFICATE OF INCORPORATION

OF

GREG CARR FOUNDATION, INC.

(A NON-STOCK CORPORATION)

I, the undersigned natural person of the age of twenty one (21) years or more, acting as incorporator of a non-stock corporation, adopt the following Certificate of Incorporation for such corporation pursuant to the Delaware General Corporation Law.

ARTICLE I

NAME

The name of the Corporation is Greg Carr Foundation Inc. (hereinafter the "Corporation").

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSES

The Corporation shall be a non-profit corporation.

The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational, and scientific activities as may qualify it for exemption from federal income tax within the meaning of Section 501(a) of the Internal Revenue Code (hereinafter the "Code"). More specifically, such purposes include, but are not limited to, the following:

A. to support cultural and environmental education, and other purposes as may be approved by the Board from time to time;

B. to engage in any and all activities necessary or appropriate to raise funds for the purposes of the Corporation, including the solicitation of contributions from public and private sources wherever located; and

C. to do any and all lawful acts that may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the foregoing purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall be empowered to exercise all power and authority granted to it under the Delaware General Corporation Law, or otherwise, including, but not limited to, the power to (i) accept donations of money or property, whether real or personal, or any interest therein, wherever situated, (ii) maintain control and discretion over the use of funds received by the Corporation, and (iii) monitor the use of funds made available by the Corporation to assure that the funds are used in conformity with the intended purposes.

ARTICLE IV MEMBERSHIP

The Corporation shall have no members.

ARTICLE V STOCK

The Corporation shall have no capital stock.

ARTICLE VI
DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all powers necessary or appropriate for the administration of the affairs of the Corporation and may perform all acts in furtherance thereof as are not forbidden to the Directors by law, this Certificate of Incorporation, or the Bylaws.

The manner of election or appointment of Directors shall be provided in the Bylaws. The number of members of the Board of Directors shall be set in the manner provided in the Bylaws, but in no event shall there be fewer than one (1) Director.

ARTICLE VII
BYLAWS

The internal affairs of the Corporation shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the Bylaws. The power to amend or repeal the Bylaws shall be vested in the Board of Directors except to the extent otherwise provided in the Bylaws.

ARTICLE VIII
LIMITATIONS ON ACTIVITY

At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, or any other provision of this Certificate of Incorporation:

A. the Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Code Sections 501(c)(3) and 170(c)(2), contributions to which are deductible for federal income tax purposes under Code Section 170(a)(1);

B. no part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific, environmental, religious, or literary within the meaning of Code Section 501(c)(3);

C. no substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent (including by publication or distribution of statements) participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Code Section 501 is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization subject to its provisions, the Corporation shall be authorized to carry on such activities to the extent permitted by Section 501 as amended;

D. pursuant to the prohibition contained in Code Section 501(c)(3), no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its Directors, officers, or other private persons, except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above; and

E. notwithstanding any other provision of this Certificate of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of Code Section 509, then during such time or times:

(1) the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941;

(2) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Code Section 4942;

(3) the Corporation shall not retain any excess business holdings as defined in Code Section 4943;

(4) the Corporation shall not make any investments in such a manner as to subject the Corporation to tax under Code Section 4944; and

(5) the Corporation shall not make any taxable expenditures as defined in Code Section 4945.

ARTICLE IX LIMITATION ON PERSONAL LIABILITY

The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the General Corporation Law of Delaware, as the same exists or

may hereafter be amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any act or omission on the part of such Director occurring prior to such amendment or repeal.

The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE X INDEMNIFICATION

The Corporation may indemnify its directors, officers, employees and agents to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, except to the extent that such indemnification would result in an excise tax under Chapter 42 of the Code.

ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall:

- A. pay or make provision for the payment of all the Corporation's liabilities;
- B. return, transfer, or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer, or conveyance in the event of dissolution of the Corporation; and
- C. dispose of the Corporation's remaining assets exclusively for the purposes of the Corporation or distribute the assets to an organization or organizations organized and

operated exclusively for charitable, educational, scientific, religious or literary purposes as shall, at that time, qualify for exemption under Code Section 501(c)(3), as the Directors shall determine; provided that none of such assets shall be distributed to any corporation, fund, or foundation any part of whose net earnings inures to the benefit of or is distributable to any individual or any corporation for profit. Any such assets not so disposed of shall be disposed of by the circuit court of the city or county in which the principal office of the Corporation is then located, to be used exclusively for purposes that are charitable, educational, scientific, religious or literary within the meaning of Code Section 501(c)(3), or to an organization or organizations organized and operated exclusively for such purposes.

ARTICLE XII DEFINED TERMS

As used in this Certificate of Incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's Registered Office in the State of Delaware is to be located at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE XIV
INCORPORATOR

The name and address of the Incorporator who is to serve as the initial director until the first annual meeting of the Board of Directors or until his successor is elected and qualify is as follows:

<u>Name</u>	<u>Address</u>
Gregory C. Carr	4185 South Holmes Ave Idaho Falls, ID 83404

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to Chapter I of Title 8 of the Delaware Code, do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto set my hand this 10th day of July, A.D. 2009.



Gregory C. Carr
Incorporator

Commonwealth of Massachusetts

Suffolk County, ss:

On this 10th day of July, 2009, I certify that the attached document is a true, exact, complete, and unaltered copy of the Certificate of Incorporation of the Greg Carr Foundation, Inc., presented to me by Gregory C. Carr.

Notary Public



My commission expires:

October 2009