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 [X] Address change [ ] Name change

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

Name of foundation: THE BEVERIDGE FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 335 BROOKLINE STREET | Room/suite

City or town, state, and ZIP code: NEEDHAM, MA 02492

A Employer identification number: 31-1698286

B Telephone number: (727) 498-7456

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 47,506,854.

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

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

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

	Line	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	9,625.	9,625.		STATEMENT 1
	4 Dividends and interest from securities	2,265,524.	2,265,524.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<2,836,865.>			
	b Gross sales price for all assets on line 6a 22,362,346.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	10,120.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	<551,596.>	2,275,149.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	186,047.	37,246.		148,801.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	59,194.	19,964.		39,230.
	16a Legal fees STMT 4	47,900.	23,950.		23,950.
	b Accounting fees STMT 5	36,675.	18,338.		18,337.
	c Other professional fees STMT 6	312,350.	297,949.		14,401.
	17 Interest				
	18 Taxes STMT 7	89,089.	36,345.		52,744.
	19 Depreciation and depletion	11,935.	0.		
	20 Occupancy	5,940.	1,161.		4,779.
	21 Travel, conferences, and meetings	7,334.	1,433.		5,901.
	22 Printing and publications				
	23 Other expenses STMT 8	70,925.	13,361.		57,564.
	24 Total operating and administrative expenses. Add lines 13 through 23	827,389.	449,747.		365,707.
	25 Contributions, gifts, grants paid	1,486,962.			1,486,962.
	26 Total expenses and disbursements. Add lines 24 and 25	2,314,351.	449,747.		1,852,669.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<2,865,947.>			
	b Net investment income (if negative, enter -0-)		1,825,402.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions. Form **990-PF** (2009)

2

13251001 795320 311698286 2009.03060 THE BEVERIDGE FAMILY FOUNDA 31169821

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	59,175.	63,344.	63,344.
2 Savings and temporary cash investments	4,726,110.	1,559,816.	1,559,816.
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	71,335.	33,424.	33,424.
10a Investments - U S and state government obligations STMT 9	11,562,145.	10,318,083.	10,318,083.
b Investments - corporate stock STMT 10	25,405,073.	35,274,702.	35,274,702.
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other			
14 Land, buildings, and equipment basis ▶ 78,304.			
Less accumulated depreciation ▶ 66,224.	17,967.	12,080.	12,080.
15 Other assets (describe ▶ STATEMENT 11)	242,434.	245,405.	245,405.
16 **Total assets** (to be completed by all filers)	42,084,239.	47,506,854.	47,506,854.
Liabilities			
17 Accounts payable and accrued expenses	49,080.	55,759.	
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)	49,080.	55,759.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted	31,223,874.	35,384,735.	
25 Temporarily restricted	10,811,285.	12,066,360.	
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**	42,035,159.	47,451,095.	
31 **Total liabilities and net assets/fund balances**	42,084,239.	47,506,854.	

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	42,035,159.
2 Enter amount from Part I, line 27a	2	<2,865,947.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED NET GAIN ON INVESTMENTS	3	8,281,883.
4 Add lines 1, 2, and 3	4	47,451,095.
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	47,451,095.

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	DETAIL AVAILABLE UPON REQUEST	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	22,362,346.		25,199,211.	<2,836,865.>
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				<2,836,865.>
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<2,836,865.>
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	1,597,914.	29,287,003.	.054561
2007	2,378,144.	54,686,554.	.043487
2006	2,703,992.	52,169,368.	.051831
2005	2,845,632.	51,142,373.	.055641
2004	2,588,385.	50,576,208.	.051178

2	Total of line 1, column (d)	2	.256698
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	.051340
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	42,710,067.
5	Multiply line 4 by line 3	5	2,192,735.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,254.
7	Add lines 5 and 6	7	2,210,989.
8	Enter qualifying distributions from Part XII, line 4	8	1,852,669.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	36,508.
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	36,508.
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	36,508.
6	Credits/Payments.				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	46,299.		
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	46,299.
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	9,791.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 9,791. **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)*

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

Website address ▶ WWW.BEVERIDGE.ORG

14 The books are in care of ▶ CAROLE LENHART, TREASURER Telephone no ▶ (727) 498-7456

Located at ▶ 123 BAY PLAZA, TREASURE ISLAND, FL ZIP+4 ▶ 33706

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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 STATEMENT 12		186,047.	59,194.	22,963.

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

Form **990-PF** (2009)

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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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	40,726,704.
b	Average of monthly cash balances		1b	2,633,770.
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	43,360,474.
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	43,360,474.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	650,407.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	42,710,067.
6	**Minimum investment return.** Enter 5% of line 5		6	2,135,503.

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	2,135,503.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 36,508.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	36,508.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,098,995.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	2,098,995.
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	2,098,995.

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	1,852,669.
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	1,852,669.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,852,669.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,098,995.
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 48,142.				
b From 2005 252,988.				
c From 2006 200,970.				
d From 2007 516,522.				
e From 2008 129,517.				
f Total of lines 3a through e	1,148,139.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 1,852,669.				
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				1,852,669.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	246,326.			246,326.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	901,813.			
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	901,813.			
10 Analysis of line 9:				
a Excess from 2005 54,804.				
b Excess from 2006 200,970.				
c Excess from 2007 516,522.				
d Excess from 2008 129,517.				
e Excess from 2009				

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

WARD CASWELL, (800) 229-9667
335 BROOKLINE ST., NEEDHAM, MA 02492

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

SEE STATEMENT 13

c Any submission deadlines:

SEE STATEMENT 14

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

SEE STATEMENT 15 & 16

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENT				1,486,962.
Total ▶ 3a				1,486,962.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	9,625.	
4 Dividends and interest from securities			14	2,265,524.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<2,836,865.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME		10,120.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		10,120.		<561,716.>	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 <551,596.>

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: Carole Shealer — Date: 11/1/10 — Title: Vice President + Treasurer

Paid Preparer's Use Only

Preparer's signature — Date 10/25/10 — Check if self-employed ☐ — Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: RIVERO, GORDIMER & COMPANY, P.A. P. O. BOX 172359 TAMPA, FL 33672

EIN

Phone no

Form **990-PF** (2009)

923622
02-02-10

THÊ BEVERIDGE FAMILY FOUNDATION, INC. | EIN: 31-1698286
FORM 990-PF | PART XV

American Red Cross; Westfield Massachusetts Chapter	$	5,000
Arts in Education Center, Inc.		5,000
Baby Basics, Inc.		5,000
Bay Path College		15,000
Best Buddies International, Inc.		5,000
Bush Wildlife Sanctuary, Inc.		5,000
Cabrillo Education Foundation		5,000
Cancer Connection, Inc.		5,000
Carson Center for Human Services, Inc.		5,000
Center for Human Development, Inc.		5,000
Charlestown Senior Citizens Association		5,000
Chicopee Boys and Girls Club, Inc.		15,000
Child and Family Service Pioneer Valley, Inc		5,000
Choate Rosemary Hall Foundation, Inc.		5,000
Chopin Foundation of the United States, Inc.		10,000
College for Every Student, Inc.		5,000
College of Our Lady of the Elms		5,000
Community Foundation of Western Massachusetts		66,777
Community Music School of Springfield, Inc.		10,000
Congregational Church of Needham		5,000
Cooley Dickinson Health Care Corporation		25,000
Friends of the Soldiers Home in Holyoke, Inc.		5,000
Gordon School		5,000
Habitat for Humanity International, Inc.		5,000
Hitchcock Foundation		5,000
Holy Family Episcopal Church		5,000
Holyoke Community College Foundation, Inc.		20,000
Homework House, Inc.		10,000
Immanuel Evangelical Lutheran Church of the Upper Keys, Inc.		5,000
JL Cares		5,000
Jupiter Medical Center Foundation, Inc.		5,000
Massachusetts Eye and Ear Infirmary		5,000
May Institute, Inc.		5,000
Midcoast Park Lands		5,000
Mount Washington Valley Choral Society		5,000
Needham Education Foundation, Inc.		5,000
Newport Young Men's Christian Association		5,000
Northfield Mount Hermon School		65,000
Partners for Youth with Disabilities		5,000
Pioneer Valley Rebuilders Community Development Corporation		5,000
Planned Parenthood League of Massachusetts, Inc.		5,000
Portsmouth Multi-Purpose Senior Center, Inc.		10,000
Safe Passage, Inc.		12,000

Saint Clement Catholic Church	10,000
Sandwich Community School, Inc.	5,000
Sevenars Concerts, Inc.	10,000
Sisters of Providence - Ministries for the Needy, Inc.	25,000
Springfield Boys Club	33,400
Springfield Library and Museums Association	25,000
Springfield School Volunteers, Inc	10,000
Springfield VACA, Inc.	5,000
St. Albans Episcopal Church	5,000
St. George's Center, Inc.	5,000
Stanley Park of Westfield, Inc.	884,785
Sunrise Theatre for the Performing Arts	10,000
Treasure Coast Victory Children's Home, Inc.	10,000
Trustees of Tufts College	5,000
Trustees of Westminster School, Inc.	5,000
USS Mass Memorial Committee, Inc.	5,000
Valley Radio Reading Services, Inc.	5,000
Willie Ross School for the Deaf, Inc.	10,000
	$ 1,486,962

Form **8868**

(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ *File a separate application for each return.*

OMB No 1545-1709

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

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

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

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

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

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

Type or print	Name of Exempt Organization	**Employer identification number**
File by the due date for filing your return See instructions	THE BEVERIDGE FAMILY FOUNDATION, INC	31-1698286
	Number, street, and room or suite no If a P O box, see instructions	
	335 NEEDHAM STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	NEEDHAM MA 02492	

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

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

- The books are in the care of ▶ THE BEVERIDGE FAMILY FOUNDATION, INC.

Telephone No. ▶ (781) 444-3518 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______, and ending ______.

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

3 a	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**	$ 46,299
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**	$ 46,299
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 0

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

- 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	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return See instructions	THE BEVERIDGE FAMILY FOUNDATION, INC	31-1698286
	Number, street, and room or suite no If a P O box, see instructions.	For IRS use only
	335 NEEDHAM STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	NEEDHAM MA 02492	

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

[ ] Form 990	[X] 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 ▶ THE BEVERIDGE FAMILY FOUNDATION, INC
  Telephone No. ▶ (781) 444-3518 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

5 For calendar year 2009, or other tax year beginning ______, and ending ______.

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 More time is requested to acquire all information needed to complete and file an accurate return.

8 a	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	$
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	$
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	$ 0

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 ▶ Title ▶ CPA Date ▶ 8/4/2010

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

SOURCE	AMOUNT
INTEREST INCOME - CASH MANAGEMENT AND MONEY MARKET FUNDS	9,625.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	9,625.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME - COMMON STOCK	684,843.	0.	684,843.
DIVIDEND INCOME - FIXED INCOME SHARES / MUTUAL FUNDS	1,079,426.	0.	1,079,426.
INTEREST INCOME - U.S. GOVERNMENT OBLIGATIONS	501,255.	0.	501,255.
TOTAL TO FM 990-PF, PART I, LN 4	2,265,524.	0.	2,265,524.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	10,120.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	10,120.	0.	

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	47,900.	23,950.		23,950.
TO FM 990-PF, PG 1, LN 16A	47,900.	23,950.		23,950.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	36,675.	18,338.		18,337.
TO FORM 990-PF, PG 1, LN 16B	36,675.	18,338.		18,337.

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
OTHER PROFESSIONAL FEES	19,642.	9,821.		9,821.
INVESTMENT ADMINISTRATION	292,708.	288,128.		4,580.
TO FORM 990-PF, PG 1, LN 16C	312,350.	297,949.		14,401.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAX	12,270.	0.		12,270.
FOREIGN TAX ON INVESTMENTS	76,819.	36,345.		40,474.
TO FORM 990-PF, PG 1, LN 18	89,089.	36,345.		52,744.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	6,082.	1,188.		4,894.
POSTAGE AND FREIGHT	6,949.	1,358.		5,591.
WEBSITE EXPENSE	2,550.	0.		2,550.
TELEPHONE	6,295.	1,230.		5,065.
MEMBERSHIPS, DUES & SUBSCRIPTIONS	687.	134.		553.

INSURANCE	4,262.	833.		3,429.
OFFICE EXPENSE	22,963.	4,487.		18,476.
SOFTWARE EXPENSE	7,200.	1,407.		5,793.
SAFETY DEPOSIT BOX	848.	166.		682.
PRINTING & REPRODUCTION	3,691.	721.		2,970.
REPAIRS AND MAINTENANCE	9,398.	1,837.		7,561.
TO FORM 990-PF, PG 1, LN 23	70,925.	13,361.		57,564.

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
PAINEWEBBER - PIMCO	X		10,318,083.	10,318,083.
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,318,083.	10,318,083.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,318,083.	10,318,083.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PAINEWEBBER - PIMCO	7,066,404.	7,066,404.
NORTHERN TRUST	8,109,388.	8,109,388.
PAINEWEBBER - BRANDES INTERNATIONAL	7,045,422.	7,045,422.
PAINEWEBBER - NFJ	6,081,973.	6,081,973.
EAGLE/LORD ABBETT	2,516,493.	2,516,493.
WELLS	4,455,022.	4,455,022.
TOTAL TO FORM 990-PF, PART II, LINE 10B	35,274,702.	35,274,702.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INCOME / DIVIDEND RECEIVABLE	62,029.	65,000.	65,000.
LIFE INSURANCE	180,405.	180,405.	180,405.
TO FORM 990-PF, PART II, LINE 15	242,434.	245,405.	245,405.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WARD S CASWELL 335 BROOKLINE ST. NEEDHAM, MA 02492	PRESIDENT/CLERK 40.00	17,760.	5,317.	0.
CAROLE S LENHART, CPA 123 BAY PLAZA TREASURE ISLAND, FL 33706	VICE PRESIDENT/TREASURER 10.00	31,048.	18,894.	0.
PHILIP CASWELL 3902 N LONGVIEW DR JUPITER, FL 33477	CHAIRMAN OF THE BOARD 40.00	137,239.	34,983.	22,963.
IAN C PALMER 125 ISLAND DRIVE MIDDLETOWN, RI 02842	DIRECTOR 0.50	0.	0.	0.
ALFRED L GRIGGS 9 BARRETT PLACE NORTHHAMPTON, MA 01060	DIRECTOR 0.50	0.	0.	0.
JOSEPH BEVERIDGE PALMER 192 MIDDLE ROAD, P.O. BOX 187 CENTER SANDWICH, NH 03227	DIRECTOR 0.50	0.	0.	0.
FREDERICK WILLIAM STECHER 3539 GUNDRY AVENUE LONG BEACH, CA 90807	DIRECTOR 0.50	0.	0.	0.

PATSY PALMER STECHER 4919 QUEEN VICTORIA ROAD WOODLAND HILLS, CA 91364	DIRECTOR 0.50	0.	0.	0.
CHRISTA PALMER BIGUE 507 AVENUE CABRILLO HALF MOON BAY, CA 94019	DIRECTOR 0.50	0.	0.	0.
CAROL A. LEARY 896 LONGMEADOW STREET LONGMEADOW, MA 01106	DIRECTOR 0.50	0.	0.	0.
PETER WESTON 44 BUTTERNUT ROAD WESTFIELD, MA 01085	DIRECTOR 0.50	0.	0.	0.
JILLIAN LEE HICKERSON 629 SOUTH NEVADA STREET OCEANSIDE, CA 92054	DIRECTOR 0.50	0.	0.	0.
ELIZABETH S. CASWELL 379 FELDSPAR ROAD BLACK HAWK, CO 80422	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		186,047.	59,194.	22,963.

ONE ORIGINAL OF THE APPLICATION SHOULD BE SUBMITTED UNBOUND & INCLUDE:

I. PROPOSAL ABSTRACT (PROVIDED BY THE FOUNDATION) SHALL BE COMPLETE WITHOUT ATTACHMENTS & SHALL HAVE THE FOLLOWING INFORMATION ONLY:

A. OFFICIAL NAME, ADDRESS & TELEPHONE NUMBER OF THE ORGANIZATION
B. BRIEF DESCRIPTION
 1. PURPOSE OF ORGANIZATION
 2. HISTORY OF ORGANIZATION
 3. PROPOSAL OBJECTIVE
 4. TIME PERIOD OF PROJECT
 5. TOTAL PROJECT BUDGET
 6. AMOUNT REQUESTED
 7. PERCENT AMOUNT REQUESTED IS OF PROJECT TOTAL
 8. SPECIAL FUND RAISING ACTIVITIES
 9. PERSON COMPLETING FORM
C. DUPLICATION: ORGANIZATIONS SUBMITTING GRANT PROPOSALS MAY DUPLICATE THE ABSTRACT FORM PROVIDED BY THE FOUNDATION. THE DUPLICATED ABSTRACT FORM MUST CONTAIN ALL THE CAPTIONED SECTIONS OF THE ORIGINAL ABSTRACT FORM & MUST NOT EXCEED TWO PAGES, AS PROVIDED BY THE ORIGINAL ABSTRACT FORM.

II. REQUIRED DOCUMENTATION

A. 501(C) (3), A COPY OF THE MOST RECENT LETTER OF EXEMPTION FROM FEDERAL INCOME TAXES UNDER SECTION 501 (C) (3) OF THE IRS CODE.
B. 509(A), A COPY OF THE FORM OR LETTER FROM THE IRS CLASSIFYING APPLICANT UNDER SECTION 509 (A) OF THE IRS CODE.
C. 990, A COPY OF THE IRS FORM 990 FOR THE MOST RECENT TWO (2) YEARS, IF APPLICANT IS REQUIRED TO FILE
D. CONSTRUCTION BIDS, THREE (3) BIDS, IF CONSTRUCTION PROJECTS.
E. DIRECTORS & AFFILIATIONS, THE NAMES & AFFILIATIONS OF THE MEMBERS OF BOARDS OF DIRECTORS OR TRUSTEES RESPONSIBLE FOR THE MANAGEMENT OF THE REQUESTING ORGANIZATION.
F. DON OR CON, IF HOSPITAL OR OTHER HEALTH-RELATED FACILITY, A COPY OF THE DETERMINATION OF NEED (DON) OR A CERTIFICATE OF NEED (CON).
G. FINANCIAL STATEMENTS, LATEST BALANCE SHEET & DETAILED INCOME STATEMENT AS AUDITED BY THE ORGANIZATION'S CERTIFIED PUBLIC ACCOUNTANT (IF SUCH AUDITS ARE MADE)
H. GRANT ADMINISTRATOR, THE NAME & ·QUALIFICATIONS OF THE INDIVIDUAL PROPOSED TO ADMINISTER THE GRANT
I. PROJECT BUDGET, DETAILED BUDGET OF THE PROJECT SHOWING HOW THE REQUESTED FUNDS WOULD BE SPENT.
J. SOURCES OF FUNDING, LIST OF OTHER SOURCES OF FUNDING FOR THIS PROJECT.
K. STATEMENT OF AUTHORITY, A STATEMENT THAT THE GRANT REQUEST IS EXECUTED BY A PERSON AUTHORIZED TO SUBMIT ON BEHALF OF THE REQUESTING ORGANIZATION.
L. TABLE OF ORGANIZATION.
M. UNIT OF GOVERNMENT, IF APPLICATION IS A UNIT OF GOVERNMENT, EVIDENCE OF THE RELATIONSHIP

REQUESTS MAY BE SUBMITTED AT ANY TIME. IN ORDER TO BE PRESENTED FOR CONSIDERATION, GRANT PROPOSAL FILES MUST BE SUBMITTED & BE COMPLETE NO LATER THAN 5:00 P.M. ON THE FIRST DAY OF THE MONTH, TWO MONTHS PRIOR TO THE NEXT REGULARLY SCHEDULED MEETING. GRANT PROPOSAL FILES THAT ARE LATE OR ARE INCOMPLETE AT THAT TIME, MAY BE DEFERRED TO A LATER MEETING OR REJECTED.

THE BOARD OF DIRECTORS MEETS TO CONSIDER GRANT PROPOSALS EACH APRIL & OCTOBER.
THE DUE DATE FOR RECEIPT OF COMPLETE PROPOSALS IS FEBRUARY 1 AND AUGUST 1.

THIS FOUNDATION WILL TYPICALLY REJECT GRANT PROPOSALS FROM THE FOLLOWING INSTITUTIONAL/PROGRAM ACTIVITY AREAS:

- INTERNATIONAL AFFAIRS
- MEMBER BENEFIT

TYPES OF SUPPORT AVOIDED BY THE FOUNDATION:

- AWARDS/PRIZES/COMPETITIONS (GRANTS FOR ARTISTS' AWARDS, PRIZES, COMPETITIONS, HOUSING, LIVING SPACE & WORK SPACE)
- COLLECTIONS MANAGEMENT/PRESERVATION (GRANTS FOR MAINTENANCE, PRESERVATION & CONSERVATION OF MATERIALS)
- COMMISSIONING NEW WORKS (GRANTS TO SUPPORT THE CREATION OF NEW ARTISTIC WORKS)
- CONFERENCES/SEMINARS (INCLUDING WORKSHOPS)
- CURRICULUM DEVELOPMENT (AWARDS TO SCHOOLS, COLLEGES, UNIVERSITIES & EDUCATIONAL SUPPORT ORGANIZATIONS TO DEVELOP GENERAL OR DISCIPLINE-SPECIFIC CURRICULA)
- DEBT REDUCTION (A GRANT TO REDUCE A RECIPIENT ORGANIZATION'S INDEBTEDNESS; ALSO REFERRED TO AS DEFICIENT FINANCING. FREQUENTLY REFERRED TO AS MORTGAGE PAYMENTS)
- EMPLOYEE MATCHING GIFTS (USUALLY MADE BY CORPORATE FOUNDATIONS TO MATCH GIFTS MADE BY CORPORATE EMPLOYEES)
- EMPLOYEE-BASED SCHOLARSHIPS (SCHOLARSHIP PROGRAM FUNDED BY A COMPANY-SPONSORED FOUNDATION USUALLY FOR CHILDREN OF EMPLOYEES'; PROGRAMS ARE FREQUENTLY ADMINISTERED BY THE NATIONAL MERIT SCHOLARSHIP CORPORATION, WHICH IS RESPONSIBLE FOR SELECTION OF SCHOLARS)
- ENDOWMENT FUNDS (A BEQUEST OR GIFT INTENDED TO BE KEPT PERMANENTLY & INVESTED TO PROVIDE INCOME FOR CONTINUED SUPPORT OF AN ORGANIZATION)
- FACULTY/STAFF DEVELOPMENT
- FELLOWSHIP FUNDS
- FELLOWSHIPS - TO INDIVIDUALS
- FILM/VIDEO/RADIO PRODUCTION (A GRANT TO FUND A SPECIFIC FILM, VIDEO OR RADIO PRODUCTION, OFTEN NAMED IN THE GRANT TEXT. DO NOT USE FOR GENERAL SUPPORT OF TV/RADIO STATIONS)
- FOUNDATION ADMINISTERED PROGRAMS
- GENERAL/OPERATING SUPPORT (GRANTS FOR THE DAY-TO-DAY OPERATING COSTS OF AN EXISTING PROGRAM OR ORGANIZATION OR TO FURTHER THE GENERAL PURPOSE. OR WORK OF AN ORGANIZATION; ALSO CALLED UNRESTRICTED GRANTS)
- GRANTS TO INDIVIDUALS -NEC
- INCOME DEVELOPMENT (GRANTS FOR FUNDRAISING, MARKETING AND TO EXPAND AUDIENCE BASE)
- INTERNSHIP FUNDS
- MANAGEMENT DEVELOPMENT (GRANTS FOR SALARIES, STAFF SUPPORT, STAFF TRAINING, STRATEGIC & LONG-RANGE PLANNING, BUDGETING & ACCOUNTING)
- PERFORMANCE/PRODUCTION COSTS (A GRANT TO COVER COSTS SPECIFICALLY ASSOCIATED WITH MOUNTING A PERFORMING ARTS PRODUCTION, OFTEN NAMED IN THE GRANT TEXT)
- PROFESSORSHIPS (GRANTS TO EDUCATIONAL INSTITUTIONS TO ENDOW A PROFESSORSHIP OR CHAIR)
- PROGRAM-RELATED INVESTMENT/LOANS (A LOAN TO AN ORGANIZATION FOR A PROJECT RELATED TO THE FOUNDATION'S STATED PURPOSE & INTERESTS)
- SCHOLARSHIP FUNDS
- SCHOLARSHIPS TO INDIVIDUALS
- STUDENT AID (ASSISTANCE IN THE FORM OF EDUCATIONAL GRANTS, LOANS OR SCHOLARSHIPS)

OTHER LIMITATIONS

THE MAXIMUM GRANT PROPOSAL AMOUNT TOTAL REQUESTED SHOULD NOT EXCEED 25% OF THE TOTAL CONTRIBUTIONS FOR THE MOST RECENTLY ENDED FISCAL YEAR, OR 20% OF THE PROJECT BUDGET.

ADDITIONALLY, THE FOUNDATION DOES NOT PROVIDE SUPPORT WHEN THE REQUEST INVOLVES THE FOLLOWING:

- UNITS OF GOVERNMENT, INCLUDING FEDERAL, STATE, COUNTY & MUNICIPAL AGENCIES, SCHOOLS, COLLEGES, UNIVERSITIES & HOSPITALS & THEIR FOUNDATIONS
- FOREIGN ORGANIZATIONS OR FOR FOREIGN EXPENDITURE
- ORGANIZATIONS THAT ARE LOCATED OUTSIDE THE APPROVED AREA OF GIVING *
- OTHER PRIVATE FOUNDATIONS EXCLUDING PRIVATE OPERATING FOUNDATIONS
- PRIVATE EDUCATIONAL INSTITUTIONS NOT ATTENDED BY MEMBERS OF THE BEVERIDGE FAMILY
- FEDERATED DRIVES & THEIR FOUNDATIONS INCLUDING CATHOLIC CHARITIES, UNITED JEWISH APPEAL & THE UNITED WAY,
- FURTHERMORE, THE FOUNDATION PREFERS NOT TO PROVIDE MULTIPLE-YEAR GRANT PAYMENTS.

* THE APPROVED AREAS OF GIVING INCLUDE: HAMPDEN & HAMPSHIRE COUNTIES, MASSACHUSETTS; BOCA RATON, FLORIDA; ORANGE COUNTY, CALIFORNIA; NEW HAMPSHIRE & RHODE ISLAND

EXHIBIT "A" TO MINUTES – AMENDMENTS TO BYLAWS

ARTICLE 4 - OFFICERS OF THE CORPORATION

Section 4.1 Officers.

The officers of the corporation shall be a President, a Treasurer, a Clerk and such other officers elected or appointed, including without limitation a Chairman of the Board, in such manner and as the Board may from time to time determine.

Section 4.2 Election and Tenure.

Subject to the provisions of Section 4.1, the officers shall be elected annually by a majority vote of the Directors of the corporation then in office at the annual meeting of the corporation. The officers shall hold office until the next annual meeting, unless a shorter period shall have been specified by the terms of their election, and until their successors are elected and qualify, unless they shall sooner die, resign, be removed or become disqualified.

Section 4.3 Chairman of the Board.

A sitting member of the Board of Directors may be appointed by the Board to serve as Chairman of the Board, as permitted pursuant to Section 4.1. The Chairman shall be an officer of the corporation and shall serve primarily as an advisor to and among the Board of Directors and the officers of the corporation. The Chairman may also perform such other duties as may be imposed by law, or conferred upon such office by the Board from time to time, including without limitation serving as liaison between the Board and outside parties, firms, and organizations, including financial, investment, banking, legal and accounting advisors.

Section 4.4 President.

The President shall be the Chief Executive Officer of the corporation and, subject to the control of the Board, shall have general charge and supervision of the affairs of the corporation including such duties and responsibilities as shall be conferred, from time to time, upon such office by the Board or imposed by law.

Section 4.5 Treasurer and Assistant Treasurer.

The Treasurer shall keep or shall cause to be kept regular books of account, shall report to the Board of Directors at regular intervals upon the financial condition of the corporation, and shall ensure that a true and accurate accounting of the financial transactions of the corporation is made. Subject to the supervision and control of the Board, the Treasurer shall be responsible for the receipt and disbursement of the monies of the corporation, and shall perform such other duties as may be conferred upon such office by the Board or imposed by law. If the Treasurer is absent or unavailable, an Assistant Treasurer, if one shall have been elected, shall have the duties and powers of Treasurer and shall have such further duties and powers as the Directors shall from time to time determine.

Section 4.6 Clerk and Assistant Clerk.

The Clerk shall have general charge of the records of the corporation and shall keep minutes of all meetings of the Board of Directors. The Clerk shall give such notice as is required of meetings of the Directors (unless such notice has been given by the President) and shall perform all duties commonly incident to the office. If the Clerk is absent or unavailable, an Assistant Clerk, if one shall have been elected, shall have the duties and powers of the Clerk and shall have such further duties and powers as the Directors shall from time to time determine. In the event of the absence of the Clerk and Assistant Clerk from any meeting of the Board or of any committee thereof, a person appointed by the meeting to be Clerk pro tem, shall keep the records of such meeting and perform such other duties in connection with the office of Clerk as the meeting may prescribe.

Section 4.7 Powers and Duties of Officers.

All officers of the corporation shall act under the direction of the Board of Directors. Subject to these by-laws and to the control and direction of the Directors, each officer shall have in addition to the duties and powers specifically set forth in these by-laws, such duties and powers as are customarily incident to such office and such additional duties and powers as the Directors may from time to time determine.