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

2009

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

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

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return  
☐ Amended return ☐ Address change ☐ Name change

Use the IRS label, otherwise, print or type See Specific Instructions

Name of foundation  
**NEEDMOR** **22-39420**

**C/O THE NORTHERN TRUST COMPANY**

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite  
**PO BOX 804298**

City or town, state, and ZIP code  
**CHICAGO, IL 60680**

A Employer identification number  
**34-6504812**

B Telephone number  
**312-630-6000**

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) **\$23,759,427.** (Part I, column (d) must be on cash basis.)

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

| Part I Analysis of Revenue and Expenses                                            |  | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------|--|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                     |  | 485,003.                           |                           | N/A                     |                                                             |
| 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B |  |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                               |  | 57,416.                            | 57,416.                   |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                           |  | 461,698.                           | 461,698.                  |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                     |  |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                      |  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                           |  | -360,358.                          |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                      |  | 3,591,793.                         |                           |                         |                                                             |
| 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                                                                    |  |                                    |                           |                         |                                                             |
| 12 Total Add lines 1 through 11                                                    |  | 643,759.                           | 519,114.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc                              |  | 140,674.                           | 33,962.                   |                         | 106,712.                                                    |
| 14 Other employee salaries and wages                                               |  | 196,706.                           | 0.                        |                         | 196,706.                                                    |
| 15 Pension plans, employee benefits                                                |  | 105,504.                           | 0.                        |                         | 105,504.                                                    |
| 16a Legal fees                                                                     |  |                                    |                           |                         |                                                             |
| b Accounting fees STMT 3                                                           |  | 31,807.                            | 15,903.                   |                         | 15,904.                                                     |
| c Other professional fees STMT 4                                                   |  | 143,404.                           | 132,484.                  |                         | 10,920.                                                     |
| 17 Interest                                                                        |  |                                    |                           |                         |                                                             |
| 18 Taxes STMT 5                                                                    |  | 9,184.                             | 9,184.                    |                         | 0.                                                          |
| 19 Depreciation and depletion                                                      |  | 14,980.                            | 0.                        |                         |                                                             |
| 20 Occupancy                                                                       |  | 33,721.                            | 0.                        |                         | 33,721.                                                     |
| 21 Travel, conferences, and meetings                                               |  | 96,285.                            | 0.                        |                         | 96,285.                                                     |
| 22 Printing and publications                                                       |  |                                    |                           |                         |                                                             |
| 23 Other expenses STMT 6                                                           |  | 40,113.                            | 0.                        |                         | 40,113.                                                     |
| 24 Total operating and administrative expenses. Add lines 13 through 23            |  | 812,378.                           | 191,533.                  |                         | 605,865.                                                    |
| 25 Contributions, gifts, grants paid                                               |  | 1,463,960.                         |                           |                         | 1,463,960.                                                  |
| 26 Total expenses and disbursements Add lines 24 and 25                            |  | 2,276,338.                         | 191,533.                  |                         | 2,069,825.                                                  |
| 27 Subtract line 26 from line 12:                                                  |  |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                |  | -1,632,579.                        |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                   |  |                                    | 327,581.                  |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                     |  |                                    |                           | N/A                     |                                                             |

| <b>Part II Balance Sheets</b> Attached schedules and amounts in the description column should be for end-of-year amounts only |                                                                                                                                                        | Beginning of year | End of year    |                       |
|-------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                                                                                                               |                                                                                                                                                        | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                                                                                                                 | 1 Cash - non-interest-bearing                                                                                                                          | 22,230.           | 86,103.        | 86,103.               |
|                                                                                                                               | 2 Savings and temporary cash investments                                                                                                               | 4,136,078.        | 827,293.       | 827,293.              |
|                                                                                                                               | 3 Accounts receivable ▶<br>Less: allowance for doubtful accounts ▶                                                                                     |                   |                |                       |
|                                                                                                                               | 4 Pledges receivable ▶<br>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 ▶<br>Less: allowance for doubtful accounts ▶                                                                        |                   |                |                       |
|                                                                                                                               | 8 Inventories for sale or use                                                                                                                          |                   |                |                       |
|                                                                                                                               | 9 Prepaid expenses and deferred charges                                                                                                                |                   |                |                       |
|                                                                                                                               | 10a Investments - U.S. and state government obligations                                                                                                |                   |                |                       |
|                                                                                                                               | b Investments - corporate stock <b>STMT 7</b>                                                                                                          | 14,787,663.       | 14,983,733.    | 17,747,140.           |
|                                                                                                                               | c Investments - corporate bonds <b>STMT 8</b>                                                                                                          | 1,906,999.        | 1,986,609.     | 1,882,563.            |
|                                                                                                                               | 11 Investments - land, buildings, and equipment basis ▶<br>Less accumulated depreciation ▶                                                             |                   |                |                       |
|                                                                                                                               | 12 Investments - mortgage loans                                                                                                                        |                   |                |                       |
|                                                                                                                               | 13 Investments - other <b>STMT 9</b>                                                                                                                   | 1,650,000.        | 3,000,000.     | 3,189,563.            |
| 14 Land, buildings, and equipment: basis ▶ <b>134,151.</b><br>Less accumulated depreciation <b>STMT 10</b> ▶ <b>109,261.</b>  | 38,237.                                                                                                                                                | 24,890.           | 24,890.        |                       |
| 15 Other assets (describe ▶ <b>STATEMENT 11</b> )                                                                             | 1,875.                                                                                                                                                 | 1,875.            | 1,875.         |                       |
| 16 <b>Total assets (to be completed by all filers)</b>                                                                        | 22,543,082.                                                                                                                                            | 20,910,503.       | 23,759,427.    |                       |
| <b>Liabilities</b>                                                                                                            | 17 Accounts payable and accrued expenses                                                                                                               |                   |                |                       |
|                                                                                                                               | 18 Grants payable                                                                                                                                      |                   |                |                       |
|                                                                                                                               | 19 Deferred revenue                                                                                                                                    |                   |                |                       |
|                                                                                                                               | 20 Loans from officers, directors, trustees, and other disqualified persons                                                                            |                   |                |                       |
|                                                                                                                               | 21 Mortgages and other notes payable                                                                                                                   |                   |                |                       |
|                                                                                                                               | 22 Other liabilities (describe ▶ )                                                                                                                     |                   |                |                       |
| 23 <b>Total liabilities (add lines 17 through 22)</b>                                                                         | 0.                                                                                                                                                     | 0.                |                |                       |
| <b>Net Assets or Fund Balances</b>                                                                                            | <b>Foundations that follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
|                                                                                                                               | 24 Unrestricted                                                                                                                                        | 22,543,082.       | 20,910,503.    |                       |
|                                                                                                                               | 25 Temporarily restricted                                                                                                                              |                   |                |                       |
|                                                                                                                               | 26 Permanently restricted                                                                                                                              |                   |                |                       |
|                                                                                                                               | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 27 through 31</b>                          |                   |                |                       |
|                                                                                                                               | 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 <b>Total net assets or fund balances</b>                                                                                   | 22,543,082.                                                                                                                                            | 20,910,503.       |                |                       |
| 31 <b>Total liabilities and net assets/fund balances</b>                                                                      | 22,543,082.                                                                                                                                            | 20,910,503.       |                |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1 | 22,543,082. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | 2 | -1,632,579. |
| 3 Other increases not included in line 2 (itemize) ▶                                                                                                            | 3 | 0.          |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 4 | 20,910,503. |
| 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 | 20,910,503. |

**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<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| <b>1a SALE OF PUBLICLY-TRADED SECURITIES</b>                                                                                       |                                                  |                                      |                                  |
| b                                                                                                                                  |                                                  |                                      |                                  |
| c                                                                                                                                  |                                                  |                                      |                                  |
| d                                                                                                                                  |                                                  |                                      |                                  |
| e                                                                                                                                  |                                                  |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 3,591,793.          |                                            | 3,952,151.                                      | -360,358.                                    |
| 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<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                 |
| a                                                                                           |                                      |                                                 | -360,358.                                                                                       |
| b                                                                                           |                                      |                                                 |                                                                                                 |
| c                                                                                           |                                      |                                                 |                                                                                                 |
| d                                                                                           |                                      |                                                 |                                                                                                 |
| e                                                                                           |                                      |                                                 |                                                                                                 |

|                                                                                                                                                                                 |                                                                                     |   |           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---|-----------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 } | 2 | -360,358. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>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<br>Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio<br>(col. (b) divided by col. (c)) |
|-------------------------------------------------------------------|---------------------------------------|-------------------------------------------|----------------------------------------------------------|
| 2008                                                              | 2,190,216.                            | 31,319,442.                               | .069932                                                  |
| 2007                                                              | 2,839,586.                            | 28,272,843.                               | .100435                                                  |
| 2006                                                              | 2,238,233.                            | 27,025,452.                               | .082819                                                  |
| 2005                                                              | 2,221,226.                            | 25,275,405.                               | .087881                                                  |
| 2004                                                              | 2,443,336.                            | 24,596,148.                               | .099338                                                  |

|                                                                                                                                                                                |   |             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .440405     |
| 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 | .088081     |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5                                                                                                 | 4 | 21,111,532. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 1,859,525.  |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 3,276.      |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 1,862,801.  |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 2,071,458.  |

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 <input type="checkbox"/> and enter "N/A" on line 1.<br>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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                           |    | 1       | 3,276. |
| 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       | 3,276. |
| 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       | 3,276. |
| 6 Credits/Payments:                                                                                                                                                                                                                    |    |         |        |
| a 2009 estimated tax payments and 2008 overpayment credited to 2009                                                                                                                                                                    | 6a | 26,834. |        |
| b Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | 6b |         |        |
| c Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | 6c |         |        |
| d Backup withholding erroneously withheld                                                                                                                                                                                              | 6d |         |        |
| 7 Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | 7  | 26,834. |        |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 23,558. |        |
| 11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 23,558. Refunded <input type="checkbox"/>                                                                                     | 11 | 0.      |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                          | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?                                                                                                                                                                  |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities |     | X  |
| 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:<br>(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?<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                           |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes                                                                                                             |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                           |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year?                                                                                                                                                                                                                                                                       |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                    |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?<br>If "Yes," complete Part II, col. (c), and Part XV                                                                                                                                                                                                   | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>OH, IL</u>                                                                                                                                                                                                                      |     |    |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation                                                                                                                            | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV                                                                                   |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                    |     | X  |

N/A

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

|    |                                                                                                                                                                                         |          |   |   |
|----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11       |   | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?                                                                   | 12       |   | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ► <b>WWW.NEEDMORFUND.ORG</b>                     | 13       | X |   |
| 14 | The books are in care of ► <b>GMA FOUNDATIONS</b> Telephone no. ► <b>(617) 426-7080</b><br>Located at ► <b>77 SUMMER STREET, 8TH FLOOR, BOSTON, MA</b> ZIP+4 ► <b>02110</b>             |          |   |   |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here<br>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?                                                                                                                                                                                                                                                                                                                                                                                                            | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                        | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?                                                                                                                                                                                                                                                                                                                                                                                                              | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)                                                                                                                                                                                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?<br>Organizations relying on a current notice regarding disaster assistance check here                                                                                                                                                                       | 1b                                                                  | X    |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?                                                                                                                                                                                                                                                                                                         | 1c                                                                  | X    |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(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?<br>If "Yes," list the years ►                                                                                                                                                                                                                                                                                                                 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |      |
| 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.<br>►                                                                                                                                                                                                                                                                                                                                                                           |                                                                     |      |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?                                                                                                                                                                                                                                                                                                                                                                     | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |

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)?

☒ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****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?**SEE STATEMENT 13**☒ 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?

If "Yes" to 6b, file Form 8870.

**6b****X****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     |                                                           | 140,674.                                  | 25,506.                                                               | 0.                                    |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

| (a) Name and address of each employee paid more than \$50,000  | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------------------------------------------------|-----------------------------------------------------------|------------------|-----------------------------------------------------------------------|---------------------------------------|
| FRANK I. SANCHEZ - 42 SOUTH ST. CLAIR STREET, TOLEDO, OH 43604 | SENIOR PROG OFFICER<br>40.00                              | 82,174.          | 20,270.                                                               | 0.                                    |
| MARY K. SOBECKI - 42 SOUTH ST. CLAIR STREET, TOLEDO, OH 43604  | GRANTS MANAGER<br>40.00                                   | 74,022.          | 27,940.                                                               | 0.                                    |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |
|                                                                |                                                           |                  |                                                                       |                                       |

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

Form 990-PF (2009)

**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 |
|-------------------------------------------------------------------------------------|--------------------------|------------------|
| BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY<br>ONE BEACON STREET, BOSTON, MA 02108 | INVESTMENT<br>MANAGEMENT | 67,438.          |
|                                                                                     |                          |                  |
|                                                                                     |                          |                  |
|                                                                                     |                          |                  |
|                                                                                     |                          |                  |
|                                                                                     |                          |                  |
|                                                                                     |                          |                  |

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.     |

Form **990-PF** (2009)

**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 | 21,433,027. |
| b | Average of monthly cash balances                                                                            | 1b |             |
| c | Fair market value of all other assets                                                                       | 1c |             |
| d | <b>Total</b> (add lines 1a, b, and c)                                                                       | 1d | 21,433,027. |
| 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  | 21,433,027. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | 4  | 321,495.    |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5  | 21,111,532. |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | 6  | 1,055,577.  |

**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  | 1,055,577. |
| 2a | Tax on investment income for 2009 from Part VI, line 5                                                    | 2a | 3,276.     |
| b  | Income tax for 2009. (This does not include the tax from Part VI.)                                        | 2b |            |
| c  | Add lines 2a and 2b                                                                                       | 2c | 3,276.     |
| 3  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | 3  | 1,052,301. |
| 4  | Recoveries of amounts treated as qualifying distributions                                                 | 4  | 0.         |
| 5  | Add lines 3 and 4                                                                                         | 5  | 1,052,301. |
| 6  | Deduction from distributable amount (see instructions)                                                    | 6  | 0.         |
| 7  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7  | 1,052,301. |

**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 | 2,069,825. |
| 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  | 1,633.     |
| 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 | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                 | 4  | 2,071,458. |
| 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  | 3,276.     |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                             | 6  | 2,068,182. |

**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.

Form 990-PF (2009)

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

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2008 | (c)<br>2008 | (d)<br>2009 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2009 from Part XI, line 7                                                                                                                       |               |                            |             | 1,052,301.  |
| <b>2</b> Undistributed income, if any, as of the end of 2009                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2008 only                                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Total for prior years:                                                                                                                                                   |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2009:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2004                                                                                                                                                                | 1,242,416.    |                            |             |             |
| <b>b</b> From 2005                                                                                                                                                                | 990,008.      |                            |             |             |
| <b>c</b> From 2006                                                                                                                                                                | 928,747.      |                            |             |             |
| <b>d</b> From 2007                                                                                                                                                                | 1,484,632.    |                            |             |             |
| <b>e</b> From 2008                                                                                                                                                                | 636,556.      |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 5,282,359.    |                            |             |             |
| <b>4</b> Qualifying distributions for 2009 from Part XII, line 4: ► \$ 2,071,458.                                                                                                 |               |                            |             |             |
| <b>a</b> Applied to 2008, but not more than line 2a                                                                                                                               |               |                            | 0.          |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2009 distributable amount                                                                                                                                     |               |                            |             | 1,052,301.  |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 1,019,157.    |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)                                        | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 6,301,516.    |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010                                                              |               |                            |             | 0.          |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7                                                                                                 | 1,242,416.    |                            |             |             |
| <b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a                                                                                              | 5,059,100.    |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2005                                                                                                                                                         | 990,008.      |                            |             |             |
| <b>b</b> Excess from 2006                                                                                                                                                         | 928,747.      |                            |             |             |
| <b>c</b> Excess from 2007                                                                                                                                                         | 1,484,632.    |                            |             |             |
| <b>d</b> Excess from 2008                                                                                                                                                         | 636,556.      |                            |             |             |
| <b>e</b> Excess from 2009                                                                                                                                                         | 1,019,157.    |                            |             |             |

## N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- 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

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**Part XV** **Supplementary Information** (continued)

| <b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b> |                                                                                                           |                                |                                  |                 |
|---------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|-----------------|
| Recipient                                                                             | 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          |
| Name and address (home or business)                                                   |                                                                                                           |                                |                                  |                 |
| <b>a Paid during the year</b>                                                         |                                                                                                           |                                |                                  |                 |
| <b>SEE STATEMENT 15</b>                                                               |                                                                                                           |                                |                                  |                 |
| <b>Total</b>                                                                          |                                                                                                           |                                | <b>▶ 3a</b>                      | <b>1463960.</b> |
| <b>b Approved for future payment</b>                                                  |                                                                                                           |                                |                                  |                 |
| <b>NONE</b>                                                                           |                                                                                                           |                                |                                  |                 |
| <b>Total</b>                                                                          |                                                                                                           |                                | <b>▶ 3b</b>                      | <b>0.</b>       |



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

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

[illegible]

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

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

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

**Sian Here**

and complete Declaration of preparer (other than taxpayer or fiduciary) is based on:

✓ Amber Harbert V.P.  
Signature of officer or trustee

Date \_\_\_\_\_

**TRUSTEE**

**Paid  
Preparer's  
Use Only**Preparer's  
signature

Firm's name (or yours if self-employed),  
address and ZIP code

EDELSTEIN AND COMPANY LLP  
160 FEDERAL STREET, 9TH FLOOR  
BOSTON, MA 02110-1772

Date  
08 /

|                               |  |
|-------------------------------|--|
| Check if<br>self-<br>employed |  |
|-------------------------------|--|

Preparer's identifying number

FIN ▶

Phone no. 617-227-6161

Form 990-PF (2009)

**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No 1545-0047

**2009**

|                                                                              |                                                     |
|------------------------------------------------------------------------------|-----------------------------------------------------|
| <b>Name of the organization</b><br>NEEDMOR<br>C/O THE NORTHERN TRUST COMPANY | <b>Employer identification number</b><br>34-6504812 |
|------------------------------------------------------------------------------|-----------------------------------------------------|

**Organization type** (check one)

| <b>Filers of:</b>  | <b>Section:</b>                                                                                           |
|--------------------|-----------------------------------------------------------------------------------------------------------|
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)( ) (enter number) organization                                            |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust <b>not</b> treated as a private foundation |
|                    | <input type="checkbox"/> 527 political organization                                                       |
| Form 990-PF        | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation                                   |
|                    | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation            |
|                    | <input type="checkbox"/> 501(c)(3) taxable private foundation                                             |

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

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

**General Rule**

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

**Special Rules**

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

|                                                                   |                                              |
|-------------------------------------------------------------------|----------------------------------------------|
| Name of organization<br>NEEDMOR<br>C/O THE NORTHERN TRUST COMPANY | Employer identification number<br>34-6504812 |
|-------------------------------------------------------------------|----------------------------------------------|

**Part I Contributors** (see instructions)

| (a)<br>No. | (b)<br>Name, address, and ZIP + 4                                                                    | (c)<br>Aggregate contributions | (d)<br>Type of contribution                                                                                                                                                 |
|------------|------------------------------------------------------------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1          | VIRGINIA STRANAHAN CLT<br>C/O THE NEEDMOR FUND, 42 SOUTH ST.<br>CLAIR STREET<br><br>TOLEDO, OH 43604 | \$ 480,000.                    | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
| 2          | MOLLY STRANAHAN<br>C/O THE NEEDMOR FUND, 42 SOUTH ST.<br>CLAIR STREET<br><br>TOLEDO, OH 43604        | \$ 5,003.                      | Person <input checked="" type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution) |
|            |                                                                                                      |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                      |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                      |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                      |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |
|            |                                                                                                      |                                | Person <input type="checkbox"/><br>Payroll <input type="checkbox"/><br>Noncash <input type="checkbox"/><br>(Complete Part II if there is a noncash contribution)            |

**Depreciation and Amortization 990-PF**  
 (Including Information on Listed Property)

OMB No 1545-0172

**2009**

Attachment  
 Sequence No 67

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

NEEDMOR

C/O THE NORTHERN TRUST COMPANY

FORM 990-PF PAGE 1

34-6504812

**Part I Election To Expense Certain Property Under Section 179** Note: If you have any listed property, complete Part V before you complete Part I

|    |                                                                                                                                        |                              |                  |
|----|----------------------------------------------------------------------------------------------------------------------------------------|------------------------------|------------------|
| 1  | Maximum amount See the instructions for a higher limit for certain businesses                                                          | 1                            | 250,000.         |
| 2  | Total cost of section 179 property placed in service (see instructions)                                                                | 2                            |                  |
| 3  | Threshold cost of section 179 property before reduction in limitation                                                                  | 3                            | 800,000.         |
| 4  | Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-                                                        | 4                            |                  |
| 5  | Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions | 5                            |                  |
| 6  | (a) Description of property                                                                                                            | (b) Cost (business use only) | (c) Elected cost |
| 7  | Listed property Enter the amount from line 29                                                                                          | 7                            |                  |
| 8  | Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7                                                    | 8                            |                  |
| 9  | Tentative deduction Enter the smaller of line 5 or line 8                                                                              | 9                            |                  |
| 10 | Carryover of disallowed deduction from line 13 of your 2008 Form 4562                                                                  | 10                           |                  |
| 11 | Business income limitation. Enter the smaller of business income (not less than zero) or line 5                                        | 11                           |                  |
| 12 | Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11                                                   | 12                           |                  |
| 13 | Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12                                                             | 13                           |                  |

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property)**

|    |                                                                                                                          |    |         |
|----|--------------------------------------------------------------------------------------------------------------------------|----|---------|
| 14 | Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year | 14 |         |
| 15 | Property subject to section 168(f)(1) election                                                                           | 15 |         |
| 16 | Other depreciation (including ACRS)                                                                                      | 16 | 11,429. |

**Part III MACRS Depreciation (Do not include listed property) (See instructions)**

**Section A**

|    |                                                                                                                                   |    |        |
|----|-----------------------------------------------------------------------------------------------------------------------------------|----|--------|
| 17 | MACRS deductions for assets placed in service in tax years beginning before 2009                                                  | 17 | 3,224. |
| 18 | If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here |    |        |

**Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System**

| (a) Classification of property | (b) Month and year placed in service | (c) Basis for depreciation (business/investment use only - see instructions) | (d) Recovery period | (e) Convention | (f) Method | (g) Depreciation deduction |
|--------------------------------|--------------------------------------|------------------------------------------------------------------------------|---------------------|----------------|------------|----------------------------|
| 19a 3-year property            |                                      |                                                                              |                     |                |            |                            |
| b 5-year property              |                                      | 816.                                                                         | 5 YRS.              | MQ             | 200DB      | 327.                       |
| c 7-year property              |                                      |                                                                              |                     |                |            |                            |
| d 10-year property             |                                      |                                                                              |                     |                |            |                            |
| e 15-year property             |                                      |                                                                              |                     |                |            |                            |
| f 20-year property             |                                      |                                                                              |                     |                |            |                            |
| g 25-year property             |                                      |                                                                              | 25 yrs              |                | S/L        |                            |
| h Residential rental property  | /                                    |                                                                              | 27 5 yrs            | MM             | S/L        |                            |
| i Nonresidential real property | /                                    |                                                                              | 39 yrs              | MM             | S/L        |                            |

**Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System**

|                |   |  |        |    |     |  |
|----------------|---|--|--------|----|-----|--|
| 20a Class life |   |  |        |    | S/L |  |
| b 12-year      |   |  | 12 yrs |    | S/L |  |
| c 40-year      | / |  | 40 yrs | MM | S/L |  |

**Part IV Summary (See instructions)**

|    |                                                                                                                                                                                                      |    |         |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 21 | Listed property Enter amount from line 28                                                                                                                                                            | 21 |         |
| 22 | Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return Partnerships and S corporations - see instr | 22 | 14,980. |
| 23 | For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs                                                              | 23 |         |

## NEEDMOR

Form 4562 (2009)

C/O THE NORTHERN TRUST COMPANY

34-6504812 Page 2

**Part V****Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)**Note:** For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.**Section A - Depreciation and Other Information** (Caution: See the instructions for limits for passenger automobiles.)**24a** Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

| (a)<br>Type of property<br>(list vehicles first)                                                                                                                | (b)<br>Date<br>placed in<br>service | (c)<br>Business/<br>investment<br>use percentage | (d)<br>Cost or<br>other basis | (e)<br>Basis for depreciation<br>(business/investment<br>use only) | (f)<br>Recovery<br>period | (g)<br>Method/<br>Convention | (h)<br>Depreciation<br>deduction | (i)<br>Elected<br>section 179<br>cost |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------|--------------------------------------------------|-------------------------------|--------------------------------------------------------------------|---------------------------|------------------------------|----------------------------------|---------------------------------------|
| <b>25</b> Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use |                                     |                                                  |                               |                                                                    |                           |                              | <b>25</b>                        |                                       |
| <b>26</b> Property used more than 50% in a qualified business use.                                                                                              |                                     |                                                  |                               |                                                                    |                           |                              |                                  |                                       |
|                                                                                                                                                                 |                                     | %                                                |                               |                                                                    |                           |                              |                                  |                                       |
|                                                                                                                                                                 |                                     | %                                                |                               |                                                                    |                           |                              |                                  |                                       |
|                                                                                                                                                                 |                                     | %                                                |                               |                                                                    |                           |                              |                                  |                                       |
| <b>27</b> Property used 50% or less in a qualified business use                                                                                                 |                                     |                                                  |                               |                                                                    |                           |                              |                                  |                                       |
|                                                                                                                                                                 |                                     | %                                                |                               |                                                                    |                           | S/L -                        |                                  |                                       |
|                                                                                                                                                                 |                                     | %                                                |                               |                                                                    |                           | S/L -                        |                                  |                                       |
|                                                                                                                                                                 |                                     | %                                                |                               |                                                                    |                           | S/L -                        |                                  |                                       |
| <b>28</b> Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1                                                                     |                                     |                                                  |                               |                                                                    |                           |                              | <b>28</b>                        |                                       |
| <b>29</b> Add amounts in column (i), line 26. Enter here and on line 7, page 1                                                                                  |                                     |                                                  |                               |                                                                    |                           |                              |                                  | <b>29</b>                             |

**Section B - Information on Use of Vehicles**

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

|                                                                                                           | (a)<br>Vehicle |    | (b)<br>Vehicle |    | (c)<br>Vehicle |    | (d)<br>Vehicle |    | (e)<br>Vehicle |    | (f)<br>Vehicle |    |
|-----------------------------------------------------------------------------------------------------------|----------------|----|----------------|----|----------------|----|----------------|----|----------------|----|----------------|----|
| <b>30</b> Total business/investment miles driven during the year ( <b>do not</b> include commuting miles) |                |    |                |    |                |    |                |    |                |    |                |    |
| <b>31</b> Total commuting miles driven during the year                                                    |                |    |                |    |                |    |                |    |                |    |                |    |
| <b>32</b> Total other personal (noncommuting) miles driven                                                |                |    |                |    |                |    |                |    |                |    |                |    |
| <b>33</b> Total miles driven during the year<br>Add lines 30 through 32                                   |                |    |                |    |                |    |                |    |                |    |                |    |
| <b>34</b> Was the vehicle available for personal use during off-duty hours?                               | Yes            | No | Yes            | No | Yes            | No | Yes            | No | Yes            | No | Yes            | No |
| <b>35</b> Was the vehicle used primarily by a more than 5% owner or related person?                       |                |    |                |    |                |    |                |    |                |    |                |    |
| <b>36</b> Is another vehicle available for personal use?                                                  |                |    |                |    |                |    |                |    |                |    |                |    |

**Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees**

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

|                                                                                                                                                                                                                                   | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| <b>37</b> Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?                                                                                         |     |    |
| <b>38</b> Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners. |     |    |
| <b>39</b> Do you treat all use of vehicles by employees as personal use?                                                                                                                                                          |     |    |
| <b>40</b> Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?                                                    |     |    |
| <b>41</b> Do you meet the requirements concerning qualified automobile demonstration use?                                                                                                                                         |     |    |

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.**Part VI** Amortization

| (a)<br>Description of costs                                                           | (b)<br>Date amortization<br>begins | (c)<br>Amortizable<br>amount | (d)<br>Code<br>section | (e)<br>Amortization<br>period or percentage | (f)<br>Amortization<br>for this year |
|---------------------------------------------------------------------------------------|------------------------------------|------------------------------|------------------------|---------------------------------------------|--------------------------------------|
| <b>42</b> Amortization of costs that begins during your 2009 tax year                 |                                    |                              |                        |                                             |                                      |
|                                                                                       |                                    |                              |                        |                                             |                                      |
| <b>43</b> Amortization of costs that began before your 2009 tax year                  |                                    |                              |                        |                                             | <b>43</b>                            |
| <b>44</b> Total. Add amounts in column (f). See the instructions for where to report. |                                    |                              |                        |                                             | <b>44</b>                            |

2009 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

| Asset No | Description                  | Date Acquired | Method | Life | Conv | Line No | Unadjusted Cost Or Basis | Bus % Excl | Section 179 Expense | * Reduction In Basis | Basis For Depreciation | Beginning Accumulated Depreciation | Current Sec 179 Expense | Current Year Deduction | Ending Accumulated Depreciation |
|----------|------------------------------|---------------|--------|------|------|---------|--------------------------|------------|---------------------|----------------------|------------------------|------------------------------------|-------------------------|------------------------|---------------------------------|
| 1        | OFFICE FURNITURE & EQUIPMENT | 11/22/97      | 200DB  | 7.00 |      | HY17    | 1,248.                   |            |                     |                      | 1,248.                 | 1,248.                             |                         | 0.                     | 1,248.                          |
| 2        | OFFICE FURNITURE & EQUIPMENT | 05/27/98      | 200DB  | 7.00 |      | HY17    | 4,829.                   |            |                     |                      | 4,829.                 | 4,829.                             |                         | 0.                     | 4,829.                          |
| 3        | OFFICE FURNITURE & EQUIPMENT | 01/15/99      | 200DB  | 7.00 |      | HY17    | 4,250.                   |            |                     |                      | 4,250.                 | 4,250.                             |                         | 0.                     | 4,250.                          |
| 4        | OFFICE FURNITURE & EQUIPMENT | 08/16/00      | 200DB  | 7.00 |      | HY17    | 6,319.                   |            |                     |                      | 6,319.                 | 6,318.                             |                         | 0.                     | 6,318.                          |
| 5        | OFFICE FURNITURE & EQUIPMENT | 12/28/01      | 200DB  | 7.00 |      | HY17    | 3,901.                   |            |                     |                      | 3,901.                 | 3,776.                             |                         | 125.                   | 3,901.                          |
| 6        | OFFICE FURNITURE & EQUIPMENT | 03/12/02      | 200DB  | 7.00 |      | HY17    | 1,300.                   |            |                     |                      | 1,300.                 | 1,151.                             |                         | 100.                   | 1,251.                          |
| 7        | OFFICE FURNITURE & EQUIPMENT | 06/30/04      | 200DB  | 7.00 |      | HY17    | 12,257.                  |            |                     |                      | 12,257.                | 9,522.                             |                         | 1,094.                 | 10,616.                         |
| 8        | OFFICE FURNITURE & EQUIPMENT | 12/09/05      | 200DB  | 7.00 |      | HY17    | 7,759.                   |            |                     |                      | 7,759.                 | 5,336.                             |                         | 692.                   | 6,028.                          |
| 9        | OFFICE FURNITURE & EQUIPMENT | 12/15/06      | 200DB  | 7.00 |      | HY17    | 3,629.                   |            |                     |                      | 3,629.                 | 2,042.                             |                         | 453.                   | 2,495.                          |
| 10       | OFFICE FURNITURE & EQUIPMENT | 12/31/07      | 200DB  | 7.00 |      | HY17    | 4,313.                   |            |                     |                      | 4,313.                 | 1,672.                             |                         | 755.                   | 2,427.                          |
| 11       | TOLEDO OFFICE BUILDOUT       | 03/04/04      | SL     | 7.00 |      | HY16    | 80,000.                  |            |                     |                      | 80,000.                | 51,429.                            |                         | 11,429.                | 62,858.                         |
| 12       | COMPUTER SOFTWARE            | 09/14/01      | 200DB  | 7.00 |      | HY17    | 322.                     |            |                     |                      | 322.                   | 317.                               |                         | 5.                     | 322.                            |
| 13       | COMPUTER SOFTWARE            | 08/26/05      | 200DB  | 3.00 |      | HY17    | 2,391.                   |            |                     |                      | 2,391.                 | 2,391.                             |                         | 0.                     | 2,391.                          |
| 14       | HP LAPTOP                    | 12/22/09      | 200DB  | 5.00 |      | MC19B   | 1,633.                   |            |                     | 817.                 | 816.                   |                                    |                         | 327.                   | 327.                            |
|          | * TOTAL 990-PF PG 1 DEPR     |               |        |      |      |         | 134,151.                 |            |                     | 817.                 | 133,334.               | 94,281.                            |                         | 14,980.                | 109,261.                        |

928111  
04-24-09

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

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

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| SOURCE                                         | AMOUNT  |
|------------------------------------------------|---------|
| INTEREST FROM VARIOUS INVESTMENTS              | 57,416. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 57,416. |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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| SOURCE                             | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|------------------------------------|--------------|----------------------------|----------------------|
| DIVIDENDS FROM VARIOUS INVESTMENTS | 461,698.     | 0.                         | 461,698.             |
| TOTAL TO FM 990-PF, PART I, LN 4   | 461,698.     | 0.                         | 461,698.             |

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING                   | 31,807.                      | 15,903.                           | .                             | 15,904.                       |
| TO FORM 990-PF, PG 1, LN 16B | 31,807.                      | 15,903.                           |                               | 15,904.                       |

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT MANAGEMENT FEES   | 95,927.                      | 95,927.                           |                               | 0.                            |
| CONSULTANTS                  | 47,477.                      | 36,557.                           |                               | 10,920.                       |
| TO FORM 990-PF, PG 1, LN 16C | 143,404.                     | 132,484.                          |                               | 10,920.                       |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES               | 9,184.                       | 9,184.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 9,184.                       | 9,184.                            |                               | 0.                            |

|             |                |           |   |
|-------------|----------------|-----------|---|
| FORM 990-PF | OTHER EXPENSES | STATEMENT | 6 |
|-------------|----------------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| OFFICE SUPPLIES             | 11,209.                      | 0.                                |                               | 11,209.                       |
| POSTAGE                     | 3,503.                       | 0.                                |                               | 3,503.                        |
| TELEPHONE                   | 7,979.                       | 0.                                |                               | 7,979.                        |
| MISCELLANEOUS EXPENSES      | 5,581.                       | 0.                                |                               | 5,581.                        |
| INSURANCE                   | 1,926.                       | 0.                                |                               | 1,926.                        |
| EQUIPMENT RENTAL & REPAIRS  | 9,915.                       | 0.                                |                               | 9,915.                        |
| TO FORM 990-PF, PG 1, LN 23 | 40,113.                      | 0.                                |                               | 40,113.                       |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE  | FAIR MARKET<br>VALUE |
|-----------------------------------------|-------------|----------------------|
| CORPORATE STOCK                         | 14,983,733. | 17,747,140.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 14,983,733. | 17,747,140.          |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|------------|-------------------|
| CORPORATE BONDS                         | 1,986,609. | 1,882,563.        |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,986,609. | 1,882,563.        |

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------------|------------------|------------|-------------------|
| CERTIFICATES OF DEPOSIT                | FMV              | 1,500,000. | 1,529,351.        |
| HEDGE FUND                             | FMV              | 1,500,000. | 1,660,212.        |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 3,000,000. | 3,189,563.        |

|             |                                                |           |    |
|-------------|------------------------------------------------|-----------|----|
| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 10 |
|-------------|------------------------------------------------|-----------|----|

| DESCRIPTION                        | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
|------------------------------------|---------------------|--------------------------|------------|
| OFFICE FURNITURE & EQUIPMENT       | 1,248.              | 1,248.                   | 0.         |
| OFFICE FURNITURE & EQUIPMENT       | 4,829.              | 4,829.                   | 0.         |
| OFFICE FURNITURE & EQUIPMENT       | 4,250.              | 4,250.                   | 0.         |
| OFFICE FURNITURE & EQUIPMENT       | 6,319.              | 6,318.                   | 1.         |
| OFFICE FURNITURE & EQUIPMENT       | 3,901.              | 3,901.                   | 0.         |
| OFFICE FURNITURE & EQUIPMENT       | 1,300.              | 1,251.                   | 49.        |
| OFFICE FURNITURE & EQUIPMENT       | 12,257.             | 10,616.                  | 1,641.     |
| OFFICE FURNITURE & EQUIPMENT       | 7,759.              | 6,028.                   | 1,731.     |
| OFFICE FURNITURE & EQUIPMENT       | 3,629.              | 2,495.                   | 1,134.     |
| OFFICE FURNITURE & EQUIPMENT       | 4,313.              | 2,427.                   | 1,886.     |
| TOLEDO OFFICE BUILDOUT             | 80,000.             | 62,858.                  | 17,142.    |
| COMPUTER SOFTWARE                  | 322.                | 322.                     | 0.         |
| COMPUTER SOFTWARE                  | 2,391.              | 2,391.                   | 0.         |
| HP LAPTOP                          | 1,633.              | 327.                     | 1,306.     |
| TOTAL TO FM 990-PF, PART II, LN 14 | 134,151.            | 109,261.                 | 24,890.    |

| FORM 990-PF                      | OTHER ASSETS                  | STATEMENT                 | 11                   |
|----------------------------------|-------------------------------|---------------------------|----------------------|
| DESCRIPTION                      | BEGINNING OF<br>YR BOOK VALUE | END OF YEAR<br>BOOK VALUE | FAIR MARKET<br>VALUE |
| REFUNDABLE SECURITY DEPOSIT      | 1,875.                        | 1,875.                    | 1,875.               |
| TO FORM 990-PF, PART II, LINE 15 | 1,875.                        | 1,875.                    | 1,875.               |

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

| NAME AND ADDRESS                                                                      | TITLE AND<br>AVRG HRS/WK    | COMPEN-<br>SATION | EMPLOYEE<br>BEN PLAN CONTRIB | EXPENSE<br>ACCOUNT |
|---------------------------------------------------------------------------------------|-----------------------------|-------------------|------------------------------|--------------------|
| MARY STRANAHAN<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604   | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| KEN ROLLING<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604      | BOARD CHAIR<br>1.00         | 0.                | 0.                           | 0.                 |
| DANIEL STRANAHAN<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604 | SECRETARY/TREASURER<br>1.00 | 0.                | 0.                           | 0.                 |
| LOUIS DELGADO<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604    | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| JIM DICKSON<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604      | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |
| ANA GUERRERO<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604     | DIRECTOR<br>1.00            | 0.                | 0.                           | 0.                 |

|                                                                                       |                                 |          |         |    |
|---------------------------------------------------------------------------------------|---------------------------------|----------|---------|----|
| ABBY STRANAHAN<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604   | VICE CHAIR<br><br>1.00          | 0.       | 0.      | 0. |
| ANN STRANAHAN<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604    | DIRECTOR<br><br>1.00            | 0.       | 0.      | 0. |
| PATTI STRANAHAN<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604  | DIRECTOR<br><br>1.00            | 0.       | 0.      | 0. |
| DAVID BECKWITH<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604   | EXECUTIVE DIRECTOR<br><br>40.00 | 106,712. | 25,506. | 0. |
| NORTHERN TRUST COMPANY<br>PO BOX 804298<br>CHICAGO, IL 60680                          | TRUSTEE<br>1.00                 | 33,962.  | 0.      | 0. |
| SUSAN CHINN<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604      | DIRECTOR<br><br>1.00            | 0.       | 0.      | 0. |
| HENRY RICHARDSON<br>C/O NEEDMOR FUND 42 SOUTH ST.<br>CLAIR STREET<br>TOLEDO, OH 43604 | DIRECTOR<br><br>1.00            | 0.       | 0.      | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII                                          |                                 | 140,674. | 25,506. | 0. |

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FORM 990-PF                      EXPENDITURE RESPONSIBILITY STATEMENT                      STATEMENT 13  
PART VII-B, LINE 5C

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GRANTEE'S NAME

EL PASO INTERRELIGIOUS SPONSORING COMMITTEE

GRANTEE'S ADDRESS1415 DAKOTA DRIVE  
EL PASO, TX 79930

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 15,000.             | 09/15/09             | 7,500.                 | 03/14/10                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

01/09/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

PIMA COUNTY INTERFAITH COUNCIL

GRANTEE'S ADDRESS639 E. SPEEDWAY BOULEVARD  
TUCSON, AZ 85705

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 35,000.             | 06/30/08             | 17,500.                | 08/11/09                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

07/20/09

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

PIMA COUNTY INTERFAITH COUNCIL

GRANTEE'S ADDRESS639 E. SPEEDWAY BOULEVARD  
TUCSON, AZ 85705

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 35,000.             | 07/08/09             | 17,500.                | 03/20/10                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

03/17/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH

GRANTEE'S ADDRESS1508 E. HIGHWAY 83 - STE. C  
WESLACO, TX 78596

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 40,000.             | 07/16/08             | 20,000.                | 07/17/09                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

06/24/09

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH

GRANTEE'S ADDRESS1508 E. HIGHWAY 83 - STE. C  
WESLACO, TX 78596

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 37,500.             | 06/18/09             | 18,750.                | 01/28/10                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

01/25/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH PROJECT

GRANTEE'S ADDRESS1802 EAST THOMAS ROAD, STE. 15  
PHOENIX, AZ 85106

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 17,500.             | 06/06/08             | 8,750.                 | 07/17/09                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

07/09/09

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH PROJECT

GRANTEE'S ADDRESS1802 EAST THOMAS ROAD, STE. 15  
PHOENIX, AZ 85106

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 35,000.             | 07/08/09             | 17,500.                | 03/11/10                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

01/08/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

WEST TEXAS ORGANIZING STRATEGY

GRANTEE'S ADDRESSP.O. BOX 5237  
LUBBOCK, TX 79408

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 30,000.             | 07/08/08             | 15,000.                | 07/17/09                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

07/15/09

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

WEST TEXAS ORGANIZING STRATEGY

GRANTEE'S ADDRESSP.O. BOX 5237  
LUBBOCK, TX 79408

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> | <u>VERIFICATION DATE</u> |
|---------------------|----------------------|------------------------|--------------------------|
| 30,000.             | 07/14/09             | 15,000.                | 03/11/10                 |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

01/08/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

WILLAMETTE VALLET LAW PROJECT - PCUN

GRANTEE'S ADDRESS300 YOUNG STREET  
WOODBURN, OR 97071

| <u>GRANT AMOUNT</u> | <u>DATE OF GRANT</u> | <u>AMOUNT EXPENDED</u> |
|---------------------|----------------------|------------------------|
| 35,000.             | 11/14/09             | 17,500.                |

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

NO REPORTS WERE DUE AS OF FILING

ANY DIVERSION BY GRANTEE

NO REPORTS WERE DUE AS OF FILING

RESULTS OF VERIFICATION

NO REPORTS WERE DUE AS OF FILING

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

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NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

MARY SOBECKI, GRANTS MANAGER  
42 SOUTH ST. CLAIR STREET  
TOLEDO, OH 43604

---

TELEPHONE NUMBER

---

(419) 255-5560

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FORM AND CONTENT OF APPLICATIONS

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NATIONAL LEARNING COMMUNITY APPLICANTS SHOULD COMPLETE THE FOUNDATION'S PRE-APPLICATION INQUIRY FORM, WHICH IS AVAILABLE ON THEIR WEBSITE, BY MAY 31, 2010. WITHIN TWO WEEKS, YOU WILL BE INFORMED WHETHER SUBMISSION OF A FULL PROPOSAL BY YOUR ORGANIZATION IS APPROPRIATE. THE FULL PROPOSAL IS AVAILABLE ON THE FOUNDATION'S WEBSITE. THE FULL PROPOSAL IS DUE BY JUNE 30, 2010. APPLICANTS LOCATED IN THE SOUTHEAST CLUSTER (INCLUDES AL, LA & MS) AND THE SOUTHWEST CLUSTER (INCLUDES AZ, NM & SOUTHERN PARTS OF CA & TX) SHOULD UTILIZE THE SOUTHEAST & SOUTHWEST CLUSTER APPLICATION FORM, WHICH IS AVAILABLE ON THE FOUNDATION'S WEBSITE. THESE APPLICATIONS ARE DUE BY JANUARY 8, 2010.

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ANY SUBMISSION DEADLINES

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SEE ABOVE FOR DEADLINES.

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RESTRICTIONS AND LIMITATIONS ON AWARDS

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NEEDMOR FUND WILL NOT CONSIDER PROPOSALS FOR FUNDING OF THE FOLLOWING: COMMUNITY DEVELOPMENT CORPORATIONS; SCHOLARSHIPS/FELLOWSHIPS; PRIVATE BUSINESSES; DIRECT SERVICE OR TRAINING PROGRAMS; CULTURAL ENRICHMENT PROGRAMS, FILMS, TV OR RADIO PRODUCTIONS; BOOKS, PUBLICATIONS OR RESEARCH; CONFERENCES; CAPITAL IMPROVEMENTS; LITIGATION; PROJECTS OUTSIDE THE U.S.; GOVERNMENT SPONSORED OR CONTROLLED PROJECTS; AND NATIONAL ORGANIZATIONS.

## STATEMENT 15

STATEMENT(S) 15

|                                                                                                      |                                     |           |         |
|------------------------------------------------------------------------------------------------------|-------------------------------------|-----------|---------|
| CENTER FOR COMMUNITY CHANGE<br>1536 U STREET NW WASHINGTON, DC<br>20009                              | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 5,000.  |
| CENTRAL COAST INTERFAITH<br>SPONSERS, INC.<br>95 ALTA VISTA AVENUE<br>WASTSONVILLE, CA 95076         | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| COALITION FOR HUMANE IMMIGRANT<br>RIGHTS LA<br>2533 WEST THIRD STREET SUITE<br>LOS ANGELES, CA 90057 | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |
| COLORADO PROGRESSIVE COALITION<br>1536 U STREET NW WASHINGTON, DC<br>20009                           | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |
| CONCERNED CITIZENS FOR A BETTER<br>TUNICA CO.<br>PO BOX 2249 TUNICA, MS 38676                        | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 25,000. |
| EL PASO INTERRELIGIOUS<br>SPONSORING COMM.<br>7134 ALAMEDA AVENUE EL PASO, TX<br>79915               | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(4) | 15,000. |
| EMPLOYMENT PROJECT<br>3041 BROADWAY NEW YORK, NY<br>10027                                            | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 5,000.  |
| ENLACE COMMUNITARIO<br>320 SW STARK - SUITE 427<br>PORTLAND, OR 97204                                | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 5,000.  |
| GRANITE STATE ORGANIZING PROJECT<br>383 BEECH STREET MANCHESTER, NH<br>03103                         | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |
| GRANTMAKERS CONCERNED<br>IMMIGRANTS/REFUGEES<br>PO BOX 1100 SEBASTOPOL, CA<br>95473                  | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 1,000.  |

|                                                                                                   |                                     |           |         |
|---------------------------------------------------------------------------------------------------|-------------------------------------|-----------|---------|
| GRASSROOTS INST. FOR FUNDRAISING<br>TRAINING<br>1904 FRANKLIN STREET - #705<br>OAKLAND, CA 94612  | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 3,000.  |
| GREATER BOSTON INTERFAITH<br>ORGANIZATION<br>594 COLUMBIA RD SUITE 203<br>DORCHESTER, MA 02125    | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 40,000. |
| HELPING EMPOWER LOCAL PEOPLE,<br>INC.<br>PO BOX 34008 CHARLOTTE, NC<br>28234                      | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| HISPANICS IN PHILANTHROPY<br>200 PINE STREET - SUITE 700<br>SAN FRANCISCO, CA 94104               | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 250.    |
| INLAND CONGREGATIONS UNITED FOR<br>CHANGE<br>1441 NORTH D STREET #208 SAN<br>BERNARDINE, CA 92405 | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| INTERFAITH FUNDERS<br>2719 DENVER AVENUE LONGMONT, CO<br>80503                                    | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 3,000.  |
| JUSTICE ALLIANCE EDUCATION FUND<br>649 STANDER BLVD. STE. B<br>TUKWILA, WA 98188                  | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 40,000. |
| KOREATOWN IMMIGRANT WORKERS<br>ALLIANCE<br>3465 WEST 8TH STREET LOS<br>ANGELES, CA 90005          | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| MIAMI WORKERS CENTER<br>6127 NW 7TH AVENUE MIAMI, FL<br>33127                                     | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| MISSISSIPPI IMMIGRANT RIGHTS<br>ALLIANCE<br>PO BOX 1104 JACKSON, MS 39215                         | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |

|                                                                                                                          |                                  |           |         |
|--------------------------------------------------------------------------------------------------------------------------|----------------------------------|-----------|---------|
| NATIONAL TRAINING & INFORMATION CENTER<br>810 N. MILWAUKEE AVENUE<br>CHICAGO, IL 60642                                   | N/A<br>PROJECT SUPPORT           | 501(C)(3) | 17,500. |
| NAT'L DAY LABORERS ORGANIZING NETWORK<br>675 SOUTH PARK VIEW STREET LOS ANGELES, CA 90057                                | N/A<br>PROJECT SUPPORT           | 501(C)(3) | 5,000.  |
| NEIGHBORHOOD FUNDERS GROUP<br>1301 CONNECTICUT AVENUE<br>WASHINGTON, DC 20036                                            | N/A<br>GENERAL OPERATION SUPPORT | 501(C)(3) | 9,000.  |
| NEW JERSEY REGIONAL COALITION<br>900 HADDON AVENUE COLLINGSWOOD, NJ 08108                                                | N/A<br>GENERAL OPERATION SUPPORT | 501(C)(3) | 30,000. |
| NEW YORK REGIONAL ASSOC. OF GRANTMAKERS<br>79TH FIFTH AVENUE - 4TH FLOOR<br>NEW YORK, NY 10003                           | N/A<br>PROJECT SUPPORT           | 501(C)(3) | 750.    |
| NORTH CAROLINA LATINO COALITION<br>1926 HOLLOWAY STREET DURHAM, NC 27703                                                 | N/A<br>GENERAL OPERATION SUPPORT | 501(C)(3) | 25,000. |
| NORTHERN & CENTRAL LOUISIANA INTERFAITH<br>PO BOX 7553 MONROE, LA 71211                                                  | N/A<br>GENERAL OPERATION SUPPORT | 501(C)(3) | 40,000. |
| NORTHERN LOUISIANA INTERFAITH SPONSORING COMMITTEE<br>PO BOX 7553 MANCHESTER, LA 71211                                   | N/A<br>PROJECT SUPPORT           | 501(C)(3) | 4,000.  |
| NORTHERN LOUISIANA INTERFAITH GREATER JACKSON METRO SPONSORING COMMITTEE - 1170 ELLIS AVENUE SUITE 100 JACKSON, MS 39204 | N/A<br>GENERAL OPERATION SUPPORT | 501(C)(3) | 25,000. |
| NW FEDERATION OF COMMUNITY ORGANIZATIONS<br>1265 S. MAIN STREET SEATTLE, WA 98144                                        | N/A<br>GENERAL OPERATION SUPPORT | 501(C)(3) | 40,000. |

|                                                                                                  |                                     |           |         |
|--------------------------------------------------------------------------------------------------|-------------------------------------|-----------|---------|
| PACIFIC INSTITUTE FOR COMM.<br>ORGANIZATIONS<br>110 MARYLAND AVENUE, NE<br>WASHINGTON , DC 20002 | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 27,500. |
| PEOPLE ACTING IN COMMUNITY<br>TOGETHER<br>1100 SHASTA AVE. SAN JOSE, CA<br>95126                 | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| PIMA COUNTY INTERFAITH COUNCIL<br>639 EAST SPEEDWAY BOULEVARD<br>TUCSON, AZ 85705                | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(4) | 35,000. |
| PUBLIC INTEREST PROJECTS<br>80 BROAD STREET #1600 NEW YORK,<br>NY 10004                          | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 2,000.  |
| SAN ANTONIO COMM. ORGANIZED<br>PUBLIC SVS<br>123 OCTAVIA PLACE SAN ANTONIO,<br>TX 78212          | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |
| SAN FRANCISCO ORGANIZING PROJECT<br>3215 CESAR CHAVEZ STREET SAN<br>FRANCISCO, CA 94110          | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 25,000. |
| SOMOS UN PUEBLO UNIDO<br>1804 ESPINACITIS STREET SANTA<br>FE, NM 87505                           | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |
| SOUTHEASTERN WISCONSIN COMMON<br>GROUND<br>1034 E. OGDEN AVE. MILWAUKEE,<br>WI 53202             | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 25,000. |
| SOUTHERN CALIFORNIA EDUCATION<br>FUND<br>1545 WILSHIRE BOULEVARD, SUIT<br>LOS ANGELES, CA 90017  | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 40,000. |
| SUNFLOWER COMMUNITY ACTION, INC.<br>1528 N BROADWAY WICHITA, KS<br>67214                         | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 25,000. |

|                                                                                         |                                     |           |         |
|-----------------------------------------------------------------------------------------|-------------------------------------|-----------|---------|
| TENANTS & WORKERS UNITED<br>3801 MOUNT VERNON AVENUE<br>ALEXANDRIA, VA 22305            | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 35,000. |
| UNIVERSITY UNITED METHODIST<br>CHURCH<br>4412 S MARYLAND PARKWAY LAS<br>VEGAS, NV 89119 | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 10,000. |
| VALLEY INTERFAITH<br>1508 EAST HIGHWAY 83 #C<br>WESLACO, TX 78596                       | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(4) | 37,500. |
| VALLEY INTERFAITH PROJECT<br>1802 E. THOMAS STREET PHOENIX,<br>AZ 85016                 | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(4) | 35,000. |
| VIRGINIA ORGANIZING PROJECT<br>703 CONCORD AVENUE<br>CHARLOTTESVILLE, VA 22903          | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| VOICE BUFFALO, INC.<br>345 FRANKLIN STREET BUFFALO, NY<br>14202                         | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 20,000. |
| WEST TEXAS ORGANIZING STRATEGY<br>PO BOX 5237 LUBBOCK , TX 79408                        | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(4) | 30,000. |
| WILLAMETTE VALLET LAW PROJECT -<br>PCUN<br>300 YOUNG STREET WOODBURN, OR<br>97071       | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(4) | 35,000. |
| WISDOM<br>3767 EAST UNDERWOOD AVENUE<br>CUDAHY, WI 53110                                | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 30,000. |
| WOODS FUND OF CHICAGO<br>360 NORTH MICHIGAN AVENUE<br>CHICAGO, IL 60601                 | N/A<br>PROJECT SUPPORT              | 501(C)(3) | 3,000.  |

|                                                                                                          |                                     |           |                   |
|----------------------------------------------------------------------------------------------------------|-------------------------------------|-----------|-------------------|
| NATIONAL COMMITTEE FOR<br>RESPONSIVE PHILANTHROPY<br>1331 H STREET, NW, STE. 200<br>WASHINGTON, DC 20005 | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 5,000.            |
| NEW MEXICO ASSOCIATION OF<br>GRANTMAKERS<br>P.O. BOX 9280 SANTE FE, NM<br>87504                          | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 1,000.            |
| ENVIRONMENTAL GRANTMAKERS<br>ASSOCIATION<br>55 EXCHANGE PLACE #405 NEW<br>YORK, NY 10005                 | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 310.              |
| THE SOCIAL INVESTMENT FORUM<br>910 17TH STREET, NW, STE. 1000<br>WASHINGTON, DC 20006                    | N/A<br>GENERAL OPERATION<br>SUPPORT | 501(C)(3) | 900.              |
| GRANTMAKERS FOR EFFECTIVE<br>ORGANIZATIONS<br>1725 DESALES STREET, NW SUITE<br>404 WASHINGTON, DC 20036  | GENERAL OPERATION<br>SUPPORT        | 501(C)(3) | 750.              |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A                                                                   |                                     |           | <u>1,463,960.</u> |