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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 ENCOURAGE, INC.		A Employer identification number 59-2752833
	Number and street (or P O box number if mail is not delivered to street address) 1400 COMPUTER DRIVE		B Telephone number 508-926-2444
	City or town, state, and ZIP code WESTBOROUGH, MA 01581-1790		C If exemption application is pending, check here ☐
			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 109,991.		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	950,000.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	245.	245.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	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	950,245.	245.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	4,688.	0.		4,688.
	b Accounting fees STMT 3	3,000.	0.		3,000.
	c Other professional fees STMT 4	62,936.	404.		62,532.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	11,848.	0.		11,848.
	22 Printing and publications				
	23 Other expenses STMT 5	1,597.	0.		1,597.
	24 Total operating and administrative expenses. Add lines 13 through 23	84,069.	404.		83,665.
	25 Contributions, gifts, grants paid	1,089,850.			1,089,850.
26 Total expenses and disbursements. Add lines 24 and 25	1,173,919.	404.		1,173,515.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<223,674.>				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		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
Assets	1 Cash - non-interest-bearing	165,570.	67,080.	67,080.
	2 Savings and temporary cash investments	118,095.	42,911.	42,911.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	50,000.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	333,665.	109,991.	109,991.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	333,665.	109,991.		
30 Total net assets or fund balances	333,665.	109,991.		
31 Total liabilities and net assets/fund balances	333,665.	109,991.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	333,665.
2 Enter amount from Part I, line 27a	2	<223,674.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	109,991.
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	109,991.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b NONE			
c			
d			
e			

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

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

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	1,439,113.	460,075.	3.127997
2007	891,340.	441,610.	2.018387
2006	350,365.	509,318.	.687910
2005	913,225.	308,750.	2.957814
2004	1,024,815.	208,017.	4.926593

2 Total of line 1, column (d)	2 13.718701
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 2.743740
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 251,146.
5 Multiply line 4 by line 3	5 689,079.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 0.
7 Add lines 5 and 6	7 689,079.
8 Enter qualifying distributions from Part XII, line 4	8 1,173,515.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	0.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	3	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	6a	336.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	6b	
6	Credits/Payments:	6c	
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6d	
b	Exempt foreign organizations - tax withheld at source	7	336.
c	Tax paid with application for extension of time to file (Form 8868)	8	
d	Backup withholding erroneously withheld	9	
7	Total credits and payments. Add lines 6a through 6d	10	336.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	11	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 336. Refunded ☐		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► PAULA MINER, C/O CCR, LLP Telephone no. ► 508-926-2444 Located at ► 1400 COMPUTER DRIVE, SUITE 300, WESTBOROUGH, MA ZIP+4 ► 01581-1790			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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

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 6		0.	0.	0.

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

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

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

0

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Part 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	0.
b	Average of monthly cash balances	1b	254,971.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	254,971.
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	254,971.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,825.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	251,146.
6	Minimum investment return. Enter 5% of line 5	6	12,557.

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	12,557.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,557.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,557.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	12,557.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,173,515.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,173,515.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,173,515.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				12,557.
2 Undistributed income, if any, as of the end of 2009			0.	
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	1,014,418.			
b From 2005	904,649.			
c From 2006	348,203.			
d From 2007	869,374.			
e From 2008	1,416,157.			
f Total of lines 3a through e	4,552,801.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	1,173,515.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				12,557.
e Remaining amount distributed out of corpus	1,160,958.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:	5,713,759.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	1,014,418.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	4,699,341.			
10 Analysis of line 9:				
a Excess from 2005	904,649.			
b Excess from 2006	348,203.			
c Excess from 2007	869,374.			
d Excess from 2008	1,416,157.			
e Excess from 2009	1,160,958.			

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

N/A

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

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

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed
- b** 85% of line 2a
- c** Qualifying distributions from Part XII, line 4 for each year listed
- d** Amounts included in line 2c not used directly for active conduct of exempt activities
- e** Qualifying distributions made directly for active conduct of exempt activities.

[illegible]

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV	Supplementary Information (continued)
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3 Grants and Contributions Paid During the Year or Approved for Future Payment

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)				
a <i>Paid during the year</i>				
SEE STATEMENT 7				
Total				▶ 3a 1089850.
b <i>Approved for future payment</i>				
NONE				
Total				▶ 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	245.		
4 Dividends and interest from securities						
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory						
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		245.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	245.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

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

[illegible]

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

b If "Yes," complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: Edward W. Poitras Date: 3/03/10 Title: Director

Paid Preparer's Use Only	Preparer's signature: <u>[Signature]</u>	Date: <u>02/23/10</u>	Check if self-employed: ☐	Preparer's identifying number: <u>149-14-2333</u>
	Firm's name (or yours if self-employed): <u>CCR LLP</u> address, and ZIP code: <u>1400 COMPUTER DR WESTBOROUGH, MA 01581</u>	EIN: <u> </u> Phone no.: <u>508-926-2200</u>		

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

Name of the organization

Employer identification number

ENCOURAGE, INC.**59-2752833**

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck 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

Employer identification number

ENCOURAGE, INC.

59-2752833

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	EDWARD W. & KAY G. POITRAS 27 LAKE HAMILTON BEACH HAINES CITY, FL 33844-8698	\$ 950,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

SOURCE	AMOUNT
CHARLES SCHWAB & CO., INC.	245.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	245.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.	4,688.	0.		4,688.
TO FM 990-PF, PG 1, LN 16A	4,688.	0.		4,688.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CCR LLP	3,000.	0.		3,000.
TO FORM 990-PF, PG 1, LN 16B	3,000.	0.		3,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CCR LLP - GRANT ADMINISTRATION	62,532.	0.		62,532.
HARVEST CAPITAL MANAGEMENT, INC.	404.	404.		0.
TO FORM 990-PF, PG 1, LN 16C	62,936.	404.		62,532.

FORM 990-PF

OTHER EXPENSES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	38.	0.		38.
FILING FEES	211.	0.		211.
INSURANCE	1,147.	0.		1,147.
MISCELLANEOUS	160.	0.		160.
OFFICE SUPPLIES	41.	0.		41.
TO FORM 990-PF, PG 1, LN 23	1,597.	0.		1,597.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 6

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
EDWARD W. POITRAS 27 LAKE HAMILTON BEACH HAINES CITY, FL 33844	TRUSTEE 1.00	0.	0.	0.
KAY G. POITRAS 27 LAKE HAMILTON BEACH HAINES CITY, FL 33844	TRUSTEE 1.00	0.	0.	0.
THOMAS G. RILEY 2601 BABCOCK ROAD VIENNA, VA 22181	TRUSTEE 1.00	0.	0.	0.
JAY LAUER 3815 SW 6TH PLACE GAINESVILLE, FL 32607	TRUSTEE 1.00	0.	0.	0.
G. COMFORTED KEEN 1209 PARKSIDE DRIVE ORMOND BEACH, FL 32175	TRUSTEE 1.00	0.	0.	0.
DAVID BRYAN 36 SPICEBUSH LANE PAWLEYS ISLAND, SC 29585	TRUSTEE 1.00	0.	0.	0.

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PAULA A. MINER
CCR, LLP, 1400 COMPUTER DRIVE
WESTBOROUGH, MA 01581

CONVENER/TREASURER
3.00

0. 0. 0.

TODD HUNTER
4859 BRADLEY - SUITE 100
BOISE, ID 83714

TRUSTEE
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALPHA USA 2275 HALF DAY ROAD, SUITE 185 BANNOCKBURN, IL 60015	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	30,000.
ANCHOR HOUSE MINISTRIES, INC. 3000 K-VILLE ROAD AUBURNDALE, FL 33823	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	45,000.
ANGLICAN FRONTIER MISSIONS 962 OCEAN BLVD. ATLANTIC BEACH, FL 32233	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.
ANGLICAN MISSION IN THE AMERICAS P.O. BOX 3427 PAWLEYS ISLAND, SC 29585	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	135,000.
ARIEL/A MINISTRY OF PROCLAMATION P.O. BOX 567 PAWLEYS ISLAND, SC 29585	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.
C.S. LEWIS FESTIVAL, INC. P.O. BOX 2026 PETOSKEY, MI 49770	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	12,500.

ENCOURAGE, INC.

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C.S. LEWIS INSTITUTE 8001 BRADDOCK ROAD, SUITE 300 SPRINGFIELD, VA 22151-2110	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	29,500.
CAMP WEED AND THE CERVENY CONFERENCE CENTER 11057 CAMP WEED PLACE LIVE OAK, FL 32060	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	19,200.
CAMP WINGMANN, INC. 3404 WINGMANN ROAD AVON PARK, FL 33825-6226	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	29,100.
CHRIST CHURCH 310 PRINCE CREEK PARKWAY MURRELLS INLET, SC 29576	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	30,000.
CHRIST THE KING SPIRITUAL LIFE CENTER 575 BURTON ROAD GREENWICH, NY 12834	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	30,000.
CHRISTIAN HEALING CENTER, INC. 4170 SOUTH RIDGEWOOD AVENUE PORT ORANGE, FL 32127	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	9,000.
CHURCH ARMY USA P.O. BOX 178 LEETSDALE , PA 15056-0178	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	20,000.
CHURCH OF THE HOLY CHILD 1225 W. GRANADA BLVD. ORMOND BEACH, FL 32174	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	8,780.
COASTAL SCHOOL MINISTRIES P.O. BOX 30329 MYRTLE BEACH, SC 29588	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	25,000.
CONVOCATION OF ANGLICANS IN NORTH AMERICA SUITE E114, 3301 HIDDEN MEADOW DRIVE HERNDON, VA 20171	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	35,000.

ENCOURAGE, INC.

59-2752833

EPISCOPAL CHURCH DIOCESE OF CENTRAL FLORIDA 1017 E. ROBINSON STREET ORLANDO, FL 32801	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	90,000.
EPISCOPAL DIOCESE OF ALBANY 68 SOUTH SWAN STREET ALBANY, NY 12210	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	30,000.
FAITH ALIVE! 431 RICHMOND PLACE, NE ALBUQUERQUE, NM 87106	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	36,235.
FIVE TALENTS INTERNATIONAL P.O. BOX 331 VIENNA, VA 22183	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	65,000.
LA FRONTERA YOUTH MINISTRY EDUCATION, INC. 9208 COSMOS DRIVE EL PASO, TX 79925	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	20,000.
LIVING CHURCH FOUNDATION, INC. P.O. BOX 514036 MILWAUKEE, WI 53203	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.
NARROW GATE FOUNDATION P.O. BOX 267 DUCK RIVER, TN 38454	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	10,000.
OFF THE MAP P.O. BOX 75094 SEATTLE, WA 98175	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	30,000.
OFFICERS' CHRISTIAN FELLOWSHIP 3784 S. INCA STREET ENGLEWOOD, CO 80100-3405	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	38,185.
OSMAN HOPE, INC. P.O. BOX 1327 BRIGHTON, MI 48116	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	25,000.

ROCK THE WORLD YOUTH MISSION ALLIANCE P.O. BOX 43 AMBRIDGE, PA 15003-0043	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	34,600.
RON HUTCHCRAFT MINISTRIES, INC. 5116 SHEPARDS WAY HARRISON, AR 72601	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	50,000.
SAT-7 NORTH AMERICA P.O. BOX 2770 EASTON, MD 21601	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.
SCRIPTURE UNION/USA P.O. BOX 215 VALLEY FORGE, PA 19481-0215	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	40,000.
ST. GREGORY EPISCOPAL SCHOOL 2130 SOUTH CENTRAL PARK AVENUE CHICAGO, IL 60623-3113	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.
ST. PAUL'S CHURCH 174 WHISCONIER ROAD BROOKFIELD, CT 06804	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	7,500.
ST. PIUS V PARISH 1919 S. ASHLAND AVENUE CHICAGO, IL 60608-2994	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	30,250.
TRINITY SCHOOL FOR MINISTRY 311 ELEVENTH STREET AMBRIDGE, PA 15003	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	35,000.
UGANDA CHRISTIAN UNIVERSITY PARTNERS P.O. BOX 38333 DALLAS, TX 75238	NONE GENERAL CHARITABLE PURPOSE	PUBLIC CHARITY	15,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

1,089,850.