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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	37,856	132,672	132,672
	2	Savings and temporary cash investments	1,593,259	640,793	640,793
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____	442,543		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	645,629	☒ 1,195,629	1,324,436
	b	Investments—corporate stock (attach schedule)	2,984,814	☒ 3,077,800	4,651,643
	c	Investments—corporate bonds (attach schedule).	2,839,856	☒ 2,989,856	3,181,835
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	8,543,957	8,036,750	9,931,379	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	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	8,543,957	8,036,750	
	30	Total net assets or fund balances (see page 17 of the instructions)	8,543,957	8,036,750	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	8,543,957	8,036,750	

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 8,543,957
2	Enter amount from Part I, line 27a	2 -68,164
3	Other increases not included in line 2 (itemize) ▶ _____ ☒	3 3,500
4	Add lines 1, 2, and 3	4 8,479,293
5	Decreases not included in line 2 (itemize) ▶ _____ ☒	5 442,543
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6 8,036,750

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)
1 a SALE OF PUBLICLY TRADED SECURITIES				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 1,223,513		1,212,588	10,925	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			10,925	
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	10,925
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 }			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 page 18 of the instructions before making any entries			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	306,405	9,242,551	0 033152
2007	384,051	11,131,593	0 034501
2006	299,142	10,631,999	0 028136
2005	692,841	10,288,993	0 067338
2004	1,247,092	10,262,155	0 121523
2 Total of line 1, column (d).			2 0 284650
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 0 056930
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5.			4 9,874,555
5 Multiply line 4 by line 3.			5 562,158
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 2,964
7 Add lines 5 and 6.			7 565,122
8 Enter qualifying distributions from Part XII, line 4.			8 364,579
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18			

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

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	5,928
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	5,928
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	5,928
6		Credits/Payments			
a		2009 estimated tax payments and 2008 overpayment credited to 2009	6a	10,561	
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	10,561
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	4,633
11		Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 3,000	Refunded ☐	11	1,633

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ DC			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ HTTP //PARDOEFOUNDATION GRANTSMANAGEMENT08.COM	13	Yes	
14	The books are in care of ▶ GMA FOUNDATIONS Telephone no ▶ (617) 426-7080 Located at ▶ 77 SUMMER STREET 8th FLOOR BOSTON MA ZIP+4 ▶ 02110			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	1b		No
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		No
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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions).	☐ Yes	☒ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	5b		
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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>	6b		No
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
2	
3	
4	

Part IX-B

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3.	0

Part X

Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	9,956,024
b	Average of monthly cash balances.	1b	68,905
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	10,024,929
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	10,024,929
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	150,374
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,874,555
6	Minimum investment return. Enter 5% of line 5.	6	493,728

Part XI

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

1	Minimum investment return from Part X, line 6.	1	493,728
2a	Tax on investment income for 2009 from Part VI, line 5.	2a	5,928
b	Income tax for 2009 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,928
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	487,800
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	487,800
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	487,800

Part XII

Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	364,579
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	364,579
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	364,579
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				487,800
2	Undistributed income, if any, as of the end of 2008				
a	Enter amount for 2008 only.			0	
b	Total for prior years 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004.				
b	From 2005. 177,059				
c	From 2006.				
d	From 2007.				
e	From 2008.				
f	Total of lines 3a through e.	177,059			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 364,579				
a	Applied to 2008, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d	Applied to 2009 distributable amount.				364,579
e	Remaining amount distributed out of corpus	0			
5	Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	123,221			123,221
6	Enter the net total of each column as indicated below:				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	53,838			
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 page 27 of the instructions . . .		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions).	0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9	Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	53,838			
10	Analysis of line 9				
a	Excess from 2005. 53,838				
b	Excess from 2006.				
c	Excess from 2007.				
d	Excess from 2008.				
e	Excess from 2009.				

Part XIV

Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

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

THE SAMUEL P PARDOE FOUNDATION
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FLOOR
BOSTON, MA 02110
(617) 426-7080

b

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

Requests for support must include two copies of 1) the two-page Proposal Cover Sheet, available online or from the Foundation office (include three copies), 2) a description of the proposed project and the staff who will carry it out, 3) a description of the evaluation process for the project, 4) a budget for the proposed project, with an indication of amounts already received and other sources of support, 5) a list of officers and directors, 6) evidence of tax-exempt status under sections 501(c)(3) and 509(a) of the Internal Revenue Code (include only one copy), 7) a copy of audited financial reports for the previous two years and a copy of the most recent 990 tax form

c

Any submission deadlines

Applications may be submitted at any time before Monday, January 18, 2011

d

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

Grantmaking is limited to organizations located within or serving the Lakes Region of New Hampshire, with a priority focus on Laconia The Foundation's interests include education, land and resource management, and social services There is a particular interest in programs that provide opportunities for disadvantaged persons, especially children The Foundation does not fund endowments, individual scholarships, loans, deficits, sectarian religious or political activities, or advertising Grants are not made to individuals Grants for operating expenses are normally excluded The Foundation prefers to fund specific projects, programs, capital improvements and equipment purchases programs, capital improvements and equipment purchases

Part XV

Supplementary Information (continued)

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 Paid during the year See Additional Data Table				
Total			▶ 3a	337,685
b Approved for future payment				
Total			▶ 3b	0

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 (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	338,419	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	10,925	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Security Litigation Proceeds			14	2,535	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e). .		0		351,879	0
13 Total. Add line 12, columns (b), (d), and (e).			13		351,879

[illegible]

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge				
*****		2011-03-23	*****	
Signature of officer or trustee		Date	Title	
Paid Preparer's Use Only	Preparer's Signature  ALFONSO PERILLO	Date 2011-03-23	Check if self-employed 	Preparer's identifying number (see Signature on page 30 of the instructions)
	Firm's name (or yours if self-employed), address, and ZIP code Edelstein and Company LLP 160 Federal Street 9th Floor Boston, MA 021101772		EIN 	
			Phone no (617) 227-6161	

Additional Data

Software ID: 09000028
Software Version: 2009.05070
EIN: 52-1660757
Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

Form 990PF Part VIII Line 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
CHARLES H PARDOE II	PRESIDENT 3 00	0	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
SPENCER PARDOE BALLOU	SECRETARY 2 00	2,500	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
CHARLES E PARDOE	TREASURER 2 00	3,500	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
P BRUCE PARDOE	Vice president 2 00	3,500	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				
ELIZABETH PARDOE GRAY	TRUSTEE 2 00	1,750	0	0
C/O GMA FOUNDATIONS 77 SUMMER STREET 8TH FL BOSTON,MA 02110				

Form 990PF Part XV Line 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 Paid during the year				
AMERICAN SOCIETY FOR THE PREVENTION OF CRUELTY TO ANIMALS520 8TH AVE FLOOR 7 NEW YORK,NY 10018	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
CHILD AND FAMILY SERVICES464 CHESTNUT ST PO BOX 448 MANCHESTER,NH 03105	NONE	501(C)(3)	PROGRAM SUPPORT	7,500
COURT APPOINTED SPECIAL ADVOCATES OF NHPO BOX 1327 MANCHESTER,NH 03105	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
FRIENDS OF THE VINALHAVEN PUBLIC LIBRARYPO BOX 223 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
GENESIS BEHAVIORAL HEALTH111 CHURCH STREET LACONIA,NH 03246	NONE	501(C)(3)	PROGRAM SUPPORT	5,450
HUMANE SOCIETY OF THE UNITED STATESDEPT GAIT04 2100 L ST NW WASHINGTON,DC 20037	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
ISLAND COMMUNITY MEDICAL CENTERPO BOX 812 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,500
ISLAND INSTITUTE386 MAIN STREET PO BOX 648 ROCKLAND,ME 04841	NONE	501(C)(3)	PROGRAM SUPPORT	500
LACONIA SCHOOL DISTRICTPO BOX 309 LACONIA,NH 03246	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
LAKE WINNIPESAUKE ASSOCIATIONPO BOX 1624 MEREDITH,NH 03253	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
LAKES REGION PLANNING COMMISSION103 MAIN STREET STE3 MEREDITH,NH 03253	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
LAST CHANCE FOR ANIMALS8033 SUNSET BLVD STE 835 LOS ANGELES,CA 90046	NONE	501(C)(3)	PROGRAM SUPPORT	500
LIFEFLIGHT FOUNDATIONPO BOX 899 CAMDEN,ME 04843	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
LIVE IT LEARN IT1439 PENNSYLVANIA AVE SE WASHINGTON,DC 20003	NONE	501(C)(3)	PROGRAM SUPPORT	4,500
MAYMONT FOUNDATION1700 HAMPTON STREET RICHMOND,VA 23220	NONE	501(C)(3)	PROGRAM SUPPORT	3,000
Total  3a				337,685

Form 990PF Part XV Line 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 Paid during the year				
NEW HAMPSHIRE LAKES ASSOCIATION INC84 SILK FARM ROAD CONCORD,NH 03301	NONE	501(C)(3)	PROGRAM SUPPORT	8,000
NEW HAMPSHIRE PRESERVATION ALLIANCEPO BOX 268 CONCORD,NH 03302	NONE	501(C)(3)	PROGRAM SUPPORT	2,500
NEW HAMPSHIRE RIVERS COUNCIL 54 PORTSMOUTH STREET CONCORD,NH 03301	NONE	501(C)(3)	PROGRAM SUPPORT	6,000
NORTHERN KENYA FUND9690 DEERCO ROAD TIMONIUM,MD 21093	NONE	501(C)(3)	PROGRAM SUPPORT	5,000
PARTNERS IN ISLAND EDUCATION PO BOX 664 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	500
PLUSTIME NH160 DOVER ROAD SUITE ONE CHICHESTER,NH 03258	NONE	501(C)(3)	PROGRAM SUPPORT	16,000
PRESCOTT CONSERVANCY INC77 SUMMER STREET 8TH FLOOR BOSTON,MA 02110	NONE	501(C)(3)	PROGRAM SUPPORT	220,500
ST THOMAS' DAY SCHOOL3602 HAWTHORNE AVE RICHMOND,VA 23222	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
THE TIDES FOUNDATIONPRESIDIO BUILDING 1014 SAN FRANCISCO,CA 94129	NONE	501(C)(3)	PROGRAM SUPPORT	10,000
THOMPSON-AMES HISTORICAL SOCIETYPO BOX 7404 GILFORD,NH 03247	NONE	501(C)(3)	PROGRAM SUPPORT	2,235
VINALHAVEN ELDER CARE SERVICESPO BOX 624 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	500
VINALHAVEN FIREFIGHTERS ASSOCIATIONPO BOX 815 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	500
VINALHAVEN HISTORICAL SOCIETYPO BOX 339 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
VINALHAVEN LAND TRUSTPO BOX 268 VINALHAVEN,ME 04863	NONE	501(C)(3)	PROGRAM SUPPORT	1,000
VIRGINIA CONGRESS OF PARENTS & TEACHERS1600 W LABURNUM AVENUE RICHMOND,VA 23227	NONE	501(C)(3)	PROGRAM SUPPORT	2,000
Total  3a				337,685

Form 990PF Part XV Line 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 Paid during the year				
WORLD WILDLIFE FUND INC1250 24TH ST NW WASHINGTON,DC 20037	NONE	501(C)(3)	PROGRAM SUPPORT	500
Total  3a				337,685

TY 2009 Accounting Fees Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING EXPENSE	4,600	4,600		0

TY 2009 General Explanation Attachment**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS**EIN:** 52-1660757

Identifier	Return Reference	Explanation
STATEMENT OF AMENDMENT	FORM 990-PF	FOR THE YEARS ENDED JUNE 30, 2005 AND 2006, THE FOUNDATION MADE BELOW MARKET LOANS (0% INTEREST) OF \$249,000 AND \$386,000, RESPECTIVELY, TO PRESCOTT CONSERVANCY TO BUILD ITS ENVIRONMENT EDUCATION CENTER IN NEW HAMPSHIRE THESE LOANS WERE CONSIDERED PROGRAM-RELATED INVESTMENTS AND WERE TAKEN AS QUALIFYING DISTRIBUTIONS IN EACH OF THE RESPECTIVE YEARS DURING THE YEAR ENDED JUNE 30, 2007, THE FOUNDATION WAS REPAID \$192,457 RESULTING IN A NOTE RECEIVABLE OF \$442,543 FOR THE YEARS ENDING JUNE 30, 2007 - 2009 DURING THE YEAR ENDED JUNE 30,2010, THE FOUNDATION FORGAVE THE \$442,543 DEBT TO PRESCOTT CONSERVANCY THE DEBT FORGIVENESS WAS INCORRECTLY REPORTED AS A GRANT IN PART XV OF THE ORIGINALLY FILED RETURN, AND HAS BEEN PROPERLY REPORTED AS OTHER CHANGES IN NET ASSETS IN PART III OF THE AMENDED RETURN CONSEQUENTLY, THIS HAS ALSO CHANGED THE QUALIFYING DISTRIBUTION AMOUNTS IN PARTS XII AND XIII OF THE AMENDED FORM 990-PF

TY 2009 Investments Corporate Bonds Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS - SUNTRUST BANK	2,989,856	3,181,835

**TY 2009 Investments Corporate
Stock Schedule**

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS
EIN: 52-1660757

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK - SUNTRUST BANK	3,077,800	4,651,643

TY 2009 Investments Government Obligations Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

US Government Securities - End of

Year Book Value:

1,195,629

US Government Securities - End of

Year Fair Market Value:

1,324,436

State & Local Government Securities - End of Year Book

Value:

0

State & Local Government Securities - End of Year Fair

Market Value:

0

TY 2009 Other Decreases Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Description	Amount
FORGIVENESS OF PRI DEBT TAKEN AS QUALIFYING DISTRIBUTIONS ON PRIOR RETURNS	442,543

TY 2009 Other Expenses Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Description	Revenue and Expenses per Books	Net Invest ment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE EXPENSE	544	0		544
Dues & membership	1,825	0		1,825
SITE VISITS	383	0		383
STATE FILING FEES	75	0		75

TY 2009 Other Income Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Description	Revenue And Expenses Per Books	Net Invest ment Income	Adjusted Net Income
Security Litigation Proceeds	2,535	2,535	2,535

TY 2009 Other Increases Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Description	Amount
VOIDED CHECK #1804 TO A TRUSTEE WHICH WAS ISSUED IN FY09	3,500

TY 2009 Other Professional Fees Schedule**Name:** SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS**EIN:** 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOUNDATION MANAGEMENT	12,562	628		11,934
PORTFOLIO MANAGEMENT	44,212	44,212		0

TY 2009 Taxes Schedule

Name: SAMUEL P PARDOE FOUNDATION CO GMA FOUNDATIONS

EIN: 52-1660757

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	399	399		0