Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, 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

Name of foundation
GRAND CIRCLE FOUNDATION, INC.

A Employer identification number
04-3175434

Number and street (or P O box number if mail is not delivered to street address) Room/suite
347 CONGRESS STREET

B Telephone number
617-790-3974

City or town, state, and ZIP code
BOSTON, MA 02210

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 904,770.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(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	3,092,804.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	16,312.	16,312.		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	3,109,116.	16,312.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages	353,667.	0.		0.
15 Pension plans, employee benefits	34,374.	0.		0.
16a Legal fees				
b Accounting fees STMT 2	13,877.	0.		0.
c Other professional fees STMT 3	22,678.	0.		0.
17 Interest				
18 Taxes STMT 4	28,946.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	737.	0.		0.
22 Printing and publications	82,889.	0.		0.
23 Other expenses STMT 5	384,965.	0.		57,979.
24 **Total operating and administrative expenses.** Add lines 13 through 23	922,133.	0.		57,979.
25 Contributions, gifts, grants paid	2,071,369.			2,071,369.
26 **Total expenses and disbursements.** Add lines 24 and 25	2,993,502.	0.		2,129,348.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	115,614.			
b **Net investment income** (if negative, enter -0-)		16,312.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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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			
	2 Savings and temporary cash investments	283,139.	383,713.	383,713.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 320,000. Less allowance for doubtful accounts ▶	525,000.	320,000.	320,000.
	5 Grants receivable	-3,210.	37,951.	37,951.
	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	45,230.	21,833.	21,833.
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 7)	127,940.	141,273.	141,273.
	16 **Total assets** (to be completed by all filers)	978,099.	904,770.	904,770.
Liabilities	17 Accounts payable and accrued expenses		6,399.	
	18 Grants payable	525,000.	320,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ ACCRUED EXPENSES)	12,500.	22,158.	
	23 **Total liabilities** (add lines 17 through 22)	537,500.	348,557.	
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 ▶ [X] 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	440,599.	556,213.	
	30 **Total net assets or fund balances**	440,599.	556,213.	
	31 **Total liabilities and net assets/fund balances**	978,099.	904,770.	

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	440,599.
2	Enter amount from Part I, line 27a	2	115,614.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	556,213.
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	556,213.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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))
2009	1,826,234.	779,619.	2.342470
2008	1,186,312.	726,127.	1.633753
2007	1,210,270.	527,803.	2.293034
2006	3,720,848.	384,148.	9.685975
2005	2,720,289.	1,500,908.	1.812429

2	**Total** of line 1, column (d)	2	17.767661
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	3.553532
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	511,762.
5	Multiply line 4 by line 3	5	1,818,563.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	163.
7	Add lines 5 and 6	7	1,818,726.
8	*Enter qualifying distributions from Part XII, line 4*	8	2,129,348.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	163.
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	163.
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	163.
6 Credits/Payments				
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a	23.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	100.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	123.
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	40.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X	

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

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

Website address ▶ WWW.GRANDCIRCLEFOUNDATION.ORG

14 The books are in care of ▶ PEGGY MAGUIRE Telephone no ▶617-790-3974

Located at ▶GCT, 347 CONGRESS STREET, BOSTON, MA ZIP+4 ▶02210

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 22 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 2010 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 2010.)*	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 2010?		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 | | X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRIET R. LEWIS GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	CHAIRPERSON 5.00	0.	0.	0.
ALAN E. LEWIS GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	CHAIRMEN 3.00	0.	0.	0.
MARTHA PRYBYLO GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	VICE PRESIDENT 5.00	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
MAURY PETERSON - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON, MA	37.50	106,821.	10,648.	0.
BETH IBRAHIM - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON, MA	37.50	58,591.	2,927.	0.

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
GENUINE INTERACTIVE, INC 500 HARRISON AVENUE, BOSTON, MA 02118	WEBSITE DEVELOPMENT AND SUPPORT	17,000.
PERLMAN & PERLMAN LLP - 1855 W. BASELINE ROAD, SUITE 250, MESA, AZ 85202	LEGAL FEES	14,100.
CCR LLP 1400 COMPUTER DRIVE, WESTBOROUGH, MA 01581	ACCOUNTING/AUDIT	12,677.
JASON ALBINO C/O THE PROJECT SOLUTION 1160 ALABAMA STREET, SAN FRANCISCO, CA 94110	DATABASE CONSULTING	10,860.
PAMELA SCHWEPPE 8 SUMMIT STREET, MAYNARD, MA 01754	FREELANCE COPYWRITING SERVICES	10,200.
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.

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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	289,960.
c	Fair market value of all other assets		1c	229,595.
d	**Total** (add lines 1a, b, and c)		1d	519,555.
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	519,555.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	7,793.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	511,762.
6	**Minimum investment return.** Enter 5% of line 5		6	25,588.

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	25,588.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 163.		
b	*Income tax for 2010 (This does not include the tax from Part VI)*	2b		
c	Add lines 2a and 2b		2c	163.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	25,425.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	25,425.
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	25,425.

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	2,129,348.
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	2,129,348.
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	163.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,129,185.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				25,425.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010				
a From 2005 2,645,921.				
b From 2006 3,701,837.				
c From 2007 1,183,942.				
d From 2008 1,150,148.				
e From 2009 1,787,329.				
f Total of lines 3a through e	10,469,177.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,129,348.				
a Applied to 2009, 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 2010 distributable amount				25,425.
e Remaining amount distributed out of corpus	2,103,923.			
5 Excess distributions carryover applied to 2010 (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:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,573,100.			
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 2009 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				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 2005 not applied on line 5 or line 7	2,645,921.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	9,927,179.			
10 Analysis of line 9				
a Excess from 2006 3,701,837.				
b Excess from 2007 1,183,942.				
c Excess from 2008 1,150,148.				
d Excess from 2009 1,787,329.				
e Excess from 2010 2,103,923.				

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 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 ***Information Regarding Foundation Managers:***

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

NONE

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

NONE

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

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

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

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)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENTS	N/A		GENERAL	2,071,369.
Total			▶ 3a	2,071,369.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,312.	
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.		16,312.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 16,312.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date | 8/30/11 Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Melinda Toffy	Melinda Toffy	8/17/11		

Firm's name ▶ WTAS LLC | Firm's EIN ▶

Firm's address ▶ 125 HIGH STREET, 16TH FLOOR
BOSTON, MA 02110 | Phone no (617) 292-8400

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

2010

Name of the organization	**Employer identification number**
GRAND CIRCLE FOUNDATION, INC.	04-3175434

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization: GRAND CIRCLE FOUNDATION, INC.

Employer identification number: 04-3175434

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GRAND CIRCLE TRAVEL 347 CONGRESS STREET BOSTON, MA 02210	$ 2,081,712.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	HUGH THURNAUER 1622 MENDELSSOHN DRIVE WESTLAKE, OH 44145	$ 5,010.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	MR & MRS ROBERT MAPEL 1459 GALAXY DR NEWPORT BEACH, CA 92660	$ 10,250.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
4	MR CHARLES ROTH 7575 PELICAN BAY BLVD APT 1204 NAPLES, FL 34108	$ 10,020.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
5	BILL CAMPANA 16 SPRUCE STREET CLIFTON PARK, NH 12065	$ 10,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
6	MR ROY PARSONS 31 MONTEREY PINE DR NEWPORT COAST, CA 92657	$ 8,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: GRAND CIRCLE FOUNDATION, INC.

Employer identification number: 04-3175434

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	MR & MRS WILLIAM CONNER W4138 BIRCH RD FOND DU LAC, WI 54937	$ 8,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
8	MR DAVID P IHLE 512 FRANCIS AVE HUDSON, WI 54016	$ 7,600.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
9	MR RICHARD THOMAS 313 TUNA LN OCEAN CITY, MD 21842	$ 7,140.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
10	RODGER KOLLMORGEN 73-1423 IHUMOE STREET KAILUA-KONA, HI 96740	$ 6,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
11	MS AILEEN ROBERTSON 16075 PARQUE LN NAPLES, FL 34110	$ 5,510.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
12	FUMIKO HOEFT 1332 WRIGHT LOOP SAN FRANCISCO, CA 94129	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: GRAND CIRCLE FOUNDATION, INC.

Employer identification number: 04-3175434

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	HERVE SARTEAU 1705 EMERSON AVENUE S MINNEAPOLIS, MN 55403	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
14	PROF THOMAS KLEIN 19917 TONTOGANY CREEK RD BOWLING GREEN, OH 43402	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
15	MS LINDA MACLACHLAN 5509 INVERCHAPEL RD SPRINGFIELD, VA 22151	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
16	MS CONSTANCE M BRUNE 8419 OAK PARK DR APT C INDIANAPOLIS, IN 46227	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
17	MISS KRISTINA TESTER 5137 QUEEN AVE S MINNEAPOLIS, MN 55410	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
18	MS RUTH KUPFER 175 SUMMER AVE READING, MA 01867	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: GRAND CIRCLE FOUNDATION, INC.

Employer identification number: 04-3175434

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	MR. TOMMY WILSON 201 SOUTH WILSON ST BROOK, IN 47922	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
20	MS LILA FOSTER 61 NANEPASHEMET ST MARBLEHEAD, MA 01945	$ 5,000.	Person [X] 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.)

GRAND CIRCLE FOUNDATION, INC. 04-3175434

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

SOURCE	AMOUNT
INTEREST INCOME	16,312.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	16,312.

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	13,877.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	13,877.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING	22,678.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	22,678.	0.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL	28,946.	0.		0.
TO FORM 990-PF, PG 1, LN 18	28,946.	0.		0.

GRAND CIRCLE FOUNDATION, INC. 04-3175434

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA FILING FEES	250.	0.		250.
EMPLOYEE TRAINING	1,600.	0.		0.
OFFICE EXPENSE	7,867.	0.		0.
POSTAGE	18,979.	0.		0.
MEMBERSHIP/DUES	4,189.	0.		0.
ANNUAL REPORT	85,385.	0.		0.
MARKETING	85,264.	0.		0.
DATABASE	16,100.	0.		0.
FOUNDATION ANNUAL DINNER	24,245.	0.		0.
SPONSORSHIP	39,625.	0.		0.
MEALS AND ENTERTAINMENT	1,482.	0.		0.
CORPORATE FEES	14,369.	0.		0.
BANK & CREDIT CARD FEES	22,735.	0.		0.
UTILITIES	734.	0.		0.
ADMINISTRATIVE EXPENSES	4,412.	0.		0.
NEW GENERATION LEADERS PROGRAM	57,729.	0.		57,729.
TO FORM 990-PF, PG 1, LN 23	384,965.	0.		57,979.

FOOTNOTES STATEMENT 6

THE BEGINNING BALANCE SHEET WAS RESTATED AS A RESULT OF AN AUDIT COMPLETED POST THE FILING OF THE 2009 TAX RETURN.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LOAN TO ALLWORLD NETWORK	127,940.	141,273.	141,273.
TO FORM 990-PF, PART II, LINE 15	127,940.	141,273.	141,273.

Address	Description		Amount	Status	Purpose	Relationship
USA	Alzheimers Association	$	50	Public	General	None
USA	Arthritis Foundation	$	50	Public	General	None
USA	Boston Higashi School	$	125	Public	General	None
USA	Golf for Cancer	$	500	Public	General	None
USA	MSPCA	$	60	Public	General	None
USA	Pan Mass Challenge	$	75	Public	General	None
USA	Rebuilding Together Boston	$	250	Public	General	None
USA	National Leadership Training	$	200	Public	General	None
USA	Dana Farber Marathon Challenge	$	8,826	Public	General	None
USA	Pan Mass Challenge	$	9,829	Public	General	None
USA	APDA	$	850	Public	General	None
USA	Elizabeth Stone House	$	175	Public	General	None
USA	Run to Home Base	$	250	Public	General	None
USA	American Heart Association	$	175	Public	General	None
USA	Hole in the Wall Gang	$	1,450	Public	General	None
USA	Pan Mass Challenge	$	50	Public	General	None
USA	Childrens Hospital	$	100	School	General	None
USA	Combined Jewish Philanthropies	$	26	Public	General	None
USA	Jimmy Fund	$	25	Public	General	None
USA	Leukemia and Lymphoma Society	$	100	Public	General	None
USA	National MS Society	$	950	Public	General	None
USA	North Shore 5k Cancer Walk	$	100	Public	General	None
USA	Pelotonia	$	100	Public	General	None
USA	Relay for Life	$	50	Public	General	None
USA	Susan G Komen for the Cure	$	50	Public	General	None
USA	Access	$	5,000	Public	General	None
USA	BOPAL	$	5,000	Public	General	None
USA	Good Sports	$	5,000	Public	General	None
USA	Stand up for Kids	$	5,000	Public	General	None
USA	Youth Connect	$	5,000	Public	General	None
Laos	Laos Community Service Event	$	1,495	Public	General	None
Thailand	Thailand Community Service	$	1,520	Public	General	None
Vietnam	Vietnam Community Service	$	800	Public	General	None
Thailand	Don Chum Village	$	1,730	Public	General	None
Cambodia	Krorvan School	$	1,453	School	General	None
Laos	Baan Kia Luang Primary School	$	1,380	School	General	None
Thailand	Bangkok Community Service	$	2,000	Public	General	None
Israel	Lakia Community Service Event	$	500	Public	General	None
Ecuador	Ecuador Com Service	$	1,702	Public	General	None
Ecuador	Ecuador Com Service	$	1,800	Public	General	None
Ecuador	Ecuador Com Service	$	1,800	Public	General	None
Ecuador	Ecuador Com Service	$	280	Public	General	None
Ireland	Ireland - Community Service	$	365	Public	General	None
Hong Kong	Hong Kong Com Service	$	1,073	Public	General	None
Tunisia	Tunisia Com Service	$	700	Public	General	None
Morroco	Morocco Com Service	$	823	Public	General	None
Egypt	Egypt Com Service	$	1,476	Public	General	None
USA	Local Community Service	$	24,960	Public	General	None
China	Guang Ming	$	2,000	School	General	None
China	Shao Ping Dian Primary	$	2,000	School	General	None
China	Dickey Orphanage	$	2,000	Public	General	None
China	Huo Kou Primary School	$	3,000	School	General	None
Fiji	Sigatoka School	$	2,000	School	General	None
Italy	Santa Maria Del Pieta	$	3,000	School	General	None
Central Europe	Ancient Stabiae	$	3,000	School	General	None
Thailand	Baan Mae Yang	$	1,000	School	General	None

Thailand	Mahamakut	$	2,000	School	General	None
Thailand	Mahachulalongkorn	$	2,000	School	General	None
Thailand	Baan Pu On Ka	$	3,000	School	General	None
Thailand	Baan Boonyapark	$	3,000	School	General	None
Thailand	Baan Don Chum Primary	$	3,000	School	General	None
Slovakia	MS Gessayova	$	2,000	School	General	None
Slovakia	MS Haanova	$	2,000	School	General	None
Slovakia	MS Strecnianska	$	2,000	School	General	None
Peru	Pachar School	$	2,000	School	General	None
Peru	Pucruto School	$	2,000	School	General	None
Peru	Yanamono Clinic	$	2,000	Public	General	None
Guatemala	Escuela San Luis Pueblo	$	3,000	School	General	None
Mexico	Josefa Ortiz School	$	2,000	School	General	None
Panama	Benigno Higuera San Carlos	$	2,000	School	General	None
Turkey	Kasim Ilkogretim	$	1,000	School	General	None
Turkey	Ahmet Ergun Ilkogretim Okulu	$	1,000	School	General	None
Turkey	Akburun Village School	$	2,000	School	General	None
Turkey	Alaaddin Ilkogretim Okulu	$	1,000	School	General	None
Turkey	Ataturk Primary School	$	2,000	School	General	None
Turkey	Belenbasi School	$	2,000	School	General	None
Turkey	Gobeller Ilkogretim Okulu	$	1,000	School	General	None
Turkey	Haci Bektas High School	$	2,000	School	General	None
Turkey	Haci Bektas Veli Primary School	$	2,000	School	General	None
Turkey	Hacibektas Girls Vocational School	$	1,000	School	General	None
Turkey	Ephesus	$	3,000	Public	General	None
Slovenia	Anton Tomaz Linhart School	$	3,000	School	General	None
Croatia	Kantrida Elementary	$	2,000	School	General	None
Chile	Artisans From Chiloe	$	1,000	Public	General	None
Argentina	La Conception School	$	2,000	School	General	None
Ecuador	Sinamune Orchestra	$	2,000	School	General	None
Namibia	Jacob Basson Primary School	$	1,000	School	General	None
Russia	St Petersburg Music School	$	2,964	School	General	None
Namibia	Jacob Basson Primary School	$	2,350	School	General	None
Italy	CF Aprililie Corleone	$	1,000	School	General	None
Laos	Baan Kia Luang Primary School	$	1,000	School	General	None
Egypt	Valley of the Kings	$	3,000	Public	General	None
Egypt	El Sadat Primary School	$	1,000	School	General	None
Egypt	Quena Primary School	$	1,000	School	General	None
Egypt	Worker City Primary School	$	1,000	School	General	None
Croatia	Antun Masle (reverse from 2009)	$	(3,000)	School	General	None
India	Adarsh Bal Vidhya Mandir School	$	1,640	School	General	None
India	Saini Adarsh Vidhya Mandir	$	6,700	School	General	None
Chile	Quel Quel School (Chile)	$	1,300	School	General	None
China	Chinese Bikes - Africa	$	4,500	Public	General	None
Israel	Al Bayrouni School	$	1,205	School	General	None
China	Dickey Orphanage	$	395	Public	General	None
China	Huo Kou Primary School	$	50	School	General	None
China	Shao Ping Dian Primary	$	455	School	General	None
Italy	Santa Maria Del Pieta	$	75	School	General	None
Central Europe	Ancient Stabiae	$	30	School	General	None
Vietnam	Minh Tu Orphanage	$	4,000	Public	General	None
Cambodia	Krorvan School	$	1,210	School	General	None
Ecuador	Sinamune Orchestra	$	200	School	General	None
Thailand	Baan Don Chum Primary	$	250	School	General	None
Thailand	Baan Boonyapark	$	145	School	General	None
Fiji	Sigatoka School	$	100	School	General	None
Vietnam	Minh Tu Orphanage	$	3,225	Public	General	None

Peru	Villa Marcelo	$	1,125	School	General	None
Peru	Pachar School	$	605	School	General	None
Costa Rica	San Francisco School	$	1,509	School	General	None
Panama	Vaquilla School	$	2,260	School	General	None
Guatemala	San Luis Pueblo	$	70	School	General	None
Mexico	Josefa Ortiz de Dominguez School	$	125	School	General	None
Turkey	Ataturk Primary School	$	254	School	General	None
Turkey	Akburun Village School	$	150	School	General	None
Argentina	La Conception School	$	226	School	General	None
Tanzania	Bashay School	$	7,386	School	General	None
Tanzania	Nija Panda	$	425	School	General	None
Namibia	Jacob Basson Primary School	$	1,350	School	General	None
Tanzania	Banjika	$	2,700	School	General	None
Tanzania	Kambi Ya Nyoka	$	400	School	General	None
Ecuador	Sinamune Orchestra	$	325	School	General	None
Israel	Al Bayrouni School	$	300	School	General	None
Ecuador	Sinamune Orchestra	$	880	School	General	None
Egypt	Valley of the Kings	$	25	Public	General	None
Vietnam	Minh Tu Orphanage	$	1,969	Public	General	None
Peru	Villa Marcelo	$	2,400	School	General	None
New Zealand	Kaito Funds Returned	$	(10,999)	School	General	None
India	India Funds Returned	$	(8,848)	School	General	None
India	India Reclass from School	$	(1,242)	School	General	None
Chile	Quel Quel School	$	26	School	General	None
Vietnam	Minh Tu Orphanage	$	477	Public	General	None
Peru	Villa Marcelo	$	1,919	School	General	None
Vietnam	Minh Tu Orphanage	$	78	Public	General	None
China	Guang Ming	$	1,933	School	General	None
China	Di Ji Orphanage	$	1,933	Public	General	None
China	Di Ji Orphanage	$	515	Public	General	None
Kenya	Amboseli Primary School	$	4,319	School	General	None
Chile	Quel Quel School	$	425	School	General	None
Chile	Quel Quel School	$	407	School	General	None
Argentina	La Conception School	$	767	School	General	None
Chile	Quel Quel School	$	430	School	General	None
Argentina	La Conception School	$	768	School	General	None
Peru	Villa Marcelo	$	1,300	School	General	None
Chile	Quel Quel School	$	428	School	General	None
Chile	Quel Quel School	$	134	School	General	None
Chile	Quel Quel School	$	800	School	General	None
Cambodia	Krorvan School	$	1,762	School	General	None
Argentina	La Conception School	$	767	School	General	None
Thailand	Baan Boonyapark	$	3,893	School	General	None
Tanzania	Shanga River School	$	708	School	General	None
New Zealand	Kaito School	$	994	School	General	None
Argentina	La Conception School	$	654	School	General	None
New Zealand	Kaito School	$	998	School	General	None
Morroco	Dar Et Taleb	$	1,067	School	General	None
Morroco	Dar Et Taleb	$	933	School	General	None
Tanzania	Shanga River School	$	272	School	General	None
Zimbabwe	Wilderness School	$	43,050	School	General	None
India	Ramsingh Pur	$	1,013	School	General	None
India	Ramsingh Pur	$	612	School	General	None
Egypt	Egypt Sewing Village	$	5,000	Public	General	None
Thailand	Don Chum Village	$	2,000	Public	General	None
Peru	Raqchi School Shanty Town (Gutsy Leader)	$	1,000	Public	General	None
Costa Rica	Costa Rica - Micro Farm	$	13,000	Public	General	None

Peru	Peru - Rebuilding Peruvian Homes	$	24,257	Public	General	None
Egypt	Egypt Sewing Village	$	2,326	Public	General	None
Israel	Young Bedoiun Lakia	$	7,000	Public	General	None
USA	West End house Boys and Girls Club	$	78,666	Public	General	None
USA	West End House Girls Camp	$	65,000	Public	General	None
USA	Greater Boston Food Bank	$	60,000	Public	General	None
USA	City on a Hill	$	235,000	Public	General	None
USA	Artists For Humanity	$	48,500	Public	General	None
USA	Summer Search	$	45,000	Public	General	None
USA	Year Up	$	35,000	Public	General	None
USA	Big sister Association	$	50,000	Public	General	None
USA	Pan Mass Challenge	$	6,000	Public	General	None
USA	Community Servings	$	7,225	Public	General	None
USA	Pan Mass Challenge (water stop)	$	5,000	Public	General	None
USA	Rebuilding Together Boston	$	22,000	Public	General	None
USA	AIDS Action Committee Event	$	2,000	Public	General	None
USA	The Food Project	$	2,000	Public	General	None
USA	Little Brothers Friends of the Elderly	$	2,000	Public	General	None
USA	American Red Cross (Haiti Relief)	$	545,603	Public	General	None
USA	Amnesty international	$	1,000	Public	General	None
USA	American Diabetes Association	$	3,000	Public	General	None
USA	UNICEF	$	2,000	Public	General	None
USA	Beth Israel Deconess	$	1,000	Public	General	None
USA	APDA	$	2,500	Public	General	None
USA	Building impact - social leadership	$	20,000	Public	General	None
USA	Hearth - Social Leadership	$	2,500	Public	General	None
USA	MetroLacrosse - social leadership	$	2,500	Public	General	None
USA	Philanthropy Roundtable	$	1,000	Public	General	None
USA	Brookline Mental Health Center	$	5,000	Public	General	None
USA	Healing Hands Organization	$	2,000	Public	General	None
USA	Beth Israel Deconess	$	27,500	Public	General	None
USA	Combined Jewish Philantrhopies	$	100,000	Public	General	None
USA	Jewish Community Center of Greater Boston	$	2,800	Public	General	None
USA	Friends of the IDF	$	100,000	Public	General	None
USA	Jewish Family and Children's Services	$	10,000	Public	General	None
USA	Street Safe	$	500	Public	General	None
USA	NUSEA	$	50,000	Public	General	None
USA	AMEX Social Venture Network	$	2,750	Public	General	None
USA	Kensington Social Library	$	1,000	Public	General	None
USA	Children's Hospital	$	500	Public	General	None
USA	Esplanade Association	$	25,000	Public	General	None
USA	Com Ave Tree Lighting	$	20,000	Public	General	None
USA	South End Baseball / Astro's	$	20,500	Public	General	None
USA	New England Center for Homeless Veterans	$	10,000	Public	General	None
USA	Neurofibramatosis Inc.	$	25,000	Public	General	None
USA	Huntington Theater Co.	$	55,000	Public	General	None
USA	Globe Santa	$	1,000	Public	General	None
USA	Boston Initiative to Advance Human Rights	$	1,000	Public	General	None
USA	The Vilna Shul	$	1,000	School	General	None
USA	Telstar firewroks display	$	4,000	Public	General	None
USA	Town of Kensington (maintenance for park)	$	8,000	Public	General	None
USA	Squash Engine Inc.	$	1,000	Public	General	None
USA	WBUR 90.9	$	1,000	Public	General	None
USA	Museum of Fine Arts - Boston	$	10,900	Public	General	None
		$	2,071,369			

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No. 1545-1709

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

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

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

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

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

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

Type or print		
File by the due date for filing your return. See instructions	Name of exempt organization GRAND CIRCLE FOUNDATION, INC.	**Employer identification number** 04-3175434
	Number, street, and room or suite no. If a P.O. box, see instructions. 347 CONGRESS STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02210	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ PEGGY MAGUIRE GCT, 347 CONGRESS STREET - BOSTON, MA 02210
  Telephone No. ▶ 617-790-3974 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2010 or
▶ [ ] tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 100.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 100.

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

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

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

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

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

Type or print

File by the extended due date for filing your return See instructions

Name of exempt organization: GRAND CIRCLE FOUNDATION, INC.

Employer identification number: 04-3175434

Number, street, and room or suite no. If a P.O. box, see instructions.: 347 CONGRESS STREET

City, town or post office, state, and ZIP code. For a foreign address, see instructions.: BOSTON, MA 02210

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

• The books are in the care of ▶ PEGGY MAGUIRE GCT, 347 CONGRESS STREET - BOSTON, MA 02210

Telephone No. ▶ 617-790-3974 FAX No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2011.

5 For calendar year 2010 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**8a**	$ 100.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	**8b**	$ 100.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**8c**	$ 0.

Signature and Verification

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

Signature ▶ Title ▶ CHAIRMEN Date ▶

023842
01-24-11