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 , 2010, and ending , 20

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: YAWKEY FOUNDATION

A Employer identification number: 13-2890749

Number and street (or P O box number if mail is not delivered to street address): 990 WASHINGTON STREET

Room/suite: 315

B Telephone number (see page 10 of the instructions): (781) 329-7470

City or town, state, and ZIP code: DEDHAM, MA 02026

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)* ▶ $ 60,401,483.

J Accounting method [ ] Cash [ ] Accrual
[X] Other (specify) MODIFIED CASH
(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) (see page 11 of the instructions))*

		(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 (attach schedule)	0.			
2	Check ▶ [X] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	1,444.	1,444.		ATCH 1
4	Dividends and interest from securities	1,760,773.	1,760,773.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,723,977.			
b	Gross sales price for all assets on line 6a 14,145,198.				
7	Capital gain net income (from Part IV, line 2)		1,723,977.		
8	Net short-term capital gain				
9	Income modifications			1,304.	
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	30,300.	30,300.		ATCH 3
12	**Total.** Add lines 1 through 11	3,516,494.	3,516,494.	1,304.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0.			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 4	22,630.	796.	0.	21,834.
b	Accounting fees (attach schedule) ATCH 5	23,975.	11,048.	0.	12,927.
c	Other professional fees (attach schedule) *	270,398.	270,398.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) **	151,051.	1,051.		
19	Depreciation (attach schedule) and depletion	1,630.	1,630.		
20	Occupancy				
21	Travel, conferences, and meetings	11,940.	689.		11,251.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	545,239.	242,090.		303,149.
24	**Total operating and administrative expenses.** Add lines 13 through 23	1,026,863.	527,702.	0.	349,161.
25	Contributions, gifts, grants paid	2,516,106.			2,516,106.
26	**Total expenses and disbursements** Add lines 24 and 25	3,542,969.	527,702.	0.	2,865,267.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-26,475.			
b	**Net investment income** (if negative, enter -0-)		2,988,792.		
c	**Adjusted net income** (if negative, enter -0-)			1,304.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	66,753.	54,733.	54,733.
	2 Savings and temporary cash investments	1,397,276.	1,244,494.	1,244,494.
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	7,474.	5,669.	5,669.
	10 a Investments - U S and state government obligations (attach schedule) **	2,897,637.	829,547.	829,547.
	b Investments - corporate stock (attach schedule) ATCH 10	45,367,080.	45,748,143.	45,748,143.
	c Investments - corporate bonds (attach schedule) ATCH 11	4,553,712.	6,447,264.	6,447,264.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶	12,388.		
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 12	0.	4,467,582.	4,467,582.
	14 Land, buildings, and equipment basis ▶ 1,604,051.			
	Less accumulated depreciation (attach schedule) ▶	1,604,051.	1,604,051.	1,604,051.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	55,906,371.	60,401,483.	60,401,483.
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.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	45,906,371.	50,401,483.	
	25 Temporarily restricted	10,000,000.	10,000,000.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	55,906,371.	60,401,483.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	55,906,371.	60,401,483.	

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	55,906,371.
2	Enter amount from Part I, line 27a	2	-26,475.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	4,521,587.
4	Add lines 1, 2, and 3	4	60,401,483.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	60,401,483.

**ATCH 9

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	SEE PART IV SCHEDULE			
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				
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	1,723,977.
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))
2009	2,625,943.	46,770,454.	0.056145
2008	3,140,206.	58,884,179.	0.053329
2007			
2006			
2005			

2	**Total** of line 1, column (d)	2	0.109474
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	0.054737
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	53,335,469.
5	Multiply line 4 by line 3	5	2,919,424.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	29,888.
7	Add lines 5 and 6	7	2,949,312.
8	Enter qualifying distributions from Part XII, line 4	8	2,865,267.

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 VI Excise 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 ruling 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	59,776.
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	
3	Add lines 1 and 2	3	59,776.
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	59,776.
6	Credits/Payments		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 159,258.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	159,258.
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	99,482.
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 99,482. **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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ 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?	4b		X
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 page 19 of the instructions) ▶ MASSACHUSETTS AND NEW YORK			
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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.YAWKEYFOUNDATIONS.ORG

14 The books are in care of ▶ WILLIAM B. GUTFARB Telephone no ▶ 781-329-7470

Located at ▶ 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA ZIP + 4 ▶ 02026-6719

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

			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 ▶ CAYMAN ISLANDS

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? ATTCH 18 ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ATTCH 18 ☒ 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)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 page 22 of the instructions.)	2b		X
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.)*	3b		X
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

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

		Yes	No
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)? **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? ☐ 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? **7b**		X

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
ATTACHMENT 14		0.	0.	0.

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		0.	0.	0.

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
ATTACHMENT 15		669,396.
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** (see page 24 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 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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	54,090,732.
b	Average of monthly cash balances	1b	56,952.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	54,147,684.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	54,147,684.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	812,215.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	53,335,469.
6	**Minimum investment return.** Enter 5% of line 5	6	2,666,773.

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	2,666,773.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	59,776.		
b	Income tax for 2010. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	59,776.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	2,606,997.
4	Recoveries of amounts treated as qualifying distributions			4	1,304.
5	Add lines 3 and 4			5	2,608,301.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,608,301.

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	2,865,267.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,865,267.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,865,267.

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 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				2,608,301.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005 — 0.				
b From 2006 — 0.				
c From 2007 — 0.				
d From 2008 — 229,700.				
e From 2009 — 299,459.				
f Total of lines 3a through e	529,159.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,865,267.				
a Applied to 2009, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	0.			
d Applied to 2010 distributable amount				2,608,301.
e Remaining amount distributed out of corpus	256,966.			
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	786,125.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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 2009 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
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) (see page 27 of the instructions)				
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	786,125.			
10 Analysis of line 9				
a Excess from 2006 — 0.				
b Excess from 2007 — 0.				
c Excess from 2008 — 229,700.				
d Excess from 2009 — 299,459.				
e Excess from 2010 — 256,966.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
2a 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 page 28 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))

N/A

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.

N/A

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

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				
ATTACHMENT 17			ATTACHMENT 17	2,516,106.
Total ▶ **3a**				2,516,106.
b Approved for future payment				
ATTACHMENT 16			ATTACHMENT 16	9,359
Total ▶ **3b**				9,359.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	1,762,217.	
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			01	30,300.	
8 Gain or (loss) from sales of assets other than inventory			18	1,723,977.	
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)				3,516,494.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 3,516,494.

(See worksheet in line 13 instructions on page 29 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) (See page 29 of the instructions)

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		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

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: James P. Healey | Date: 5/13/11 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
William Jordan		5/13/11		P00748652

Firm's name ▶ ERNST & YOUNG US LLP — Firm's EIN ▶ 34-656596

Firm's address ▶ 200 CLARENDON STREET BOSTON, MA 02116-5072 — Phone no 617-266-2000

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: YAWKEY FOUNDATION

Employer identification number: 13-2890749

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a						

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,723,977.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	1,723,977.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			1,723,977.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			1,723,977.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of.
a The loss on line 15, column (3) **or** b $3,000 . . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if·*

- *Either line 14b, col (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2010 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
YAWKEY FOUNDATION

Employer identification number
13-2890749

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a PUBLICLY HELD SECURITIES			14,070,198.	12,407,909.	1,662,289.
TEXAS & LOUISIANA PROPERTY			75,000.	10,758.	64,242.
FOREIGN CURRENCY				2,554.	-2,554.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 1,723,977.

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SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2010

Name of estate or trust: YAWKEY FOUNDATION

Employer identification number: 13-2890749

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2009 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,723,977.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2009 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	1,723,977.

YAWKEY FOUNDATION 13-2890749

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY HELD SECURITIES PROPERTY TYPE: SECURITIES				P		
14070198.		12407909.					1,662,289.	
		TEXAS & LOUISIANA PROPERTY PROPERTY TYPE: REAL ESTATE				D		
75,000.		10,758.					64,242.	
		FOREIGN CURRENCY PROPERTY TYPE: OTHER				P		
		2,554.					-2,554.	
TOTAL GAIN(LOSS)							1,723,977.	

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEMPORARY CASH INVESTMENTS INTEREST	1,444.	1,444.
TOTAL	1,444.	1,444.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND INCOME	1,363,811.	1,363,811.
INTEREST INCOME	396,962.	396,962.
TOTAL	1,760,773.	1,760,773.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITIES LITIGATION SETTLEMENT INCOME	17,684.	17,684.
ROYALTY INCOME	12,616.	12,616.
TOTALS	30,300.	30,300.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
BINGHAM MCCUTCHEN LLP	796.	796.		
PATTERSON, BELKNAP, WEBB, TYLE	21,834.			21,834.
TOTALS	22,630.	796.	0.	21,834.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ERNST & YOUNG LLP	23,975.	11,048.		12,927.
TOTALS	23,975.	11,048.	0.	12,927.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STATE STREET - INV CUSTODIAL	103,502.	103,502.
EUROPEAN INVESTORS INC	59,365.	59,365.
COLUMBIA MANAGEMENT	45,635.	45,635.
RUTABAGA CAPITAL MANAGEMENT	28,831.	28,831.
LOOMIS SAYLES & CO	16,849.	16,849.
MORGAN STANLEY SMITH BARNEY	15,466.	15,466.
VANGUARD	750.	750.
TOTALS	270,398.	270,398.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REAL ESTATE TAXES	1,051.	1,051.
FEDERAL EXCISE TAXES	150,000.	
TOTALS	151,051.	1,051.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BTMC MANAGEMENT SERVICES	506,529.	233,409.	273,120.
DIRECTORS & OFFICERS INSURANCE	15,191.	7,000.	8,191.
PROPERTY MANAGEMENT SERVICES	14,096.		14,096.
YAWKEY WILDLIFE CENTER TOURS	5,775.		5,775.
FILING FEES	1,750.	806.	944.
POSTAGE AND SHIPPING	621.	286.	335.
BANK FEES	487.	225.	263.
MEETINGS EXPENSES	577.	265.	311.
TELEPHONE EXPENSES	78.	36.	42.
OTHER EXPENSES	135.	63.	72.
TOTALS	545,239.	242,090.	303,149.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
U.S. OBLIGATIONS-ATTACHMENT 9A	2,897,637.	829,547.	829,547.
US OBLIGATIONS TOTAL	2,897,637.	829,547.	829,547.

Yawkey Foundation I | 13-2890749
Form 990-PF
Part II, Line 10a, Investments - US and State Gov't Obligations

Shares / Par Value	Security Name	Security Description	Cost	Market Value
106,000	FEDERAL NATL MTG ASSN	4.375% 15 Sep 2012	$ 113,946	$ 112,733
86,000	FEDERAL NATL MTG ASSN	5.25% 15 Sep 2016	96,901	98,454
33,000	UNITED STATES TREAS BDS	4.5% 15 May 2038	34,844	34,000
61,706	UNITED STATES TREAS BDS	2% 15 Jan 2026	55,222	65,520
63,000	UNITED STATES TREAS NTS	3.5% 15 Feb 2018	69,113	66,273
34,000	UNITED STATES TREAS NTS	4.625% 15 Nov 2016	37,453	38,300
75,000	US TREASURY N/B	3.625% 15 Feb 2020	82,216	77,836
61,000	US TREASURY N/B	2.125% 31 May 2015	61,925	61,972
33,000	US TREASURY N/B	4.25% 15 May 2039	34,327	32,510
45,000	US TREASURY N/B	4.375% 15 May 2040	48,663	45,218
45,000	US TREASURY N/B	1% 31 Aug 2011	45,086	45,227
112,000	US TREASURY N/B	1.5% 30 Nov 2015	108,662	108,842
45,000	WI TREASURY SEC	2.875% 15 Aug 2020	44,522	42,662
	Total		**$ 832,880**	**$ 829,547**

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE STOCK-ATTACHMENT 10A	45,367,080.	45,748,143.	45,748,143.
TOTALS	45,367,080.	45,748,143.	45,748,143.

Yawkey Foundation I
Form 990-PF
Part II, Line 10b, Investments, Corporate Stock

13-2890749

Shares / Par Value	Security Name	Security Description	Cost	Market Value
4,600	ABBOTT LABORATORIES	COMMON STOCK NPV	$ 196,234	$ 220,386
3,430	ACCENTURE PLC CL A	COMMON STOCK USD.25E 05	158,170	166,321
17,900	ACCO BRANDS CORP	COMMON STOCK USD.01	54,458	152,508
16,200	AEON MALL CO LTD	COMMON STOCK	374,825	435,436
7,800	ALTRIA GROUP INC	COMMON STOCK USD.333	105,350	192,036
5,000	AMERICAN EXPRESS CO	COMMON STOCK USD.2	121,118	214,600
2,300	ARCHER DANIELS	PREFERRED STOCK 06/41 6.25	85,009	89,309
1,300	ARCTIC CAT INC	COMMON STOCK USD.01	5,573	19,032
3,550	ARTHUR J GALLAGHER + CO	COMMON STOCK USD1.	105,563	103,234
110,000	ASCENDAS INDIA TRUST	REIT NPV	36,995	79,856
325,000	ASIAN PROPERTY DEVE FOREIGN	COMMON STOCK THB1. A	66,476	62,531
17,425	AT+T INC	COMMON STOCK USD1.	409,770	511,947
3,300	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1	111,977	152,724
4,300	BELDEN INC	COMMON STOCK USD.01	81,138	158,326
1,000	BHP BILLITON LTD SPON ADR	ADR	42,791	92,920
900	BLACKROCK INC	COMMON STOCK USD.01	154,869	171,522
7,500	BRIGGS + STRATTON	COMMON STOCK USD.01	114,489	147,675
14,250	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1	329,069	377,340
7,300	BRUNSWICK CORP	COMMON STOCK USD.75	101,587	136,802
2,125	CANON INC SPONS ADR	ADR	104,321	109,098
77,400	CAPITALAND LTD	COMMON STOCK NPV	250,468	224,155
1,300	CATHAY GENERAL BANCORP	COMMON STOCK USD.01	21,657	21,710
232,900	CENTRAL PATTANA PUB CO FOREI	COMMON STOCK THB1. A	148,790	206,670
62,319	CFS RETAIL PROPERTY TRUST	REIT NPV	82,047	112,429
4,175	CHEVRON CORP	COMMON STOCK USD.75	152,849	380,969
140,544	CHINA OVERSEAS LAND + INVEST	COMMON STOCK HKD.1	225,636	259,984
15,000	CHINA RESOURCES LAND LTD	COMMON STOCK HKD.1	28,536	27,400
7,200	CHIQUITA BRANDS INTL	COMMON STOCK USD.01	93,759	100,944
1,425	CHUBB CORP	COMMON STOCK USD1.	49,320	84,987
32,000	CITY DEVELOPMENTS LTD	COMMON STOCK NPV	302,414	313,743
1,025	COCA COLA CO/THE	COMMON STOCK USD.25	4,131	67,414
4,716	COGNEX CORP	COMMON STOCK USD.002	62,313	138,745
1,800	CONOCOPHILLIPS	COMMON STOCK USD.01	137,477	122,580
28,000	DAIWA HOUSE INDUSTRY CO LTD	COMMON STOCK	378,198	344,541
2,200	DEERE + CO	COMMON STOCK USD1.	71,203	182,710
2,100	DIAGEO PLC SPONSORED ADR	ADR	123,964	156,093
1,850	DOVER CORP	COMMON STOCK USD1.	62,025	108,133
3,625	DU PONT (E.I.) DE NEMOURS	COMMON STOCK USD.3	156,424	180,815
4,000	EATON VANCE CORP	COMMON STOCK USD.00390625	71,029	120,920
2,725	EMERSON ELECTRIC CO	COMMON STOCK USD.5	97,699	155,788
4,000	ENCANA CORP	COMMON STOCK NPV	106,820	116,480
4,500	ENERSYS	COMMON STOCK USD.01	71,095	144,540
625	ENTERGY CORP	COMMON STOCK USD.01	43,859	44,269
9,400	EXXON MOBIL CORP	COMMON STOCK NPV	150,001	687,328
1,575	FIRSTENERGY CORP	COMMON STOCK USD.1	73,226	58,307
6,000	FRED S INC CLASS A	COMMON STOCK NPV	75,751	82,560
2,826	FRONTIER COMMUNICATIONS CORP	COMMON STOCK USD.25	26,322	27,497
14,600	GENERAL ELECTRIC CO	COMMON STOCK USD.06	330,013	267,034
2,400	GENERAL MILLS INC	COMMON STOCK USD.1	61,088	85,416
6,900	GEORGIA GULF CORP	COMMON STOCK USD.01	119,211	166,014
38,460	GPT GROUP	REIT NPV	104,032	115,905
17,000	GREAT LAKES DREDGE + DOCK CO	COMMON STOCK USD.0001	73,990	125,290

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120,000	GUANGZHOU R+F PROPERTIES H	COMMON STOCK CNY.25	208,758	171,657
91,900	HANG LUNG PROPERTIES LTD	COMMON STOCK HKD1.	269,124	429,729
3,250	HJ HEINZ CO	COMMON STOCK USD.25	150,688	160,745
5,750	HOME DEPOT INC	COMMON STOCK USD.05	188,921	201,595
3,750	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.	122,989	199,350
76,000	HONGKONG LAND HOLDINGS LTD	COMMON STOCK USD.1	349,650	548,720
107,976	HYSAN DEVELOPMENT CO	COMMON STOCK HKD5.0	289,760	508,374
300	HYUNDAI DEPT STORE CO	COMMON STOCK KRW5000.0	33,846	36,876
1,500	ILLINOIS TOOL WORKS	COMMON STOCK USD.01	77,855	80,100
16,375	INTEL CORP	COMMON STOCK USD.001	335,971	344,366
3,300	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	312,460	484,308
1,575	INTL FLAVORS + FRAGRANCES	COMMON STOCK USD.125	65,347	87,554
27,072	ISHARES MSCI BRAZIL INDEX FUND	ISHARES MSCI BRAZIL	1,999,934	2,095,373
1,250	JM SMUCKER CO/THE	COMMON STOCK NPV	55,828	82,063
7,800	JOHN BEAN TECHNOLOGIES CORP	COMMON STOCK USD.01	128,076	157,014
5,225	JOHNSON + JOHNSON	COMMON STOCK USD1.	344,324	323,166
10,000	JPMORGAN CHASE + CO	COMMON STOCK USD1.	295,219	424,200
61,057	KEPPEL LAND LTD	COMMON STOCK NPV	161,892	228,776
73,762	KERRY PROPERTIES LTD	COMMON STOCK HKD1.	338,938	384,293
2,500	KIMBERLY CLARK CORP	COMMON STOCK USD1.25	124,045	157,600
203,400	LIFESTYLE INTL HLDGS LTD	COMMON STOCK HKD.005	302,915	500,804
800	LINEAR TECHNOLOGY CORP	COMMON STOCK USD.001	20,026	27,672
23,500	LIONBRIDGE TECHNOLOGIES INC	COMMON STOCK USD.01	42,176	86,715
2,700	LITTELFUSE INC	COMMON STOCK USD.01	58,933	127,062
3,000	MATTEL INC	COMMON STOCK USD1.	75,768	76,290
4,750	MCDONALD S CORP	COMMON STOCK USD.01	145,339	364,610
1,425	MCGRAW HILL COMPANIES INC	COMMON STOCK USD1.	45,432	51,884
2,500,000	MEGAWORLD CORP	COMMON STOCK PHP1.	134,620	141,520
14,250	MERCK + CO. INC.	COMMON STOCK USD.01	452,243	513,570
4,000	MEREDITH CORP	COMMON STOCK USD1.	197,645	138,600
4,800	METLIFE INC	COMMON STOCK USD.01	270,306	213,312
15,100	MICROSOFT CORP	COMMON STOCK USD.00000625	404,750	421,592
3,700	MINE SAFETY APPLIANCES CO	COMMON STOCK NPV	84,794	115,181
14,500	MITSUBISHI ESTATE CO LTD	COMMON STOCK	362,110	269,244
20,000	MITSUI FUDOSAN CO LTD	COMMON STOCK	475,837	399,236
10,400	MODINE MANUFACTURING CO	COMMON STOCK USD.625	44,341	161,200
5,000	MORGAN STANLEY	COMMON STOCK USD.01	118,265	136,050
59,272	MORGAN STANLEY CHINA A SHARE F	MORGAN STANLEY CHINA A SHARE	1,999,995	1,621,089
1,150	MURPHY OIL CORP	COMMON STOCK USD1.	45,439	85,733
13,900	MYERS INDUSTRIES INC	COMMON STOCK NPV	140,746	135,386
1,525	NATIONAL FUEL GAS CO	COMMON STOCK USD1.	79,271	100,071
1,100	NEXTERA ENERGY INC	COMMON STOCK USD.01	69,388	57,189
2,375	NORDSTROM INC	COMMON STOCK NPV	69,126	100,653
2,150	NORFOLK SOUTHERN CORP	COMMON STOCK USD1.	88,265	135,063
3,025	NORTHERN TRUST CORP	COMMON STOCK USD1.667	145,225	167,615
2,925	NUCOR CORP	COMMON STOCK USD.4	127,204	128,174
1,650	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2	96,142	161,865
1,625	P G + E CORP	COMMON STOCK NPV	71,685	77,740
22,400	PACIFIC SUNWEAR OF CALIF	COMMON STOCK USD.01	103,046	121,408
1,425	PARKER HANNIFIN CORP	COMMON STOCK USD.5	40,408	122,978
3,200	PEOPLE S UNITED FINANCIAL	COMMON STOCK USD.01	52,012	44,832
1,100	PEPSICO INC	COMMON STOCK USD.017	50,179	71,863

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17,800	PFIZER INC	COMMON STOCK USD.05	370,945	311,678
6,900	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	218,271	403,857
2,675	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5.	136,045	162,426
1,425	PPL CORPORATION	COMMON STOCK USD.01	44,790	37,506
4,750	PROCTER + GAMBLE CO/THE	COMMON STOCK USD1.	275,394	305,568
2,050	PUBLIC SERVICE ENTERPRISE GP	COMMON STOCK NPV	86,586	65,211
2,775	RAYTHEON COMPANY	COMMON STOCK USD.01	117,246	128,594
7,900	REGIS CORP	COMMON STOCK USD.05	126,398	131,140
440,000	ROBINSONS LAND CO	COMMON STOCK PHP1.	150,817	163,707
6,650	ROYAL DUTCH SHELL PLC ADR	ADR	327,652	444,087
6,500	SCHAWK INC	COMMON STOCK USD.008	46,054	133,770
1,575	SEMPRA ENERGY	COMMON STOCK NPV	77,484	82,656
93,800	SHANGRI LA ASIA LTD	COMMON STOCK HKD1.	248,508	254,601
3,525	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.	170,158	295,219
7,100	SOLUTIA INC	COMMON STOCK USD.01	37,092	163,868
2,375	SONOCO PRODUCTS CO	COMMON STOCK NPV	57,274	79,966
133,900	SP SETIA BHD	COMMON STOCK MYR.75	193,477	258,377
2,500	SPECTRUM BRANDS HOLDINGS INC	COMMON STOCK USD.01	71,564	77,925
3,650	STAPLES INC	COMMON STOCK USD.0006	81,765	83,111
61,740	STOCKLAND	REIT NPV	172,351	227,832
2,200	T ROWE PRICE GROUP INC	COMMON STOCK USD.2	59,474	141,988
3,410	TARGET CORP	COMMON STOCK USD.0833	175,354	205,043
2,900	TEXAS INSTRUMENTS INC	COMMON STOCK USD1.	69,912	94,250
4,100	THOR INDUSTRIES INC	COMMON STOCK USD.1	106,632	139,236
6,300	TIME WARNER INC	COMMON STOCK USD.01	133,066	202,671
1,600	TJX COMPANIES INC	COMMON STOCK USD1.	44,919	71,024
27,000	TOKYU LAND CORP	COMMON STOCK	227,679	135,824
2,200	TRANSOCEAN LTD	COMMON STOCK CHF15.0	186,837	152,922
10,000	UNUM GROUP	COMMON STOCK USD.1	156,249	242,200
8,000	US BANCORP	COMMON STOCK USD.01	195,496	215,760
329,766	VANGUARD DEVELOPED MARKETS IND	VANGUARD DEVELOPED MKT INST	4,478,216	3,291,060
216,058	VANGUARD EMERGING MARKETS STOC	VANGUARD EMRG MK STK INDX IS	5,574,878	6,550,871
197,550	VANGUARD GROWTH INDEX FUND	VANGUARD GROWTH INDEX FD INS	5,000,000	6,242,592
11,775	VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1	399,982	421,310
2,675	WAL MART STORES INC	COMMON STOCK USD.1	132,351	144,263
4,275	WASTE MANAGEMENT INC	COMMON STOCK USD.01	102,998	157,619
16,300	WAUSAU PAPER CORP	COMMON STOCK NPV	133,349	140,343
6,400	WELLS FARGO + CO	COMMON STOCK USD1.666	178,253	198,336
3,800	WERNER ENTERPRISES INC	COMMON STOCK USD.01	63,216	85,880
225,000	WING TAI HOLDINGS LTD	COMMON STOCK NPV	365,671	296,827
	Total		$ 39,576,782	$ 45,748,143

ATTACHMENT 11

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS-ATTACHMENT 11A	4,553,712.	6,447,264.	6,447,264.
TOTALS	4,553,712.	6,447,264.	6,447,264.

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Shares / Par Value	Security Name	Security Description	Cost	Market Value
20,000	AES CORP	7.75% 15 Oct 2015	$ 20,000	$ 21,350
5,000	AES CORP	8% 15 Oct 2017	5,000	5,288
40,000	AGILENT TECHNOLOGIES INC	6.5% 01 Nov 2017	39,840	44,334
5,000	AK STEEL CORP	7.625% 15 May 2020	5,000	5,013
20,000	ALBERTSONS INC	7.5% 15 Feb 2011	20,475	20,025
15,000	ALCOA INC	5.95% 01 Feb 2037	13,979	14,059
20,000	ALCOA INC	6.15% 15 Aug 2020	21,254	20,538
50,000	ALLY FINANCIAL INC	6.25% 01 Dec 2017	49,301	50,000
40,000	ALTRIA GROUP INC	4.125% 11 Sep 2015	39,830	41,823
19,725	AMER AIRLN PT TRST 09 1A	10.375% 02 Jul 2019	19,725	23,275
67,000	AMERICAN EXPRESS CR CORP	7.3% 20 Aug 2013	68,119	75,500
10,000	AMERICAN TOWER CORP	4.5% 15 Jan 2018	9,992	9,913
12,000	AMERICAN TOWER CORP	4.625% 01 Apr 2015	11,984	12,536
25,000	AMKOR TECHNOLOGIES INC	7.375% 01 May 2018	24,375	26,000
45,000	ANHEUSER BUSCH INBEV WOR	4.125% 15 Jan 2015	44,938	47,395
25,000	ARAMARK CORP	5% 01 Jun 2012	25,000	25,250
15,000	ARCELORMITTAL	3.75% 05 Aug 2015	14,868	15,125
24,000	ARCELORMITTAL	9.85% 01 Jun 2019	23,405	30,332
14,000	AXTEL SAB DE CV	9% 22 Sep 2019	14,250	13,300
10,000	BA CR CARD TR	1% 15 Jan 2016	8,425	9,647
5,000	BALL CORP	6.75% 15 Sep 2020	5,000	5,250
35,000	BANK CORP AMER	4.75% 15 Aug 2013	34,739	36,385
10,000	BANK ONE ISSUANCE TR	4.77% 16 Feb 2016	8,640	10,583
62,000	BB+T CORPORATION	3.85% 27 Jul 2012	65,068	64,498
25,000	BE AEROSPACE INC	6.875% 01 Oct 2020	24,776	25,813
25,000	BEAR STEARNS COML MTG SECS TR	5.331% 11 Feb 2044	16,824	25,670
50,000	BEAR STEARNS COML MTG SECS TR	5.7122% 11 Jun 2040	39,166	53,348
6,000	BEMIS COMPANY INC	5.65% 01 Aug 2014	5,990	6,569
5,000	BIOMED REALTY LP	6.125% 15 Apr 2020	4,949	5,279
40,000	BP CAPITAL MARKETS PLC	4.5% 01 Oct 2020	39,780	39,904
10,000	BROCADE COMMUNICATIONS	6.875% 15 Jan 2020	10,099	10,650
61,000	BURLINGTON NORTH SANTA FE	5.75% 01 May 2040	67,394	63,112
10,000	CANADIAN PACIFIC RR CO	7.25% 15 May 2019	9,966	11,896
5,000	CASE NEW HOLLAND INC	7.75% 01 Sep 2013	5,288	5,375
10,000	CBS CORP	5.75% 15 Apr 2020	9,988	10,627
15,000	CC HOLDINGS GS V LLC CRO	7.75% 01 May 2017	15,944	16,388
10,000	CCO HLDGS LLC CAP CORP	7.875% 30 Apr 2018	10,000	10,350
10,000	CF INDUSTRIES HOLDINGS I	6.875% 01 May 2018	10,000	10,700
15,000	CHESAPEAKE ENERGY CORP	6.5% 15 Aug 2017	14,804	15,075
3,000	CHESAPEAKE ENERGY CORP	6.875% 15 Nov 2020	2,813	3,038
18,000	CHEVRON PHILLIPS CHEMICA	7% 15 Jun 2014	17,993	20,406
10,000	CINCINNATI BELL INC	8.75% 15 Mar 2018	9,860	9,375
100,000	CITIBANK CR CARD ISSUANCE TR	6.3% 20 Jun 2014	100,000	105,783
50,000	CITIGROUP INC	5% 15 Sep 2014	48,204	51,724
35,000	CITIZENS COMMUNICATIONS CO	7.875% 15 Jan 2027	33,612	33,600
3,000	COLORADO INTST GAS CO	5.95% 15 Mar 2015	2,782	3,268
15,000	COLUMBIA / HCA HEALTHCARE CORP	7.58% 15 Sep 2025	11,663	13,763
5,000	COLUMBIA HEALTHCARE CORP	7.5% 15 Dec 2023	3,894	4,588
70,000	COMCAST CORP	5.7% 01 Jul 2019	76,565	76,528
24,000	COMCAST CORP NEW	5.65% 15 Jun 2035	21,480	23,315
25,000	COMCAST CORP NEW	6.4% 15 May 2038	23,020	26,717

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10,000	COMCAST CORP NEW	6.45% 15 Mar 2037	9,666	10,685
5,000	COMCAST CORP NEW	6.95% 15 Aug 2037	4,990	5,655
2,476	CONTINENTAL AIRLS PASS THRU	6.648% 15 Sep 2017	2,371	2,581
2,433	CONTINENTAL AIRLS PASS THRU	7.566% 15 Sep 2021	2,427	2,446
13,839	CONTINENTAL AIRLS PASS THRU TR	8.048% 01 May 2022	13,663	15,638
14,469	CONTL AIRLINES 2007 1	5.983% 19 Oct 2023	13,927	15,265
4,862	CONTL AIRLINES 2009 2	7.25% 10 May 2021	4,862	5,421
20,000	COVIDIEN INTL FIN S A	6% 15 Oct 2017	19,985	22,730
25,000	CREDIT SUISSE COML MTG TR	5.695% 15 Sep 2040	25,758	25,668
30,000	CREDIT SUISSE N Y	5.75% 15 Feb 2018	29,901	32,169
30,000	CSC HLDGS LLC	8.5% 15 Apr 2014	31,575	32,963
59,000	CVS CAREMARK CORP	6.125% 15 Sep 2039	61,754	63,039
30,000	DELTA AIR LINES 2001 1A2	7.111% 18 Mar 2013	30,203	30,975
73,000	DISNEY WALT CO NEW MTN BK ENTR	6.375% 01 Mar 2012	80,279	77,744
15,000	EASTMAN CHEMICAL CO	4.5% 15 Jan 2021	14,975	14,702
20,000	ECHOSTAR DBS CORP	7% 01 Oct 2013	20,200	21,350
5,000	EL PASO CORP	6.95% 01 Jun 2028	4,513	4,620
10,000	EL PASO ENERGY CORP MTN	7.75% 15 Jan 2032	9,325	9,947
65,000	EMBARQ CORP	7.995% 01 Jun 2036	67,000	70,972
6,000	EQT CORP	8.125% 01 Jun 2019	5,980	6,981
10,000	EQUIFAX INC	7% 01 Jul 2037	9,976	10,889
45,000	ERAC USA FIN CO	6.375% 15 Oct 2017	44,513	49,956
10,000	ERAC USA FIN CO	6.7% 01 Jun 2034	8,389	10,363
5,000	ERAC USA FIN CO	7% 15 Oct 2037	4,225	5,384
5,000	ERP OPER LTD PARTNERSHIP	5.75% 15 Jun 2017	5,063	5,478
15,000	EXPEDIA INC	5.95% 15 Aug 2020	14,984	15,075
5,000	EXPRESS SCRIPTS INC	7.25% 15 Jun 2019	4,967	5,918
70,348	FED HM LN PC POOL G01843	6% 01 Jun 2035	72,057	77,311
42,445	FED HM LN PC POOL G12403	5% 01 Oct 2021	41,723	45,211
408	FEDERAL HOME LN MTG CORP	5% 15 Dec 2023	403	408
1,622	FEDERAL HOME LN MTG CORP	5% 15 Sep 2018	1,601	1,628
5,000	FIDELITY NATIONAL INFORM	7.875% 15 Jul 2020	5,000	5,288
5,000	FLORIDA GAS TRANSMISSION CO	7.9% 15 May 2019	4,991	6,045
16,355	FNMA POOL 735897	5.5% 01 Oct 2035	16,180	17,588
127,533	FNMA POOL 745336	5% 01 Mar 2036	131,145	134,647
86,005	FNMA POOL 745418	5.5% 01 Apr 2036	87,108	92,490
171,175	FNMA POOL 745418	5.5% 01 Apr 2036	173,559	184,081
9,755	FNMA POOL 848912	5.5% 01 Jan 2036	9,631	10,490
53,492	FNMA POOL 888219	5.5% 01 Mar 2037	53,578	57,358
103,208	FNMA POOL 955802	6% 01 Oct 2037	112,481	112,308
70,842	FNMA POOL AA0820	5% 01 Dec 2023	75,646	75,192
169,913	FNMA POOL AE5463	4% 01 Oct 2040	174,238	169,200
88,985	FNMA POOL AE5487	3.5% 01 Oct 2025	92,669	89,805
15,000	FORD MOTOR COMPANY	7.45% 16 Jul 2031	16,625	16,069
40,000	FORD MTR CR CO	7% 01 Oct 2013	38,850	42,884
15,000	FORD MTR CR CO	7.25% 25 Oct 2011	14,653	15,503
5,000	FRONTIER COMMUNICATIONS	7.875% 15 Apr 2015	5,000	5,463
25,000	GENERAL ELEC CAP CORP	2.8% 08 Jan 2013	24,968	25,558
35,000	GENERAL ELEC CAP CORP	3.75% 14 Nov 2014	34,861	36,180
59,000	GENERAL ELEC CAP CORP	6.75% 15 Mar 2032	63,408	66,795
10,000	GEORGIA PAC CORP	7.375% 01 Dec 2025	9,133	10,800

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Shares / Par Value	Security Name	Security Description	Cost	Market Value
20,000	GEORGIA PAC CORP	7.75% 15 Nov 2029	18,849	22,575
20,000	GEORGIA PAC CORP	8% 15 Jan 2024	19,136	22,850
10,000	GEORGIA PAC CORP	8.875% 15 May 2031	9,943	12,300
6,000	GMAC INC	6.625% 15 May 2012	4,619	6,225
12,000	GMAC INC	6.875% 28 Aug 2012	9,492	12,540
13,927	GNMA POOL 503183	7% 15 Jun 2029	13,712	15,963
5,186	GNMA POOL 503525	6% 15 Mar 2014	5,186	5,645
133,242	GNMA POOL 745189	4.5% 15 Jul 2040	140,987	138,516
113,245	GNMA POOL 782495	5.5% 15 Dec 2038	120,695	122,535
20,000	GOLDMAN SACHS GROUP INC	5.125% 15 Jan 2015	19,596	21,488
15,000	GOLDMAN SACHS GROUP INC	5.375% 15 Mar 2020	14,854	15,500
35,000	GOLDMAN SACHS GROUP INC	5.625% 15 Jan 2017	33,576	37,010
75,000	GOLDMAN SACHS GROUP INC FDIC	3.25% 15 Jun 2012	78,195	77,857
71,000	GOLDMAN SACHS GROUP INC MTN	6% 01 May 2014	77,867	78,216
70,000	GREENWICH CAPITAL COMM FND	5.444% 10 Mar 2039	50,666	73,750
5,000	HANESBRANDS INC	8% 15 Dec 2016	4,934	5,363
11,000	HASBRO INC	6.3% 15 Sep 2017	10,512	11,806
10,000	HCA INC	5.75% 15 Mar 2014	8,469	9,850
30,000	HCA INC	6.375% 15 Jan 2015	22,200	29,475
73,000	HESS CORP	6% 15 Jan 2040	78,606	76,516
40,000	HEWLETT PACKARD CO	4.75% 02 Jun 2014	39,997	43,827
15,000	HEXION US FIN/NOVA SOTI	8.875% 01 Feb 2018	14,894	16,031
10,000	HOSPIRA INC	6.05% 30 Mar 2017	9,984	11,203
60,000	HOUSEHOLD FIN CORP	4.75% 15 Jul 2013	61,074	63,280
10,000	INCITEC PIVOT FIN LLC	6% 10 Dec 2019	9,933	10,240
10,000	INGERSOLL RAND GLOBAL HLDG CO	6.875% 15 Aug 2018	9,986	11,509
35,000	INTERNATIONAL PAPER CO	7.95% 15 Jun 2018	34,865	41,649
100,000	J P MORGAN CHASE COML MTG	6.00626% 15 Jun 2049	74,069	104,625
50,000	J P MORGAN CHASE COML MTG SECS	5.44% 12 Jun 2047	37,092	52,397
10,000	JABIL CIRCUIT INC	5.625% 15 Dec 2020	10,000	9,825
5,000	JONES APPAREL GROUP INC	6.125% 15 Nov 2034	4,056	4,000
70,000	JPMORGAN CHASE + CO	6.3% 23 Apr 2019	69,427	79,678
5,000	KB HOME	6.25% 15 Jun 2015	4,288	4,950
15,000	KINDER MORGAN FINANCE	6% 15 Jan 2018	14,999	14,738
25,000	KRAFT FOODS INC	2.625% 08 May 2013	24,933	25,711
20,000	KRAFT FOODS INC	6.5% 11 Aug 2017	19,883	23,281
5,000	LAMAR MEDIA CORP	7.875% 15 Apr 2018	5,000	5,313
5,000	LEAR CORP	7.875% 15 Mar 2018	4,964	5,350
15,000	LEVEL 3 FING INC	8.75% 15 Feb 2017	15,000	13,800
15,000	LIFE TECHNOLOGIES CORP	4.4% 01 Mar 2015	14,950	15,588
10,000	MARATHON OIL CORP	6.5% 15 Feb 2014	9,959	11,257
10,000	MEDCO HEALTH SOLUTIONS I	4.125% 15 Sep 2020	9,978	9,669
30,000	MERRILL LYNCH + CO	6.875% 25 Apr 2018	29,974	32,831
72,000	MERRILL LYNCH + CO INC	6.15% 25 Apr 2013	78,260	77,257
40,000	MORGAN STANLEY	4.75% 01 Apr 2014	38,018	40,961
20,000	MORGAN STANLEY GROUP INC	5.55% 27 Apr 2017	19,426	20,836
5,000	NEWMONT MINING CORP	5.875% 01 Apr 2035	4,420	5,228
30,000	NEWS AMER INC	6.15% 01 Mar 2037	28,911	31,277
70,000	NGN 2010 R3 1A	1% 08 Dec 2020	70,000	69,913
10,000	NISOURCE FIN CORP	5.45% 15 Sep 2020	10,034	10,305
10,000	NISOURCE FINANCE CORP	6.125% 01 Mar 2022	9,957	10,775

Yawkey Foundation I 13-2890749
Form 990-PF
Part II, Line 10c, Corporate Bonds

Shares / Par Value	Security Name	Security Description	Cost	Market Value
14,503	NORTHWEST AIRLS PASS THRU TRS	6.264% 20 Nov 2021	13,379	14,793
5,000	OMNICARE INC	7.75% 01 Jun 2020	5,000	5,150
25,000	ONEOK PARTNERS L P	8.625% 01 Mar 2019	24,916	31,191
35,000	ORACLE CORP	5% 08 Jul 2019	34,869	37,975
15,000	OWENS CORNING NEW	7% 01 Dec 2036	14,703	15,455
5,000	OWENS ILL INC	7.8% 15 May 2018	5,050	5,313
20,000	PAN AMERICAN ENERGY LLC	7.875% 07 May 2021	19,641	21,250
10,000	PENNEY J C INC MEDIUM TERM	6.875% 15 Oct 2015	10,467	10,525
55,000	PETROBRAS INTL FIN CO	5.875% 01 Mar 2018	54,739	58,565
5,000	PHILLIPS VAN HEUSEN	7.375% 15 May 2020	5,000	5,313
15,000	PIONEER NAT RES CO	6.875% 01 May 2018	14,156	15,947
10,000	PIONEER NATURAL RESOURCE	5.875% 15 Jul 2016	8,690	10,281
45,000	PNC FUNDING CORP	3.625% 08 Feb 2015	44,955	46,528
60,000	PNC FUNDING CORP	4.25% 21 Sep 2015	65,365	62,980
15,000	PRECISION DRILLING CORP	6.625% 15 Nov 2020	15,000	15,263
5,000	PRIDE INTERNATIONAL INC	8.5% 15 Jun 2019	5,763	5,688
15,000	QEP RESOURCES INC	6.875% 01 Mar 2021	14,861	15,750
6,000	QUEST DIAGNOSTIC INC	4.75% 30 Jan 2020	5,909	5,935
10,000	QWEST CAP FDG INC	7.75% 15 Feb 2031	9,528	10,100
15,000	QWEST CORP	6.5% 01 Jun 2017	13,914	16,275
10,000	QWEST CORPORATION	7.5% 01 Oct 2014	10,000	11,200
5,000	RANGE RESOURCES CORP	6.75% 01 Aug 2020	5,000	5,156
40,000	REYNOLDS AMERN INC	7.25% 15 Jun 2037	39,764	41,589
10,000	ROWAN COMPANIES INC	5% 01 Sep 2017	9,950	10,087
77,000	ROYAL BK SCOTLAND PLC	3.4% 23 Aug 2013	77,680	77,782
12,000	RPM INTERNATIONAL INC	6.125% 15 Oct 2019	11,987	12,431
5,000	SERVICE CORP INTL	7% 15 May 2019	5,000	5,000
5,000	SNAP ON INC	4.25% 15 Jan 2018	4,986	5,020
25,000	SOUTHERN NAT GAS CO	7.35% 15 Feb 2031	24,032	26,632
75,000	SPRINT CAPITAL CORP	6.875% 15 Nov 2028	74,986	65,625
6,000	STEEL DYNAMICS INC	6.75% 01 Apr 2015	5,963	6,075
10,000	STEEL DYNAMICS INC	7.375% 01 Nov 2012	10,000	10,550
15,000	SUPERVALU INC	7.5% 15 Nov 2014	14,841	14,475
5,000	TALISMAN ENERGY	7.75% 01 Jun 2019	4,980	6,173
5,000	TALISMAN ENERGY INC	5.85% 01 Feb 2037	4,466	5,032
10,000	TELECOM ITALIA CAP	6% 30 Sep 2034	9,069	8,298
15,000	TELECOM ITALIA CAP	6.375% 15 Nov 2033	14,618	12,875
10,000	TELEFONICA SA	5.877% 15 Jul 2019	10,424	10,218
67,000	TIME WARNER CABLE INC	7.5% 01 Apr 2014	77,911	76,836
25,000	TIME WARNER COS INC	6.95% 15 Jan 2028	25,935	28,139
5,000	TIME WARNER INC	6.625% 15 May 2029	5,002	5,521
73,000	TIME WARNER INC NEW	6.5% 15 Nov 2036	78,678	79,785
25,000	TOTAL CAPITAL SA	3% 24 Jun 2015	24,902	25,524
10,000	TREEHOUSE FOODS INC	7.75% 01 Mar 2018	10,000	10,838
15,000	TYCO INTERNATIONAL FINAN	4.125% 15 Oct 2014	14,948	15,906
10,000	U S WEST COMMINICATIONS INC	7.25% 15 Oct 2035	9,555	9,800
20,000	UNITED PARCEL SERVICE	3.875% 01 Apr 2014	19,956	21,308
20,000	UNITED STS STL CORP NEW	6.65% 01 Jun 2037	19,438	16,800
25,000	UNITEDHEALTH GROUP INC	6% 15 Feb 2018	23,200	28,379
10,000	UNUM GROUP	5.625% 15 Sep 2020	9,988	10,038
10,000	US STEEL CORP	7.375% 01 Apr 2020	9,913	10,250

Yawkey Foundation I
Form 990-PF
Part II, Line 10c, Corporate Bonds

13-2890749

Shares / Par Value	Security Name	Security Description	Cost	Market Value
25,000	US WEST CAP FDG INC	6.5% 15 Nov 2018	22,768	24,813
20,000	USG CORP	6.3% 15 Nov 2016	16,531	17,500
25,000	USG CORP	9% 15 Jan 2018	24,787	24,250
20,000	VALE OVERSEAS LTD	6.875% 21 Nov 2036	19,698	22,000
5,000	VALEANT PHARMACEUTICALS	6.75% 01 Oct 2017	4,975	4,975
20,000	VALEANT PHARMACEUTICALS	6.875% 01 Dec 2018	19,848	19,850
55,000	VALERO ENERGY CORP	6.625% 15 Jun 2037	53,615	55,860
58,000	VERIZON GLOBAL FDG CORP	4.375% 01 Jun 2013	63,088	62,003
74,000	WACHOVIA CORP NEW	5.25% 01 Aug 2014	80,591	78,920
18,275	WAMU 2005 AR3 A2	2.72611% 25 Mar 2035	17,854	17,118
10,000	WASTE MANAGEMENT INC	6.375% 11 Mar 2015	9,965	11,384
10,000	WATSON PHARMACEUTICALS I	6.125% 15 Aug 2019	9,980	11,073
20,000	WESTERN UN CO	5.93% 01 Oct 2016	19,992	22,391
25,000	WESTVACO CORP	8.2% 15 Jan 2030	24,513	26,364
15,000	WEYERHAEUSER CO	7.375% 15 Mar 2032	14,913	15,163
5,000	WEYERHAEUSER CO	8.5% 15 Jan 2025	4,275	5,428
35,000	WFNMT 2010 A A	3.96% 15 Apr 2019	35,494	35,902
5,000	WHIRLPOOL CORP	8.6% 01 May 2014	4,998	5,765
5,000	WINDSTREAM CORP	8.125% 01 Sep 2018	4,962	5,250
25,000	WYNDHAM WORLDWIDE	7.375% 01 Mar 2020	25,162	27,484
12,000	XEROX CORP	6.4% 15 Mar 2016	11,597	13,681
	Total		$ 6,108,144	$ 6,447,264

ATTACHMENT 12

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ALTERNATIVE INVSTMNTS-ATCH 12A	0.	4,467,582.	4,467,582.
TOTALS	0.	4,467,582.	4,467,582.

Yawkey Foundation I
Form 990-PF
Part II, Line 13, Investments, Other

13-2890749

Shares / Par Value	Security Name	Security Description	Cost	Market Value
4,000,000	CONVEXITY CAPITAL OFFSHORE LP		$ 4,000,000	$ 4,467,582

Attachment 12A

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
UNREALIZED GAIN ON INVESTMENTS		4,520,283.
PRIOR YEAR GRANT REFUND		1,304.
	TOTAL	4,521,587.

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefits plans and deferred compensation	Expense account, other allowances
John L. Harrington	Board Chair / Trustee	NONE	NONE	NONE
990 Washington Street	7.5 Hrs			
Dedham, MA 02026				
Eleanor S. Armstrong	Trustee	NONE	NONE	NONE
990 Washington Street	5 Hrs			
Dedham, MA 02026				
James P. Healey	President	* NONE	* NONE	NONE
990 Washington Street	15 Hrs			
Dedham, MA 02026				
William B. Gutfarb	Exec. V.P. / Treasurer / Trustee	* NONE	* NONE	NONE
990 Washington Street	15 Hrs			
Dedham, MA 02026				
Maureen H. Bleday	Exec. V.P. / Secretary	* NONE	* NONE	NONE
990 Washington Street	15 Hrs			
Dedham, MA 02026				
	Grand Totals	NONE	NONE	NONE

* Individuals identified above are paid for services through a management contract with BTMC - See Attachment 15.

YAWKEY FOUNDATION 13-2890749

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 15

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BOSTON TRUST MANAGEMENT CORPORATION 990 WASHINGTON STREET DEDHAM, MA 02026	FINANCIAL MGMT SVCS	506,529.
STATE STREET 120 CROWN COLONY DRIVE QUINCY, MA 02169	INVESTMENT CUSTODIAL	103,502.
EUROPEAN INVESTORS INCORPORATED 717 FIFTH AVENUE NEW YORK, NY 10022	PORTFOLIO MANAGEMENT	59,365.
	TOTAL COMPENSATION	669,396.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRANTS APPROVED		ATTACHMENT 16A	9,359.
		TOTAL CONTRIBUTIONS APPROVED	9,359.

Yawkey Foundation I 13-2890749
Form 990-PF
Part XV, Line 3b Grants and Contributions Approved for Future Payment

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Category	Tax Status	Amount
Virginia Tech Foundation, Inc.	1800 Pratt Drive, Suite 2006 Blacksburg, VA 24060	None/Public Charity	Capacity building for the Tom Yawkey Wildlife Center	Conservation & Wildlife	170(b)(1)(A)(vi)	9,359
Total						9,359

Attachment 16A

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Category	Tax Status	Amount
Allen-Chase Foundation	271 Pine Nook Road Deerfield, MA 01342-0701	None/Public Charity	Scholarship program for disadvantaged students	Education	509(a)(1)	50,000
Archdiocese of Boston	66 Brooks Drive Braintree, MA 02184	None/Public Charity	Health and human service programs	Human Services	509(a)(1)	10,000
Association of Small Foundations	1720 N Street, NW Washington, DC 20036	None/Public Charity	National grantmakers organization	Human Services	509(a)(1)	2,500
Baseball Assistance Team, Inc.	245 Park Avenue, 31st Floor New York, NY 10167	None/Public Charity	Human service programs	Human Services	509(a)(1)	25,000
Bethany Health Care Center	97 Bethany Road Framingham, MA 01702	None/Public Charity	Health care programs	Health Care	Group Ruling	5,000
Boston College	140 Commonwealth Avenue Chestnut Hill, MA 02467-3934	None/Public Charity	Scholarship programs	Education	170(b)(1)(A)(ii)	5,000
Boston Health Care for the Homeless Program, Inc.	780 Albany Street Boston, MA 02118	None/Public Charity	local costs associated with response to the earthquake	Health Care	170(b)(1)(A)(vi)	25,000
Boy Scouts of America - Coastal Carolina Council	Boulevard Charleston, SC 29407	None/Public Charity	Scouting program	Amateur Athletics	509(a)(1)	10,000
Boys Club of New Bedford, Inc.	166 Jenney Street New Bedford, MA 02741	None/Public Charity	Summer camp program for disadvantaged children	Amateur Athletics	509(a)(2)	25,000
Catholic Charities of Fall River	47 Underwood Street Fall River, MA 02722	None/Public Charity	Human service programs	Human Services	Group Ruling	5,000
Catholic Charities of Boston	51 Sleeper Street, 1st Floor Boston, MA 02110	None/Public Charity	Human service programs	Human Services	509(a)(1)	25,000
College Entrance Examination Board	45 Columbus Avenue New York, NY 10023-6992	None/Public Charity	program assisting first generation college students	Education	509(a)(2)	10,000
Dana Farber Cancer Institute, Inc.	44 Binney Street Boston, MA 02115	None/Public Charity	Cancer research	Health Care	509(a)(1)	45,000
Dana Farber Cancer Institute, Inc.	44 Binney Street Boston, MA 02115	None/Public Charity	Cancer research	Health Care	509(a)(1)	5,000
Dana Farber Cancer Institute, Inc.	44 Binney Street Boston, MA 02115	None/Public Charity	Cancer research	Health Care	509(a)(1)	50,000
Dana Farber Cancer Institute, Inc.	44 Binney Street Boston, MA 02115	None/Public Charity	Cancer research	Health Care	509(a)(1)	5,000
Dana Farber Cancer Institute, Inc.	44 Binney Street Boston, MA 02115	None/Public Charity	Cancer research	Health Care	509(a)(1)	50,000
Downey Side, Inc.	999 Liberty Street Springfield, MA 01104	None/Public Charity	Adoption program for older children	Human Services	509(a)(1)	25,000
Fessenden School	West Newton, MA 02465-1750	None/Public Charity	Scholarship program for disadvantaged students	Education	509(a)(1)	5,000
Friendship Place, Inc.	PO Box 282 Georgetown, SC 29442	None/Public Charity	programs for disadvantaged residents of Georgetown, SC	Human Services	509(a)(1)	25,000
Friendship Place, Inc.	PO Box 282 Georgetown, SC 29442	None/Public Charity	programs for disadvantaged residents of Georgetown, SC	Human Services	509(a)(1)	12,500
Georgetown Presbyterian Church	558 Black River Road Georgetown, SC 29440	None/Public Charity	education programs for disadvantaged residents of	Human Services	509(a)(1)	12,500
Grants Managers Network	420 Washington, DC 20005	None/Public Charity	National grantmakers organization	Human Services	509(a)(1)	1,500
Helping Hands of Georgetown	552 Black River Road Georgetown, SC 29440	None/Public Charity	Food and human service programs	Human Services	509(a)(1)	12,500
Horry-Georgetown Technical College Foundation, Inc.	P.O. Box 261966 Conway, SC 29528-6066	None/Public Charity	scholarship program for disadvantaged students from	Education	509(a)(2)	150,000
Horry-Georgetown Technical College Foundation, Inc.	P.O. Box 261966 Conway, SC 29528-6066	None/Public Charity	Forestry and wildlife management program	Education	509(a)(2)	20,800
Horry-Georgetown Technical College Foundation, Inc.	P.O. Box 261966 Conway, SC 29528-6066	None/Public Charity	Forestry and wildlife management program	Education	509(a)(2)	160,000
Jordan Health Foundation	326 Plymouth, MA 02360	None/Public Charity	Quality of life and comfort programs for children	Health Care	509(a)(1)	25,000
Lee Memorial Health System Foundation	Suite 210 Fort Myers, FL 33908	None/Public Charity	Health care services for disadvantaged children	Health Care	509(a)(1)	50,000
Lowcountry Day School	300 Blue Stem Drive Pawleys Island, SC 29585	None/Public Charity	Scholarship program for disadvantaged students	Education	509(a)(1)	25,000
Lowcountry Open Land Trust	80 Alexander Street Charleston, SC 29403	None/Public Charity	Land conservation programs	Conservation & Wildlife	509(a)(1)	30,000

·Yawkey Foundation I
Form 990-PF
Part XV, Line 3a Grants and Contributions Paid During the Year

13-2890749

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Category	Tax Status	Amount
Melmark New England, Inc.	481 River Road Andover, MA 01810	None/Public Charity	autism and other special needs	Human Services	509(a)(3)	10,000
New England Collegiate Baseball League	37 Grammar School Drive Danbury, CT 06811	None/Public Charity	Young men's summer baseball league	Amateur Athletics	509(a)(2)	25,000
Roundtable on Church Management, Inc.	NW, Suite 925 Washington, DC 20036	None/Public Charity	Research study on Boston's Catholic school system	Education	170(b)(1)(A)(vi)	50,000
Nature Conservancy of South Carolina, Inc.	PO Box 5475 Columbia, SC 29250	None/Public Charity	Land conservation programs	Conservation & Wildlife	170(b)(1)(A)(vi)	35,000
Neurofibromatosis, Inc. Massachusetts Bay Area	9 Bedford Street Burlington, MA 01803	None/Public Charity	services for patients with neurofibromatosis and their	Health Care	509(a)(2)	25,000
New England Baptist Hospital	125 Parker Hill Avenue Boston, MA 02120	None/Public Charity	Health care services for the disadvantaged	Health Care	509(a)(1)	5,000
New England Wildlife Center	500 Columbian Street South Weymouth, MA 02190	None/Public Charity	Environmental education programs	Conservation & Wildlife	509(a)(1)	25,000
Newton Country Day School	785 Centre Street Newton, MA 02458-2599	None/Public Charity	Scholarship program for disadvantaged students	Education	Group Ruling	5,000
Pan Mass Challenge	77 Fourth Avenue Needham, MA 02494	None/Public Charity	Mass Challenge Kids Rides for cancer research	Health Care	509(a)(1)	100,000
Professional Baseball Scouts Foundation	5190 Parkway Calabasas Calabasas, CA 91302	None/Public Charity	Human service programs	Human Services	509(a)(2)	10,000
Rogerson Communities	One Florence Street Boston, MA 02131	None/Public Charity	Health and social service programs for at-risk elders	Human Services	509(a)(1)	10,000
Smith Medical Clinic	P.O. Box 1740 Pawleys Island, SC 29585	None/Public Charity	Health care programs for the disadvantaged	Health Care	509(a)(1)	12,500
Smith Medical Clinic	P.O. Box 1740 Pawleys Island, SC 29585	None/Public Charity	Health care programs for the disadvantaged	Health Care	509(a)(1)	25,000
South Carolina Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402-1765	None/Public Charity	Land conservation programs	Conservation & Wildlife	509(a)(1)	25,000
South Carolina Department of Natural Resources	Tom Yawkey Wildlife Center SC	None/Government Agency	the Tom Yawkey Wildlife Center	Conservation & Wildlife	Government Agency	734,513
St. Catherine of Sienna School	249 Nahatan Street Norwood, MA 02062	None/Public Charity	Scholarship program for disadvantaged students	Education	509(a)(1)	20,000
St. Cyprian Church and Outreach Center	P.O. Box 2037 Georgetown, SC 29440	None/Public Charity	disadvantaged residents of Georgetown, SC	Human Services	Group Ruling	10,000
St. Joseph Church	P.O. Box 3 Woods Hole, MA 02543	None/Public Charity	Facility renovation project	Human Services	Group Ruling	5,000
St. Sebastian's School Fund, Inc.	1191 Greendale Avenue Needham, MA 02492	None/Public Charity	Scholarship program for disadvantaged students	Education	509(a)(1)	5,000
Tara Hall Home for Boys	P.O. Box 955 Georgetown, SC 29442-0955	None/Public Charity	improvements projects at residential and educational	Education	509(a)(1)	25,000
Tara Hall Home for Boys	P.O. Box 955 Georgetown, SC 29442-0955	None/Public Charity	improvements projects at residential and educational	Education	509(a)(1)	200,000
Tara Hall Home for Boys	P.O. Box 955 Georgetown, SC 29442-0955	None/Public Charity	improvements projects at residential and educational	Human Services	509(a)(1)	100,000
The Boston Home	2049 Dorchester Avenue Boston, MA 02124	None/Public Charity	offering specialized care to individuals with Multiple	Health Care	509(a)(1)	50,000
The Fund for Catholic Schools, Inc.	68 Brooks Drive, Fourth Floor Braintree, MA 02184	None/Public Charity	Excellence Award for teachers at Pope John Paul II	Education	Group Ruling	25,000
Virginia Tech Foundation, Inc.	1800 Pratt Drive, Suite 2006 Blacksburg, VA 24060	None/Public Charity	Capacity building for the Tom Yawkey Wildlife Center	Conservation & Wildlife	170(b)(1)(A)(vi)	5,384
Virginia Tech Foundation, Inc.	1800 Pratt Drive, Suite 2006 Blacksburg, VA 24060	None/Public Charity	Capacity building for the Tom Yawkey Wildlife Center	Conservation & Wildlife	170(b)(1)(A)(vi)	1,409
Walpole Little League	P.O. Box 551 Walpole, MA 02081	None/Public Charity	Field enhancement project	Amateur Athletics	509(a)(1)	15,000
Yale University	157 Church Street New Haven, CT 06510-2100	None/Public Charity	Scholarship program for disadvantaged students	Education	509(a)(1)	50,000
Total						2,516,106

YAWKEY FOUNDATION II 13-2890749
FORM 990PF
PART VII-B, LINE 1a (3) and LINE 1a (4)

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation, to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. For the year ended December 31, 2010, the Foundation incurred $506,529 in expenditures under this agreement and these expenditures were periodically monitored by the Foundation's Board of Trustees, reviewed by independent auditors, then reviewed by the Foundation's Finance and Audit Committee and approved by the Foundation's Board of Trustees.

One of the Trustees owns 50% of the outstanding shares of BTMC. The other Trustee, effective January 1, 2007, transferred his ownership of 50% of the outstanding stock of BTMC to an officer of the Foundation.