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
NEEDMOR
C/O THE NORTHERN TRUST COMPANY

A Employer identification number
34-6504812

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

B Telephone number
312-630-6000

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

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)* ▶$ 24,820,399.

J Accounting method [X] Cash [ ] 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	775,050.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	33,225.	33,225.		STATEMENT 1
4 Dividends and interest from securities	445,805.	445,251.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	448,699.			
b Gross sales price for all assets on line 6a 3,476,144.				
7 Capital gain net income (from Part IV, line 2)		448,699.		
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	1,702,779.	927,175.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	142,079.	35,503.		106,576.
14 Other employee salaries and wages	188,384.	0.		188,384.
15 Pension plans, employee benefits	121,546.	0.		121,546.
16a Legal fees				
b Accounting fees STMT 3	35,046.	17,523.		17,523.
c Other professional fees STMT 4	168,241.	136,947.		31,294.
17 Interest				
18 Taxes STMT 5	10,381.	10,381.		0.
19 Depreciation and depletion	14,650.	0.		
20 Occupancy	40,569.	0.		40,569.
21 Travel, conferences, and meetings	90,986.	0.		90,986.
22 Printing and publications				
23 Other expenses STMT 6	29,600.	0.		29,600.
24 **Total operating and administrative expenses.** Add lines 13 through 23	841,482.	200,354.		626,478.
25 Contributions, gifts, grants paid	1,770,136.			1,770,136.
26 **Total expenses and disbursements.** Add lines 24 and 25	2,611,618.	200,354.		2,396,614.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-908,839.			
b **Net investment income** (if negative, enter -0-)		726,821.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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12-07-10 LHA **For Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2010)

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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	86,103.	18,939.	18,939.
	2	Savings and temporary cash investments	827,293.	819,973.	785,135.
	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			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock STMT 8	14,983,733.	14,213,157.	18,879,032.
	c	Investments - corporate bonds STMT 9	1,986,609.	2,066,722.	2,010,609.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	3,000,000.	2,800,000.	3,114,569.
	14	Land, buildings, and equipment basis ▶ 134,151.			
		Less accumulated depreciation STMT 11▶ 123,911.	24,890.	10,240.	10,240.
	15	Other assets (describe ▶ STATEMENT 12)	1,875.	1,875.	1,875.
	16	**Total assets** (to be completed by all filers)	20,910,503.	19,930,906.	24,820,399.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	20,910,503.	19,930,906.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	20,910,503.	19,930,906.	
	31	**Total liabilities and net assets/fund balances**	20,910,503.	19,930,906.	

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	20,910,503.
2	Enter amount from Part I, line 27a	2	-908,839.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	20,001,664.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	70,758.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	19,930,906.

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	SALE OF PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,476,144.		3,027,445.	448,699.
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				448,699.
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** 448,699.

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** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years 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	2,068,182.	21,111,532.	.097965
2008	2,190,216.	31,319,442.	.069932
2007	2,839,586.	28,272,843.	.100435
2006	2,238,233.	27,025,452.	.082819
2005	2,221,226.	25,275,405.	.087881

2	Total of line 1, column (d)	2	.439032
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	.087806
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	22,834,793.
5	Multiply line 4 by line 3	5	2,005,032.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,268.
7	Add lines 5 and 6	7	2,012,300.
8	Enter qualifying distributions from Part XII, line 4	8	2,396,614.

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 ▶ ☒ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	7,268.
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	7,268.
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	7,268.
6 Credits/Payments			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 23,558.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	23,558.
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	16,290.
11 Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 7,268.	Refunded ▶	11	9,022.

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)? *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.*	1b		X
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) ▶ OH,IL			
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

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.NEEDMORFUND.ORG

14 The books are in care of ▶ GMA FOUNDATIONS Telephone no ▶ (617)426-7080

Located at ▶ 77 SUMMER STREET, 8TH FLOOR, BOSTON, MA ZIP+4 ▶ 02110

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)?	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 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

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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes [X] 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)?	[X] 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 [X] 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)?		5b	X
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? SEE STATEMENT 14	[X] 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 [X] 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 [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		142,079.	26,397.	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
MARY K. SOBECKI - 42 SOUTH ST. CLAIR STREET, TOLEDO, OH 43604	GRANTS MANAGER 40.00	73,709.	33,436.	0.
FRANK I. SANCHEZ - 42 SOUTH ST. CLAIR STREET, TOLEDO, OH 43604	SENIOR PROG OFFICER 40.00	81,931.	21,449.	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. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY ONE BEACON STREET, BOSTON, MA 02108	INVESTMENT MANAGEMENT	66,997.
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.

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	23,182,531.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	Total (add lines 1a, b, and c)		1d	23,182,531.
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	23,182,531.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	347,738.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	22,834,793.
6	**Minimum investment return.** Enter 5% of line 5		6	1,141,740.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6		1	1,141,740.
2a	Tax on investment income for 2010 from Part VI, line 5	2a 7,268.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7,268.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	1,134,472.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,134,472.
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	1,134,472.

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	2,396,614.
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	2,396,614.
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	7,268.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,389,346.

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				1,134,472.
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 990,008.				
b From 2006 928,747.				
c From 2007 1,484,632.				
d From 2008 636,556.				
e From 2009 1,019,157.				
f Total of lines 3a through e	5,059,100.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 2,396,614.				
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				1,134,472.
e Remaining amount distributed out of corpus	1,262,142.			
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	6,321,242.			
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	990,008.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	5,331,234.			
10 Analysis of line 9				
a Excess from 2006 928,747.				
b Excess from 2007 1,484,632.				
c Excess from 2008 636,556.				
d Excess from 2009 1,019,157.				
e Excess from 2010 1,262,142.				

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

SEE STATEMENT 15

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 STATEMENT 16				
Total			▶ 3a	1770136.
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 (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
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	33,225.	
4 Dividends and interest from securities			14	445,805.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	448,699.	
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.		927,729.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 927,729.

(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)

023621
12-07-10

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		

THE NORTHERN TRUST COMPANY, AS TRUSTEE

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

BY: AUTHORIZED AGENT — TRUSTEE

Signature of officer or trustee — Date — Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ALFONSO PERILLO		08/22/11		

Firm's name ▶ EDELSTEIN AND COMPANY, LLP — Firm's EIN ▶

Firm's address ▶ 160 FEDERAL STREET, 9TH FLOOR
BOSTON, MA 02110-1772 — Phone no 617-227-6161

2010 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Conv	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	OFFICE FURNITURE & EQUIPMENT	11/22/97	200DB	7.00	HY	17	1,248.				1,248.	1,248.		0.	1,248.
2	OFFICE FURNITURE & EQUIPMENT	05/27/98	200DB	7.00	HY	17	4,829.				4,829.	4,829.		0.	4,829.
3	OFFICE FURNITURE & EQUIPMENT	01/15/99	200DB	7.00	HY	17	4,250.				4,250.	4,250.		0.	4,250.
4	OFFICE FURNITURE & EQUIPMENT	08/16/00	200DB	7.00	HY	17	6,319.				6,319.	6,319.		0.	6,319.
5	OFFICE FURNITURE & EQUIPMENT	12/28/01	200DB	7.00	HY	17	3,901.				3,901.	3,901.		0.	3,901.
6	OFFICE FURNITURE & EQUIPMENT	03/12/02	200DB	7.00	HY	17	1,300.				1,300.	1,251.		49.	1,300.
7	OFFICE FURNITURE & EQUIPMENT	06/30/04	200DB	7.00	HY	17	12,257.				12,257.	10,616.		1,094.	11,710.
8	OFFICE FURNITURE & EQUIPMENT	12/09/05	200DB	7.00	HY	17	7,759.				7,759.	6,028.		692.	6,720.
9	OFFICE FURNITURE & EQUIPMENT	12/15/06	200DB	7.00	HY	17	3,629.				3,629.	2,495.		324.	2,819.
10	OFFICE FURNITURE & EQUIPMENT	12/31/07	200DB	7.00	HY	17	4,313.				4,313.	2,427.		539.	2,966.
11	TOLEDO OFFICE BUILDOUT	03/04/04	SL	7.00	HY	16	80,000.				80,000.	62,857.		11,429.	74,286.
12	COMPUTER SOFTWARE	09/14/01	200DB	7.00	HY	17	322.				322.	322.		0.	322.
13	COMPUTER SOFTWARE	08/26/05	200DB	3.00	HY	17	2,391.				2,391.	2,391.		0.	2,391.
14	HP LAPTOP	12/22/09	200DB	5.00	MQ	17	1,633.				1,633.	327.		523.	850.
	* TOTAL 990-PF PG 1 DEPR						134,151.				134,151.	109,261.		14,650.	123,911.

028111
05-01-10

(D) - Asset disposed

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

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

SOURCE	AMOUNT
INTEREST FROM VARIOUS INVESTMENTS	33,225.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	33,225.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM VARIOUS INVESTMENTS	445,805.	0.	445,805.
TOTAL TO FM 990-PF, PART I, LN 4	445,805.	0.	445,805.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	35,046.	17,523.		17,523.
TO FORM 990-PF, PG 1, LN 16B	35,046.	17,523.		17,523.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	106,947.	106,947.		0.
CONSULTANTS	61,294.	30,000.		31,294.
TO FORM 990-PF, PG 1, LN 16C	168,241.	136,947.		31,294.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	10,381.	10,381.		0.
TO FORM 990-PF, PG 1, LN 18	10,381.	10,381.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE SUPPLIES	10,386.	0.		10,386.
POSTAGE	1,798.	0.		1,798.
TELEPHONE	1,516.	0.		1,516.
MISCELLANEOUS EXPENSES	9,746.	0.		9,746.
INSURANCE	3,561.	0.		3,561.
EQUIPMENT RENTAL & REPAIRS	2,593.	0.		2,593.
TO FORM 990-PF, PG 1, LN 23	29,600.	0.		29,600.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENTS TO COST BASIS	70,758.
TOTAL TO FORM 990-PF, PART III, LINE 5	70,758.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	14,213,157.	18,879,032.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,213,157.	18,879,032.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	2,066,722.	2,010,609.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,066,722.	2,010,609.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	FMV	1,300,000.	1,341,694.
HEDGE FUND	FMV	1,500,000.	1,772,875.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,800,000.	3,114,569.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
OFFICE FURNITURE & EQUIPMENT	1,248.	1,248.	0.
OFFICE FURNITURE & EQUIPMENT	4,829.	4,829.	0.
OFFICE FURNITURE & EQUIPMENT	4,250.	4,250.	0.
OFFICE FURNITURE & EQUIPMENT	6,319.	6,319.	0.
OFFICE FURNITURE & EQUIPMENT	3,901.	3,901.	0.
OFFICE FURNITURE & EQUIPMENT	1,300.	1,300.	0.
OFFICE FURNITURE & EQUIPMENT	12,257.	11,710.	547.
OFFICE FURNITURE & EQUIPMENT	7,759.	6,720.	1,039.
OFFICE FURNITURE & EQUIPMENT	3,629.	2,819.	810.
OFFICE FURNITURE & EQUIPMENT	4,313.	2,966.	1,347.
TOLEDO OFFICE BUILDOUT	80,000.	74,286.	5,714.
COMPUTER SOFTWARE	322.	322.	0.
COMPUTER SOFTWARE	2,391.	2,391.	0.
HP LAPTOP	1,633.	850.	783.
TOTAL TO FM 990-PF, PART II, LN 14	134,151.	123,911.	10,240.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
REFUNDABLE SECURITY DEPOSIT	1,875.	1,875.	1,875.
TO FORM 990-PF, PART II, LINE 15	1,875.	1,875.	1,875.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

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

ABBY STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST. CLAIR STREET TOLEDO, OH 43604	BOARD CHAIR/TRUSTEE	1.00	0.	0.	0.
ANN STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST. CLAIR STREET TOLEDO, OH 43604	TRUSTEE	1.00	0.	0.	0.
PATTI STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST. CLAIR STREET TOLEDO, OH 43604	TRUSTEE	1.00	0.	0.	0.
DAVID BECKWITH C/O NEEDMOR FUND 42 SOUTH ST. CLAIR STREET TOLEDO, OH 43604	EXECUTIVE DIRECTOR	40.00	106,576.	26,397.	0.
NORTHERN TRUST COMPANY PO BOX 804298 CHICAGO, IL 60680	TRUSTEE	1.00	35,503.	0.	0.
SUSAN CHINN C/O NEEDMOR FUND 42 SOUTH ST. CLAIR STREET TOLEDO, OH 43604	TRUSTEE	1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII			142,079.	26,397.	0.

FORM 990-PF — EXPENDITURE RESPONSIBILITY STATEMENT PART VII-B, LINE 5C — STATEMENT 14

GRANTEE'S NAME

EL PASO INTERRELIGIOUS SPONSORING COMMITTEE

GRANTEE'S ADDRESS

1415 DAKOTA DRIVE
EL PASO, TX 79930

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
15,000.	09/15/09	7,500.	08/09/10

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

8/31/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

PIMA COUNTY INTERFAITH COUNCIL

GRANTEE'S ADDRESS

639 E. SPEEDWAY BOULEVARD
TUCSON, AZ 85705

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
35,000.	07/08/09	17,500.	08/31/10

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

8/31/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

SAN ANTONIO COMM ORGANIZED PUBLIC SVS

GRANTEE'S ADDRESS

123 OCTAVIA PLACE
SAN ANTONIO, TX 78214

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
35,000.	06/17/10	17,500.	08/09/10

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

8/31/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH

GRANTEE'S ADDRESS

1508 E. HIGHWAY 83 - STE. C
WESLACO, TX 78596

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
37,500.	06/18/09	18,750.	08/31/10

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

8/31/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH PROJECT

GRANTEE'S ADDRESS

1802 EAST THOMAS ROAD, STE. 15
PHOENIX, AZ 85106

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
35,000.	07/08/09	17,500.	07/26/10

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

8/31/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

WEST TEXAS ORGANIZING STRATEGY

GRANTEE'S ADDRESS

P.O. BOX 5237
LUBBOCK, TX 79408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
30,000.	07/14/09	15,000.	09/08/10

PURPOSE OF GRANT

/GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

8/31/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

EL PASO INTERRELIGIOUS SPONSORING COMMITTEE

GRANTEE'S ADDRESS

1415 DAKOTA DRIVE
EL PASO, TX 79930

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
30,000.	06/28/10	15,000.	02/16/11

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

1/10/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

SAN ANTONIO COMM ORGANIZED PUBLIC SVS

GRANTEE'S ADDRESS

123 OCTAVIA PLACE
SAN ANTONIO, TX 78212

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
35,000.	06/17/10	17,500.	02/16/11

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

1/10/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

THE BORDER ORGANIZATION

GRANTEE'S ADDRESS

P.O. BOX 2312
DEL RIO, TX 78841

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
12,500.	06/14/10	6,250.	02/16/11

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

1/10/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

VALLEY INTERFAITH

GRANTEE'S ADDRESS

1802 EAST THOMAS ROAD, STE. 15
PHOENIX, AZ 85106

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
52,500.	07/12/10	26,250.	02/16/11

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

1/7/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

WEST TEXAS ORGANIZING STRATEGY

GRANTEE'S ADDRESS

P.O. BOX 5237
LUBBOCK, TX 79408

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
30,000.	06/01/10	15,000.	08/03/11

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

6/27/11

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

GRANTEE'S NAME

PIMA COUNTY INTERFAITH COUNCIL

GRANTEE'S ADDRESS

639 E. SPEEDWAY BOULEVARD
TUCSON, AZ 85705

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
35,000.	12/31/10	17,500.	03/20/10

PURPOSE OF GRANT

GENERAL OPERATING SUPPORT

DATES OF REPORTS BY GRANTEE

3/10/10

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

GRANTEE EXPENDED THE FUNDS PROPERLY.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 15
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

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

TELEPHONE NUMBER

(419) 255-5560

FORM AND CONTENT OF APPLICATIONS

NATIONAL LEARNING COMMUNITY APPLICANTS SHOULD COMPLETE THE FOUNDATION'S PRE-APPLICATION INQUIRY FORM, WHICH IS AVAILABLE ON THEIR WEBSITE, BY MAY 31, 2011. WITHIN TWO WEEKS, YOU WILL BE INFORMED WHETHER SUBMISSION OF A FULL PROPOSAL BY YOUR ORGANIZATION IS APPROPRIATE. THE FULL PROPOSAL IS AVAILABLE ON THE FOUNDATION'S WEBSITE. THE FULL PROPOSAL IS DUE BY JUNE 30, 2010. APPLICANTS LOCATED IN THE SOUTHEAST CLUSTER (INCLUDES AL, LA & MS) AND THE SOUTHWEST CLUSTER (INCLUDES AZ, NM & SOUTHERN PARTS OF CA & TX) SHOULD UTILIZE THE SOUTHEAST & SOUTHWEST CLUSTER APPLICATION FORM, WHICH IS AVAILABLE ON THE FOUNDATION'S WEBSITE. THESE APPLICATIONS ARE DUE BY JANUARY 10, 2011.

ANY SUBMISSION DEADLINES

SEE ABOVE FOR DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

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

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 16

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALBUQUERQUE INTERFAITH, INC. 6001 MARBLE AVE NE, SUITE 11 ALBUQUERQUE, NM 87110	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW, 2ND FLOOR WASHINGTON, DC 20036	N/A PROJECT SUPPORT	501(C)(3)	5,000.
ANTI-DISPLACEMENT PROJECT, INC. 130 UNION STREET SPRINGFIELD, MA 01105	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
ACORN INSTITUTE - FLORIDA ACORN 1310 WEST COLONIAL DRIVE, SUITE 1 ORLANDO, FL 32804	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
ACORN INSTITUTE - TEXAS ACORN 3333 FANNIN #107 HOUSTON, TX 77004	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
ACTION COMMUNICATION & EDUCATION REFORM 307 MAIN STREET DUCK HILL, MS 38925	N/A GENERAL OPERATION SUPPORT	501(C)(3)	25,000.
ANCHORAGE FAITH & ACTION 255 CORDOVA STREET ANCHORAGE, AK 99501	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
B.R.E.A.D. ORGANIZATION 404 SOUTH THIRD STREET COLUMBUS, OH 43215	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.

CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON, DC 20009	N/A PROJECT SUPPORT	501(C)(3)	10,000.
CENTRAL COAST INTERFAITH SPONSERS, INC. 95 ALTA VISTA AVENUE WATSONVILLE, CA 95076	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
COALITION FOR HUMANE IMMIGRANT RIGHTS LA 2533 WEST THIRD STREET SUITE LOS ANGELES, CA 90057	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
COLORADO PROGRESSIVE COALITION 1029 SANTA FE DRIVE DENVER, CO 80204	N/A PROJECT SUPPORT	501(C)(3)	5,000.
CONCERNED CITIZENS FOR A BETTER TUNICA CO. PO BOX 2249 TUNICA, MS 38676	N/A GENERAL OPERATION SUPPORT	501(C)(3)	25,000.
EL PASO INTERRELIGIOUS SPONSORING COMMITTEE 1415 DAKOTA AVENUE EL PASO, TX 79930	N/A GENERAL OPERATION SUPPORT	501(C)(4)	30,000.
ENLACE COMUNITARIO 1701 BROADWAY SE ALBUQUERQUE, NM 87102	N/A PROJECT SUPPORT	501(C)(3)	3,000.
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 55 EXCHANGE PLACE #405 NEW YORK, NY 10005	N/A GENERAL OPERATION SUPPORT	501(C)(3)	336.
GRANITE STATE ORGANIZING PROJECT 383 BEECH STREET MANCHESTER, NH 03103	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
GRANTMAKERS CONCERNED IMMIGRANTS/REFUGEES PO BOX 1100 SEBASTOPOL, CA 95473	N/A GENERAL OPERATION SUPPORT	501(C)(3)	1,000.

GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES STREET, NW SUITE 404 WASHINGTON, DC 20036	N/A GENERAL OPERATION SUPPORT	501(C)(3)	865.
GREATER BOSTON INTERFAITH ORGANIZATION 594 COLUMBIA RD SUITE 203 DORCHESTER, MA 02125	N/A GENERAL OPERATION SUPPORT	501(C)(3)	40,000.
HELPING EMPOWER LOCAL PEOPLE, INC. PO BOX 34008 CHARLOTTE, NC 28234	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
HISPANICS IN PHILANTHROPHY 55 SECOND STREET, #1500 SAN FRANCISCO, CA 94105	N/A GENERAL OPERATION SUPPORT	501(C)(3)	250.
INLAND CONGREGATIONS UNITED FOR CHANGE 1441 NORTH D STREET #208 SAN BERNARDINE, CA 92405	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
INTERFAITH FUNDERS 2719 DENVER AVENUE LONGMONT, CO 80503	N/A GENERAL OPERATION SUPPORT	501(C)(3)	6,000.
KOREATOWN IMMIGRANT WORKERS ALLIANCE 3465 WEST 8TH STREET LOS ANGELES, CA 90005	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
MIAMI WORKERS CENTER 6127 NW 7TH AVENUE MIAMI, FL 33127	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
MISSISSIPPI IMMIGRANTS RIGHTS ALLIANCE PO BOX 1104 JACKSON, MS 39215	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
NATIONAL DAY LABORER ORGANIZING NETWORK 675 S. PARK VIEW ST, STE B LOS ANGELES, CA 90057	N/A PROJECT SUPPORT	501(C)(3)	3,000.

NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET, NW, STE. 200 WASHINGTON, DC 20005	N/A GENERAL OPERATION SUPPORT	501(C)(3)	5,000.
NEIGHBORHOOD FUNDERS GROUP 301 CONNECTICUT AVE, STE 500 WASHINGTON, DC 20036	N/A GENERAL OPERATION AND PROJECT SUPPORT	501(C)(3)	14,000.
NEW JERSEY REGIONAL COALITION 900 HADDON AVENUE, STE 412 COLLINGSWOOD, NJ 08108	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
NEW MEXICO ASSOCIATION OF GRANTMAKERS P.O. BOX 9280 SANTE FE, NM 87504	N/A GENERAL OPERATION SUPPORT	501(C)(3)	1,000.
NORTH CAROLINA LATINO COALITION 4907 GARRETT ROAD DURHAM, NC 27707	N/A GENERAL OPERATION SUPPORT	501(C)(3)	25,000.
NORTHERN LOUISIANA INTERFAITH GREATER BATON ROUGE SPONSORING COMMITTEE - 756 SOUTH ACADIAN THRUWAY #1 BATON ROUGE, LA 70806	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
NORTHERN LOUISIANA INTERFAITH GREATER JACKSON METRO SPONSORING COMMITTEE - 1170 ELLIS AVENUE SUITE 100 JACKSON, MS 39204	N/A GENERAL OPERATION SUPPORT	501(C)(3)	40,000.
NORTHERN LOUISIANA INTERFAITH SPONSORING COMMITTEE PO BOX 7553 MONROE, LA 71211	N/A PROJECT SUPPORT	501(C)(3)	10,000.
PICO NATIONAL NETWORK 171 SANTA ROSA OAKLAND, CA 94610	N/A PROJECT SUPPORT	501(C)(3)	40,000.
PEOPLE ACTING IN COMMUNITY TOGETHER 1100 SHASTA AVE. SAN JOSE, CA 95126	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.

PIMA COUNTY INTERFAITH COUNCIL 639 EAST SPEEDWAY BOULEVARD TUCSON, AZ 85705	N/A GENERAL OPERATION SUPPORT	501(C)(4)	17,500.
PUBLIC INTEREST PROJECTS 45 WEST 36TH ST., 6TH FLOOR NEW YORK, NY 10018	N/A GENERAL OPERATION SUPPORT	501(C)(3)	2,000.
SAN ANTONIO COMM. ORGANIZED PUBLIC SVS 123 OCTAVIA PLACE SAN ANTONIO, TX 78214	N/A GENERAL OPERATION SUPPORT	501(C)(4)	35,000.
SAN FRANCISCO ORGANIZING PROJECT 5215 CESAR CHAVEZ STREET SAN FRANCISCO, CA 94110	N/A GENERAL OPERATION SUPPORT	501(C)(3)	25,000.
SOMOS UN PUEBLO UNIDO 1804 ESPINACITIS STREET SANTA FE, NM 87505	N/A PROJECT SUPPORT	501(C)(3)	40,000.
SOUTHERN CALIFORNIA EDUCATION FUND 1545 WILSHIRE BOULEVARD, SUIT LOS ANGELES, CA 90017	N/A GENERAL OPERATION SUPPORT	501(C)(3)	40,000.
SUNFLOWER COMMUNITY ACTION, INC. 2201 EAST 13TH STREET NORTH WICHITA, KS 67214	N/A GENERAL OPERATION SUPPORT	501(C)(3)	25,000.
TENANTS & WORKERS UNITED 3801 MOUNT VERNON AVENUE ALEXANDRIA, VA 22305	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
THE SOCIAL INVESTMENT FORUM 910 17TH STREET, NW, STE. 1000 WASHINGTON, DC 20006	N/A GENERAL OPERATION SUPPORT	501(C)(3)	690.
VALLEY INTERFAITH PROJECT 1802 E. THOMAS ROAD, STE 15 PHOENIX, AZ 85016	N/A GENERAL OPERATION SUPPORT	501(C)(4)	52,500.

VIRGINIA ORGANIZING PROJECT 703 CONCORD AVENUE CHARLOTTESVILLE, VA 22903	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
VOICE BUFFALO, INC. 345 FRANKLIN STREET BUFFALO, NY 14202	N/A GENERAL OPERATION SUPPORT	501(C)(3)	20,000.
WEST TEXAS ORGANIZING STRATEGY PO BOX 5237 LUBBOCK, TX 79408	N/A GENERAL OPERATION SUPPORT	501(C)(4)	30,000.
WILLAMETTE VALLEY LAW PROJECT - PCUN 300 YOUNG STREET WOODBURN, OR 97071	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
WISDOM 3767 EAST UNDERWOOD AVENUE CUDAHY, WI 53110	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
APPLIED RESEARCH CENTER FUND 32 BROADWAY, SUITE 1802 NEW YORK, NY 10004	N/A PROJECT SUPPORT	501(C)(3)	10,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET, NW WASHINGTON, DC 20036	N/A GENERAL OPERATION SUPPORT	501(C)(3)	495.
ENVIRONMENTAL HEALTH COALITION 401 MILE OF CARS WAY, SUITE 310 NATIONAL CITY, CA 91950	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
FAITH AND ACTION FOR STRENGTH TOGETHER 1310 22ND AVENUE SOUTH ST. PETERSBURG, FL 32705	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
GREATER BIRMINGHAM MINISTRIES 2304 12TH AVENUE NORTH BIRMINGHAM, AL 35234	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.

GREATER MILWAUKEE SPONSORS, INC. 1034 E. OGDEN AVE. MILWAUKEE, WI 53202	N/A GENERAL OPERATION SUPPORT	501(C)(3)	25,000.
ILLINOIS COALITION FOR IMMIGRANT & REFUGEE PROTECTION 55 EAST JACKSON BOULEVARD CHICAGO, IL 60604	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.
JEREMIAH GROUP 2028 PAXTON STREET, STE. A HARVEY, LA 70058	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
LA VOICE 760 SOUTH WESTMORELAND AVENUE LOS ANGELES, CA 90005	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
LEADERSHIP CENTER FOR THE COMMON GOOD 1825 K STREET NW, SUITE 400 WASHINGTON, DC 20006	N/A GENERAL OPERATION SUPPORT	501(C)(3)	5,000.
LOS ANGLES ALLIANCE FOR A NEW ECONOMY 464 LUCAS AVE., SUITE 202 LOS ANGELES, CA 90017	N/A GENERAL OPERATION SUPPORT	501(C)(3)	70,000.
LOUISIANA DISASTER RECOVERY FOUNDATION 4354 S. SHERWOOD FOREST, SUITE 200 BATON ROUGE, LA 70816	N/A PROJECT SUPPORT	501(C)(3)	5,000.
MISSISSIPPI WORKERS' CENTER FOR HUMAN RIGHTS P.O. BOX 1223 GREENVILLE, MS 38702	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
PEOPLE ORGANIZING FOR WESTSIDE POWER 235 HILL STREET SANTA MONICA, CA 90405	N/A GENERAL OPERATION SUPPORT	501(C)(3)	50,000.
SAN DIEGO ORGANIZING PROJECT 4305 UNIVERSITY AVE., SUITE 530 SAN DIEGO, CA 92105	N/A GENERAL OPERATION SUPPORT	501(C)(3)	35,000.

SOUTHWEST ORGANIZING PROJECT 211 10TH STREET NW ALBUQUERQUE, NM 87102	N/A PROJECT SUPPORT	501(C)(3)	7,000.
SOUTHWEST RESEARCH & INFORMATION CENTER P.O. BOX 2606 CORRALES, NM 87048	N/A PROJECT SUPPORT	501(C)(3)	3,000.
THE BORDER ORGANIZATION P.O. BOX 2312 DEL RIO, TX 78841	N/A GENERAL OPERATION SUPPORT	501(C)(4)	12,500.
THE PRAXIS PROJECT 1750 COLUMBIA ROAD NW, 2ND FL WASHINGTON, DC 20009	N/A PROJECT SUPPORT	501(C)(3)	10,000.
VOCES DE LA FRONTERA 1027 SOUTH 5TH STREET MILWAUKEE, WI 53204	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
WASHINGTON INTERFAITH NETWORK 1226 VERMONT AVENUE NW WASHINGTON, DC 20005	N/A GENERAL OPERATION SUPPORT	501(C)(3)	30,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,770,136.

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	Name of exempt organization	Employer identification number
File by the due date for filing your return. See instructions.	NEEDMOR C/O THE NORTHERN TRUST COMPANY	34-6504812
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 804298	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60680	

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 ▶ GMA FOUNDATIONS 77 SUMMER STREET, 8TH FLOOR - BOSTON, MA 02110
  Telephone No. ▶ (617)426-7080 FAX No. ▶ (617)426-7087
- 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	$ 23,558.
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	$ 23,558.
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	$ 0.

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 NEEDMOR C/O THE NORTHERN TRUST COMPANY	Employer identification number 34-6504812
	Number, street, and room or suite no. If a P.O. box, see instructions. P.O. BOX 804298	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60680	

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 ▶ GMA FOUNDATIONS 77 SUMMER STREET, 8TH FLOOR - BOSTON, MA 02110
  Telephone No. ▶ (617)426-7080 FAX No. ▶ (617)426-7087
- 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 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	$ 23,558.
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	$ 23,558.
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 ▶ [signature] Title ▶ CPA Date ▶ 8/11/11

Form 8868 (Rev. 1-2011)

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01-24-11