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 OCT 1, 2010 **, and ending** SEP 30, 2011

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
GEORGE H & JANE A MIFFLIN MEMORIAL FUND
15005012

A Employer identification number
04-6384983

Number and street (or P O box number if mail is not delivered to street address) Room/suite
LORING,WOLCOTT & COOLIDGE, 230 CONGRESS

B Telephone number
617-523-6531

City or town, state, and ZIP code
BOSTON, MA 02110

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

H Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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)* ▶$ 26,368,756.

J Accounting method: ☒ 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			N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	917.	844.		STATEMENT 2
	4	Dividends and interest from securities	616,383.	616,383.		STATEMENT 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	268,003.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 2,889,751.				
	7	Capital gain net income (from Part IV, line 2)		287,984.		
	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	885,303.	905,211.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	63,467.	44,426.		19,041.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 4	31,284.	31,284.		0.
	c	Other professional fees STMT 5	73,583.	45,958.		27,625.
	17	Interest				
	18	Taxes STMT 6	51,524.	21,377.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	1,938.	1,288.		650.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	221,796.	144,333.		47,316.
	25	Contributions, gifts, grants paid	1,175,000.			1,175,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,396,796.	144,333.		1,222,316.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-511,493.			
	b	**Net investment income** (if negative, enter -0-)		760,878.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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GEORGE H & JANE A MIFFLIN MEMORIAL FUND

		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	247.	501.	501.
	2	Savings and temporary cash investments	337,000.	249,000.	249,000.
	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 STMT 8	573,780.	371,536.	380,043.
	b	Investments - corporate stock STMT 9	20,950,909.	20,729,406.	25,739,212.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	21,861,936.	21,350,443.	26,368,756.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	22,586,394.	21,296,056.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	-724,458.	54,387.	
	30	**Total net assets or fund balances**	21,861,936.	21,350,443.	
	31	**Total liabilities and net assets/fund balances**	21,861,936.	21,350,443.	

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	21,861,936.
2	Enter amount from Part I, line 27a	2	-511,493.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	21,350,443.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	21,350,443.

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	PUBLICLY TRADED SECURITIES	P		
b	CAPITAL GAINS DIVIDENDS			
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	2,889,747.		2,601,767.	287,980.
b	4.			4.
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				287,980.
b				4.
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	287,984.
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	1,249,748.	27,063,173.	.046179
2008	1,654,205.	23,043,789.	.071785
2007	1,686,791.	34,770,228.	.048513
2006	1,565,591.	35,520,279.	.044076
2005	1,622,195.	33,083,695.	.049033

2	**Total** of line 1, column (d)	2	.259586
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	.051917
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	30,018,840.
5	Multiply line 4 by line 3	5	1,558,488.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,609.
7	Add lines 5 and 6	7	1,566,097.
8	Enter qualifying distributions from Part XII, line 4	8	1,222,316.

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			1	15,218.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	15,218.
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	15,218.
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	28,985.		
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	28,985.
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	13,767.
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	7,610.	**Refunded** ▶	11	6,157.

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) ▶ MA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 ▶ N/A

14 The books are in care of ▶ LORING WOLCOTT & COOLIDGE TRUST LLC Telephone no. ▶ 617/523-6531

Located at ▶ 230 CONGRESS STREET, 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 0.

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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 ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAWRENCE COOLIDGE 230 CONGRESS STREET BOSTON, MA 02110	TRUSTEE 1.00	21,152.	0.	0.
C-F DAVID BOIT 230 CONGRESS STREET BOSTON, MA 02110	TRUSTEE 1.00	21,152.	0.	0.
THOMAS R APPLETON 230 CONGRESS STREET BOSTON, MA 02110	TRUSTEE 1.00	21,163.	0.	0.

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

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

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

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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 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	29,791,319.
b	Average of monthly cash balances			1b	684,661.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	30,475,980.
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	30,475,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	457,140.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	30,018,840.
6	**Minimum investment return.** Enter 5% of line 5			6	1,500,942.

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	1,500,942.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	15,218.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	15,218.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,485,724.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,485,724.
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	1,485,724.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,222,316.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,222,316.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,222,316.

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				1,485,724.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			1,173,243.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,222,316.				
a Applied to 2009, but not more than line 2a			1,173,243.	
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				49,073.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				1,436,651.
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	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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:

LAWRENCE COOLIDGE, 617-523-6531
C/OLORING,WOLCOTT & COOLIDGE 230 CONGRESS ST, BOSTON, MA 02110

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

CONSULT ABOVE

c Any submission deadlines:

NONE

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

FOR CHARITABLE PURPOSES

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 10				
Total			▶ 3a	1,175,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(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	917.	
4 Dividends and interest from securities			14	616,383.	
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	268,003.	
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.		885,303.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 885,303.

(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).
	N/A

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date | ▶ TRUSTEE Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MARY-JEAN MOUGHAN		1/19/2012		P00133963

Firm's name ▶ LORING, WOLCOTT & COOLIDGE TRUST LLC | Firm's EIN ▶ 27-3396508

Firm's address ▶ 230 CONGRESS STREET
BOSTON, MA 02110-2437

Phone no. 617-523-6531

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,889,747.	2,621,748.	0.	0.	267,999.

CAPITAL GAINS DIVIDENDS FROM PART IV	4.
TOTAL TO FORM 990-PF, PART I, LINE 6A	268,003.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
TEMPORARY INVESTMENT FUND B	917.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	917.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FOREIGN DIV	284,361.	0.	284,361.
U.S. TREASURY NOTES	14,243.	0.	14,243.
VARIOUS DOMESTIC DIVIDENDS	317,783.	4.	317,779.
TOTAL TO FM 990-PF, PART I, LN 4	616,387.	4.	616,383.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LORING WOLCOTT & COOLIDGE TRUST LLC	31,284.	31,284.		0.
TO FORM 990-PF, PG 1, LN 16B	31,284.	31,284.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LWC TAX PREPARATION FOR 2010	2,625.	0.		2,625.
LWC FIDUCIARY ADVISORS FEES	45,958.	45,958.		0.
LORING WOLCOTT & COOLIDGE ADMINISTRATIVE SERVICES	25,000.	0.		25,000.
TO FORM 990-PF, PG 1, LN 16C	73,583.	45,958.		27,625.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED FEDERAL EXCISE TAXES FOR 9/30/11	28,985.	0.		0.
FOREIGN TAXES WITHHELD	21,377.	21,377.		0.
FEDERAL EXICISE TAX BAL DUE 9/30/10	1,162.	0.		0.
TO FORM 990-PF, PG 1, LN 18	51,524.	21,377.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEE - COMM OF MA FORM PC ANNUAL REPORT	250.	0.		250.
SUFFOLK PROBATE 44TH ACCOUNT	400.	0.		400.
SABMILLER PLC AGENT FEE	901.	901.		0.
ABB LTD AGENT FEE	297.	297.		0.
FINA ELF S A AGENT FEE	22.	22.		0.
NESTLE SA SPONS AGENT FEE	68.	68.		0.
TO FORM 990-PF, PG 1, LN 23	1,938.	1,288.		650.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
170,000 US TREAS NTS 3.375% 11/30/2012	X		170,898.	176,242.
100,000 US TREAS NTS 2.% 11/30/2013	X		100,509.	103,602.
100,000 US TREAS NTS 1.75% 11/15/2011	X		100,129.	100,199.
TOTAL U.S. GOVERNMENT OBLIGATIONS			371,536.	380,043.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			371,536.	380,043.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
9,096 SHS ABBOTT LABORATORIES	103,183.	465,169.
11,221 SHS AUTOMATIC DATA PROCESSING	48,515.	529,070.
18,198 SHS CISCO SYSTEMS	45,495.	282,069.
14,475 SHS LINEAR TECHNOLOGY CORP	107,600.	400,233.
1,200 SHS LINEAR TECHNOLOGY CORP	10,200.	33,180.
6,586.3524 SHS PROCTER & GAMBLE CO	5,687.	416,125.
379.6476 SHS PROCTER & GAMBLE CO	7,824.	23,986.
11,900 SHS STATE STREET BOSTON CORP	107,844.	382,704.

2,200 SHS STATE STREET BOSTON CORP	26,606.	70,752.
12,050 SHS STRYKER CORP	40,292.	567,916.
4,400 SHS STRYKER CORP	26,469.	207,372.
14,200 SHS MICROSOFT CORP	273,392.	353,438.
13,100 SHS QUALCOMM INC	292,037.	637,053.
8,975 SHS PEPSICO INC	432,588.	555,552.
14,475 SHS SUNCOR ENERGY INC	266,682.	368,244.
23,600 SHS GENERAL ELECTRIC CO	801,877.	359,192.
12,975 SHS STAPLES INC	298,996.	172,568.
13,000 SHS UNITED TECHNOLOGIES	781,403.	914,680.
14,550 SHS ENCANA CORP	326,462.	279,506.
23,775 SHS STANDARD CHARTERED PLC	413,177.	476,663.
6,000 SHS APACHE CORP	401,831.	481,440.
19,400 SHS NESTLE SA SPONS ADR FOR REG	673,954.	1,070,065.
22,525 SHS SABMILLER PLC	605,929.	739,518.
5,600 SHS TOTAL FINA ELF S A ADR	401,653.	245,672.
3,500 SHS CORE LABORATORIES	201,315.	314,405.
16,550 SHS HEINEKEN HOLDING NV	806,867.	642,509.
14,725.788 SHS DODGE & COX INTERNATIONAL STOCK FUND	555,059.	423,955.
14,800 SHS DANAHER CORP SHS BEN INT	598,824.	620,712.
29,675 SHS ABB LTD	849,964.	506,849.
10,875 SHS CANADIAN NATIONAL RAILWAY	587,926.	724,058.
14,150 SHS WOODSIDE PETROLEUM LTD	455,933.	446,679.
5,550 SHS L'OREAL	603,302.	546,422.
23,200 SHS JARDINE MATHESON HOLDINGS LTD	580,431.	1,064,880.
8,425 SHS JOHNSON MATTHEY PLC	174,476.	208,285.
7,350 SHS BILLITON PLC-ADR	298,481.	390,138.
7,500 SHS BERKSHIRE HATHAWAY INC CL B	438,098.	532,800.
4,225 SHS DEERE & CO	154,917.	272,808.
6,225 SHS EMERSON ELECTRIC CO	197,929.	257,155.
13,000 SHS PHILIP MORRIS INTERNATIONAL	601,563.	810,940.
52,535 SHS DAIRY FARM INTL HOLDINGS LTD	303,267.	446,548.
6,975 SHS RECKITT BENCKISER GROUP PLC	306,415.	355,634.
14,050 SHS CHURCH & DWIGHT CO	452,984.	621,010.
2,725 SHS COGNIZANT TECHNOLOGY SOLUTIONS CLASS A	150,483.	170,858.
7,625 SHS COLGATE PALMOLIVE CO	601,195.	676,185.
3,925 SHS CREE INC	200,723.	101,972.
7,525 SHS FISERV INC	351,806.	382,044.
15,337 SHS FLOWERS FOODS INC	251,143.	298,458.
3,550 SHS MASTERCARD INC	803,577.	1,125,918.
5,500 SHS MCDONALDS CORP	351,147.	483,010.
8,750 SHS MEDCO HEALTH	449,932.	410,287.
9,600 SHS PRAXAIR	801,153.	897,408.
12,125 SHS TJX COMPANIES	556,333.	672,574.
5,275 SHS TEVA PHARMACEUTICAL INDS LTD ADR	300,699.	196,336.
5,400 SHS EOG RESOURCES	399,436.	383,454.
3,850 SHS EXXON MOBIL CORP	251,251.	279,626.
10,150 SHS NASPERS LIMITED	593,081.	443,128.
TOTAL TO FORM 990-PF, PART II, LINE 10B	20,729,406.	25,739,212.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACHIEVEMENT NETWORK 225 FRIEND STREET, STE 704 BOSTON, MA 02114	NONE GENERAL	PUBLIC	50,000.
ALASKA CONSERVATION FOUNDATION 441 WEST 5TH AVENUE ANCHORAGE, AK 99501	NONE GENERAL	PUBLIC	25,000.
ALMA DEL MAR CHARTER SCHOOL 114 FRONT STREET NEW BEDFORD, MA 02740	NONE START UP FUNDING	PUBLIC	20,000.
BELL FOUNDATION, INC. 60 CLAYTON STREET DORCHESTER, MA 02122	NONE AFTER SCHOOL PROGRAM & SUMMER SUPPORT	PUBLIC	10,000.
BELLESINI O.S.A ACADEMY 94 BRADFORD STREET LAWRENCE, MA 01840	NONE STUDENT SPONSORING PROGRAM	PUBLIC	10,000.
BOSTON LATIN SCHOOL 78 AVENUE LOUIS PASTEUR BOSTON, MA 02115	NONE HEADMASTERS DISCRETIONARY FUND	PUBLIC	20,000.
BOSTON PREPARATORY CHARTER PUBLIC SCHOOL 1286 HYDE PARK AVE. HYDE PARK, MA 02136	NONE GRADE 13 PROGRAM	PUBLIC	25,000.
BOTTOM LINE 555 ARMORY STREET JAMAICA PLAIN, MA 02130	NONE GENERAL	PUBLIC	50,000.

BREAD AND ROSES INC. 58 NEWBURY STREET LAWRENCE, MA 01840	NONE COMMUNITY PANTRY AND MEALS PROGRAM	PUBLIC	5,000.
BREAKTHROUGH CAMBRIDGE PO BOX 381486 CAMBRIDGE, MA 02138	NONE GENERAL	PUBLIC	10,000.
BRIDGE BOSTON CHARTER SCHOOL 118 UPLAND ROAD WABAN, MA 02468	NONE PURCHASE BASIC COMPUTER EQUIPMENT FOR THE SCHOOL	PUBLIC	22,000.
CASA PROJECT, INC. 100 GROVE STREET WORCESTER, MA 01605	NONE COURT APPOINTED SPECIAL ADVOCATES PROGRAM	PUBLIC	10,000.
CHARLES RIVER WATERSHED ASSOCIATION 190 PARK ROAD WESTON, MA 02493	NONE THE BLUE CITIES PROGRAM	PUBLIC	10,000.
CHELSEA NEIGHBORHOOD DEVELOPERS 4 GERRISH AVENUE CHELSEA, MA 02150	NONE ROW AFFORDABLE HOUSING	PUBLIC	15,000.
CITY ON A HILL FOUNDATION, INC. 58 CIRCUIT STREET BOSTON, MA 02119	NONE SUPPORT THE CITY ON A HILL CHARTER PUBLIC SCHOOL REPLICATION INITIATIVE	PUBLIC	25,000.
COMMUNITY CHARTER SCHOOL OF CAMBRIDGE 245 BENT STREET CAMBRIDGE, MA 02141	NONE SALARY OF AN ALUMNI ADVISOR	PUBLIC	30,000.
COMMUNITY EDUCATION CENTER PO BOX 544, 119 LONDON STREET EAST BOSTON, MA 02128	NONE EDUCATION FOR NEW AMERICANS PROGRAM	PUBLIC	20,000.
COMMUNITY LEGAL SERVICES AND COUNSELING CENTER INC. ONE WEST STREET CAMBRIDGE, MA 02139	NONE GENERAL	PUBLIC	25,000.

CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE ESTABLISH NATIONAL MARINE MEMORIAL	PUBLIC	100,000.
CRADLES TO CRAYONS 82 MYRTLE STREET QUINCY, MA 02171	NONE FOR EVERYDAY ESSENTIALS PROGRAM	PUBLIC	10,000.
CRISTO REY HIGH SCHOOL 100 SAVIN HILL AVENUE BOSTON, MA 02125	NONE SUPPORT STUDENT JOB PLACEMENTS	PUBLIC	10,000.
DOWNEAST LAKES LAND TRUST PO BOX 75, 4 WATER STREET GRAND LAKE STREAM, ME 04637	NONE BIG MUSQUASH CONSERVATION EASEMENT	PUBLIC	20,000.
EAST QUABIN LAND TRUST 120 RIDGE ROAD HARDWICK, MA 01037	NONE PURCHASE OF A CONSERVATION RESTRICTION	PUBLIC	5,000.
ESSEX COUNTY GREENBELT ASSOCIATION 82 EASTERN AVENUE ESSEX, MA 01929	NONE LAND CONSERVATION PROGRAM	PUBLIC	25,000.
EXCEL ACADEMY CHARTER SCHOOL 1150 SARATOGA STREET EAST BOSTON, MA 02128	NONE GENERAL	PUBLIC	10,000.
FATHER BILL'S AND MAINSPRING INC. 422 WASHINGTON STREET QUINCY, MA 02169	NONE GENERAL	PUBLIC	10,000.
FOOD FOR THE WORLD, INC. 447 ESSEX STREET LAWRENCE, MA 01841	NONE GENERAL	PUBLIC	5,000.
GLOBAL LEARNING CHARTER PUBLIC SCHOOL 190 ASHLEY BOULEVARD NEW BEDFORD, MA 02746	NONE SUPPORT GLOBAL CURRICULUM INSTRUCTIONAL TOOLS	PUBLIC	5,000.

GREATER BOSTON LEGAL SERVICES 197 FRIEND STREET BOSTON, MA 02114	NONE FUND RAISING EXPANSION INITIATIVE	PUBLIC	75,000.
HILL VIEW MONTESSORI CHARTER PUBLIC SCHOOL 75 FOUNDATION AVENUE HAVERHILL, MA 01835	NONE SUPPORT LITERACY IMPROVEMENT INITIATIVES	PUBLIC	10,000.
HOME START, INC. 105 CHAUNCY STREET BOSTON, MA 02111	NONE FOR THE HOMELESSNESS PREVENTION PROGRAM	PUBLIC	15,000.
HOUSEHOLD GOODS RECYCLING MINISTRY 530 MAIN STREET ACTON, MA 01720	NONE GENERAL	PUBLIC	10,000.
JAMAICA PLAIN NEIGHBORHOOD DEVELOPMENT CORPORATION 31 GERMANIA STREET JAMAICA PLAIN, MA 02130	NONE TO CREATE NEW AFFORDABLE HOUSING IN BOSTON	PUBLIC	10,000.
JFY NETWORKS 125 TREMONT STREET BOSTON, MA 02108	NONE LEARNING PROGRAM SUPPORT	PUBLIC	20,000.
JOURNEYS OF HOPE PO BOX 244 LYNN, MA 01903	NONE JOH DAY PROGRAM	PUBLIC	5,000.
JUST A START CORPORATION 1035 CAMBRIDGE STREET CAMBRIDGE, MA 02141	NONE TO SUPPORT PROGRAMS AND SERVICES	PUBLIC	50,000.
KIPP ACADEMY LYNN 25 BESSOM STREET LYNN, MA 01902	NONE SUPPORT GROWTH AND SUSTAINABILITY	PUBLIC	25,000.
LAWYERS CLEARINGHOUSE ON AFFORDABLE HOUSING AND HOMELESSNESS, INC. - 16 BEACON STREET BOSTON, MA 02108	NONE THE MA LEGAL CLINIC FOR THE HOMELESS	PUBLIC	8,000.

LAZARUS HOUSE MINISTRIES PO BOX 408 LAWRENCE, MA 01842	NONE FOR EDUCATION/WORK PROGRAMS	PUBLIC	10,000.
LEGAL ADVOCACY & RESOURCE CENTER, INC. 197 FRIEND STREET BOSTON, MA 02114	NONE TO SUPPORT LEGAL ASSISTANCE PROGRAMS	PUBLIC	25,000.
LOWELL MIDDLESEX ACADEMY CHARTER SCHOOL 67 MIDDLE STREET LOWELL, MA 01852	NONE SUPPORT STUDENT ACHIEVEMENT THROUGH CAPACITY BUILDING PROGRAMS	PUBLIC	10,000.
MASSACHUSETTS CHARTER PUBLIC SCHOOL ASSOCIATION 132 MAIN STREET HAYDENVILLE, MA 01039	NONE GENERAL	PUBLIC	75,000.
MASSACHUSETTS LAW REFORM INSTITUTE 99 CHAUNCY STREET, SUITE 500 BOSTON, MA 02111	NONE FOR HOUSING PRESERVATION PROJECT	PUBLIC	10,000.
MATCH CHARTER PUBLIC HIGH SCHOOL 1001 COMMONWEALTH AVENUE BOSTON, MA 02215	NONE TWO YR FULLTIME DIRECTOR OF DEVELOPEMENT GRANT	PUBLIC	35,000.
MERRIMACK VALLEY FOOD BANK,INC 735 BROADWAY STREET LOWELL, MA 01854	NONE THE FOOD RESCUE PROGRAM	PUBLIC	5,000.
MOREHOUSE COLLEGE 830 WESTVIEW DRIVE, SW ATLANTA, GA 30314	NONE FOR SCHOLARSHIPS	PUBLIC	10,000.
MYSTIC VALLEY REGIONAL CHARTER SCHOOL 671 SALEM STREET MALDEN, MA 02148	NONE EXPANSION OF ATHLETIC AND AFTER SCHOOL PROGRAM	PUBLIC	20,000.
NOTRE DAME HIGH SCHOOL, INC. 207 HAMPSHIRE STREET LAWRENCE, MA 01841	NONE MAKING HISTORY CAPITAL CAMPAIGN	PUBLIC	10,000.

PHOENIX CHARTER ACADEMY 59 NICHOLS STREET CHELSEA, MA 02150	NONE PHOENIX URBAN FELLOWSHIP PROGRAM	PUBLIC	20,000.
PRESENTATION OF MARY ACADEMY 209 LAWRENCE STREET METHUEN, MA 01844	NONE TUITION ASSISTANCE PROGRAM	PUBLIC	5,000.
RAW ART WORKS 37 CENTRAL SQUARE LYNN, MA 01901	NONE FREE ART PROGRAMS	PUBLIC	5,000.
RESPOND, INC. PO BOX 555 SOMERVILLE, MA 02143	NONE TO SUPPORT DOMESTIC VIOLENCE PREVENTION PROGRAM	PUBLIC	5,000.
SAINT FRANCIS HOUSE 39 BOYLSTON STREET BOSTON, MA 02116	NONE GENERAL	PUBLIC	10,000.
SCHOOL ON WHEELS OF MASSACHUSETTS, INC. 831 PLEASANT STREET BROCKTON, MA 02301	NONE EDUCATE CHILDREN IMPACTED BY HOMELESSNESS PROGRAM	PUBLIC	5,000.
SCIENCE CLUB FOR GIRLS PO BOX 390544 CAMBRIDGE, MA 02139	NONE ENVIRONMENTAL LITERACY PROGRAM	PUBLIC	5,000.
SITKA CONSERVATION SOCIETY PO BOX 6533 SITKA, AK 99835	NONE GENERAL	PUBLIC	20,000.
STRIVE BOSTON EMPLOYMENT SERVICES, INC. 651 WASHINGTON STREET DORCHESTER, MA 02124	NONE GENERAL	PUBLIC	25,000.
TUTORING PLUS CAMBRIDGE, INC. 225 WINDSOR STREET CAMBRIDGE, MA 02139	NONE FOR TUTORING AND ENRICHMENT PROGRAMS	PUBLIC	10,000.

VERITAS PREPARATORY CHARTER SCHOOL PO BOX 3553 SPRINGFIELD, MA 01101	NONE SUPPORT TEACHER RECRUITMENT AND FACILITY SELECTION CONSULTATION FEES	PUBLIC	20,000.
VOLUNTEER LAWYERES PROJECT OF THE BOSTON BAR ASSOCIATION 99 CHAUNCY STREET, SUITE 400 BOSTON, MA 02111	NONE FOR EXPANDING THE VOLUNTEER TO VOLUNTEER MENTORING PROGRAM	PUBLIC	15,000.
WEB OF BENEFIT, INC. PO BOX 81925 WELLESLEY, MA 02481	NONE GENERAL OPERATING SUPPORT	PUBLIC	5,000.
WOMENS EDUCATIONAL CENTER, INC. 46 PLEASANT STREET CAMBRIDGE, MA 02139	NONE SUPPORT PROGRAMS FOR LOW TO MODERATE INCOME WOMEN	PUBLIC	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,175,000.

GENERAL EXPLANATION STATEMENT 11

990PF STATEMENT
PART VIII OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS AND THEIR COMPENSATION AND HOURS SPENT PER WEEK:
HOURS SPENT:
THE TIME SPENT BY THE TRUSTEE/S MANAGING THE AFFAIRS OF THE FOUNDATION VARIES FROM WEEK TO WEEK AND YEAR TO YEAR. FOR 990PF REPORTING PURPOSES, AN ESTIMATE OF .5 TO 1 HOURS PER WEEK HAS BEEN INDICATED. THE TRUSTEE/S ARE PROFESSIONAL FIDUCIARIES WHO MANAGE A NUMBER OF TRUST/FOUNDATION RELATIONSHIPS AND WHO EMPLOY ACCOUNTING, SUPPORT AND TAX COMPLIANCE STAFF TO ASSIST WITH THE ADMINISTRATION OF SAID RELATIONSHIPS. THE .5 TO 1 HOUR TIME NOTED REFLECTS AN ESTIMATE OF THE TIME SPENT BY THE NAMED TRUSTEE/S AS WELL AS THEIR AGENTS OR EMPLOYS. THE ACTUAL TIME SPENT MAY DIFFER FROM THE ESTIMATE IN ANY GIVEN WEEK/YEAR.
THE TRUSTEES FEES NOTED ALSO INCLUDES AN INVESTMENT ADVISORY COMPONENT WHICH IS BASED IN PART ON THE FOUNDATION INVESTMENT ASSETS AND WHICH VARIES FROM QUARTER TO QUARTER BASED ON FAIR MARKET VALUE.