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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

2011

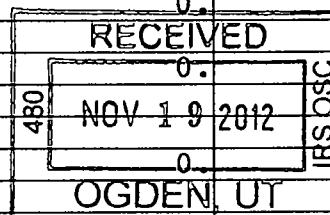
For calendar year 2011 or tax year beginning

, and ending

Name of foundation GRAND CIRCLE FOUNDATION, INC.		A Employer identification number 04-3175434
Number and street (or P.O. box number if mail is not delivered to street address) 347 CONGRESS STREET	Room/suite	B Telephone number 617-790-3974
City or town, state, and ZIP code BOSTON, MA 02210		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		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) \$ 4,254,108.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	3,862,503.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	29,799.	29,799.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a		0.		
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	3,892,302.	29,799.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	524,784.	0.		0.
	15 Pension plans, employee benefits	38,640.	0.		0.
	16a Legal fees STMT 2	5,173.	0.		0.
	b Accounting fees STMT 3	13,861.	0.		0.
	c Other professional fees STMT 4	66,140.	0.		0.
	17 Interest				
	18 Taxes STMT 5	39,473.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy	219.	0.		0.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	689,206.	0.		500.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,377,496.	0.		500.
	25 Contributions, gifts, grants paid	1,651,392.			1,651,392.
26 Total expenses and disbursements. Add lines 24 and 25	3,028,888.	0.		1,651,892.	
27 Subtract line 26 from line 12.	863,414.				
a Excess of revenue over expenses and disbursements		29,799.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	383,713.	3,100,422.	3,100,422.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ 225,000.			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable	320,000.	225,000.	225,000.
	6 Receivables due from officers, directors, trustees, and other disqualified persons	37,951.	178,628.	178,628.
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	21,833.	625,058.	625,058.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 7)		141,273.	125,000.	125,000.
16 Total assets (to be completed by all filers)		904,770.	4,254,108.	4,254,108.
17 Accounts payable and accrued expenses		6,399.	122,657.	
18 Grants payable		320,000.	225,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ ACCRUED EXPENSES)	22,158.	2,486,824.	
	23 Total liabilities (add lines 17 through 22)	348,557.	2,834,481.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	556,213.	1,419,627.	
	30 Total net assets or fund balances	556,213.	1,419,627.	
	31 Total liabilities and net assets/fund balances	904,770.	4,254,108.	

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	556,213.
2 Enter amount from Part I, line 27a	2	863,414.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,419,627.
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	1,419,627.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	NONE		
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	2,129,185.	511,762.	4.160498
2009	1,826,234.	779,619.	2.342470
2008	1,186,312.	726,127.	1.633753
2007	1,210,270.	527,803.	2.293034
2006	3,720,848.	384,148.	9.685975

2 Total of line 1, column (d)	2 20.115730
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 4.023146
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4 1,406,338.
5 Multiply line 4 by line 3	5 5,657,903.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 298.
7 Add lines 5 and 6	7 5,658,201.
8 Enter qualifying distributions from Part XII, line 4	8 1,651,892.

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)		1	596.
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)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		3	596.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	596.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	450.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	450.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	150.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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.		X
c Did the foundation file Form 1120-POL for this year?		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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GRANDCIRCLEFOUNDATION.ORG	13	X	
14	The books are in care of ► KAREN ZERMANI Telephone no ► 617-790-3911 Located at ► GCT, 347 CONGRESS STREET, BOSTON, MA ZIP+4 ► 02210			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A	1b	
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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 2011 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 2011.) 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 2011?	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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
HARRIET R. LEWIS GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	CHAIRPERSON 5.00	0.	0.	0.
ALAN E. LEWIS GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	CHAIRMAN 3.00	0.	0.	0.
MARTHA PRYBYLO GRAND CIRCLE CORP, 347 CONGRESS ST BOSTON, MA 02210	VICE PRESIDENT 5.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MAURY PETERSON - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON, MA	VICE PRESIDENT 37.50	160,441.	5,000.	0.
BRIAN FITZGERALD - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON,	CONTROLLER 37.50	75,000.	600.	0.
LAURA CHAVANNE - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON, MA	CREATIVE DIRECTOR 37.50	73,439.	1,107.	0.
JANICE BYRNES - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON, MA	PROJECT MANAGER 37.50	63,860.	0.	0.
DOUGLAS LIM - GRAND CIRCLE CORP, 247 CONGRESS STREET, BOSTON, MA 02210	DATABASE COORDINATOR 37.50	54,600.	5,000.	0.

Total number of other employees paid over \$50,000

0

Form 990-PF (2011)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities ..	1a	0.
b	Average of monthly cash balances ..	1b	844,337.
c	Fair market value of all other assets ..	1c	583,417.
d	Total (add lines 1a, b, and c)	1d	1,427,754.
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	1,427,754.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,416.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,406,338.
6	Minimum investment return. Enter 5% of line 5	6	70,317.

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	70,317.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	596.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	596.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	69,721.
4	Recoveries of amounts treated as qualifying distributions ..	4	0.
5	Add lines 3 and 4	5	69,721.
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	69,721.

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	1,651,892.
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	1,651,892.
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	1,651,892.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				69,721.
2 Undistributed Income, if any, as of the end of 2011.				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	3,701,837.			
b From 2007	1,183,942.			
c From 2008	1,150,148.			
d From 2009	1,787,329.			
e From 2010	2,103,923.			
f Total of lines 3a through e	9,927,179.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$	1,651,892.			
a Applied to 2010, 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 2011 distributable amount				69,721.
e Remaining amount distributed out of corpus	1,582,171.			
5 Excess distributions carryover applied to 2011 (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	11,509,350.			
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 2010. Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	3,701,837.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	7,807,513.			
10 Analysis of line 9:				
a Excess from 2007	1,183,942.			
b Excess from 2008	1,150,148.			
c Excess from 2009	1,787,329.			
d Excess from 2010	2,103,923.			
e Excess from 2011	1,582,171.			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED STATEMENTS	N/A		GENERAL	1,651,392.
Total			3a	1,651,392.
b Approved for future payment				
NONE				
Total			3b	0.

Address	Description	Amount	Status	Purpose	Relationship
USA	Allison Mae Regan Fund	\$ 7,800	Public	General	None
Morocco	Dar ET-Taleb	\$ 4,130	School	General	None
Turkey	Ahmet Ergun Primary School Avanos	\$ 1,000	School	General	None
Turkey	Akburun Village School	\$ 2,150	School	General	None
Turkey	Alaattin Primary School Avanos	\$ 1,000	School	General	None
Turkey	Ataturk Primary School	\$ 3,215	School	General	None
Turkey	Belenbasi School	\$ 4,200	School	General	None
Turkey	Cumhuriyet Primary School	\$ 670	School	General	None
Turkey	Ephesus	\$ 3,000	Public	General	None
Turkey	Gobeller Primary School	\$ 2,300	School	General	None
Turkey	Hacibektas High School	\$ 4,685	School	General	None
Turkey	Hacibektas Veli Primary School	\$ 3,220	School	General	None
Turkey	Hacibektas Vocational High School for Girl	\$ 2,805	School	General	None
Turkey	Kasim Primary School	\$ 1,000	School	General	None
Costa Rica/Panama/Guatemala	General Manuel Benigno Higuero Guardia School	\$ 4,316	School	General	None
Costa Rica/Panama/Guatemala	Microfarm San Francisco Village	\$ 13,000	Public	General	None
Costa Rica/Panama/Guatemala	San Francisco School	\$ 6,964	School	General	None
Costa Rica/Panama/Guatemala	Santa Catarina School	\$ 4,332	School	General	None
Costa Rica/Panama/Guatemala	Sonaflluca Primary School	\$ 19,559	School	General	None
Australia	Community Service-Australia	\$ 1,280	Public	General	None
South Pacific	Kaitao Middle School	\$ 3,250	School	General	None
South Pacific	Sigatoka District School	\$ 5,045	School	General	None
China	DI Ji Orphanage	\$ 6,650	School	General	None
China	Guang Ming Primary School	\$ 3,000	School	General	None
China	Huo Kou Primary School	\$ 6,081	School	General	None
China	Shao Ping Dian Primary School	\$ 8,755	School	General	None
Peru	Las Palmas Primary School	\$ 4,000	School	General	None
Peru	Pachar Urubamba/Pachar School	\$ 3,605	School	General	None
Peru	Pucuto School	\$ 9,600	School	General	None
Peru	Raqchi School	\$ 9,162	School	General	None
Peru	Villa Marcelo Primary School	\$ 7,915	School	General	None
Peru	Yanamono Clinic	\$ 2,000	Public	General	None
Ecuador	Sinamune Disabled Children's Orchestra	\$ 27,810	Public	General	None
India	Adarsh Bal Vidhya Mandir	\$ 8,897	School	General	None
India	Laxmi Primary School	\$ 7,670	School	General	None
India	LPS Public School,Kanjipadam Kerala	\$ 12,093	School	General	None
India	Ramsingh Pura Village	\$ 1,790	Public	General	None
India	Salni Adarsh Vidhya Mandir	\$ 7,900	School	General	None
India	Sri Venkateshwara Orphanage	\$ 2,600	School	General	None
Vietnam	Minh Tu Orphanage	\$ 29,285	School	General	None
Argentina	Chiloe Village	\$ 1,000	Public	General	None
Argentina	La Concepcion School	\$ 15,818	School	General	None
Argentina	Quei Quei School - Chiloe	\$ 3,300	School	General	None
Argentina	Sol Del Pacifico Ab Tao School	\$ 1,174	School	General	None
Russia	St. Petersburg Music Boarding School	\$ 6,664	School	General	None
Black Sea	Community Service-Slovakia	\$ 1,551	Public	General	None
Black Sea	Dobrisa Cesaric Elementary School	\$ 1,000	School	General	None
Black Sea	Gessayova Kindergarten, Bratislava	\$ 2,000	School	General	None
Black Sea	Haanova Kindergarten, Bratislava	\$ 2,000	School	General	None
Black Sea	Strecnianska Kindergarten, Bratislava	\$ 2,000	School	General	None
Africa/East Africa	Amboseli Primary School	\$ 8,969	School	General	None
Africa/East Africa	Banjika Secondary School	\$ 8,052	School	General	None
Africa/East Africa	Bashay Dining Hall	\$ 26,905	Public	General	None
Africa/East Africa	Bashay Primary School	\$ 22,606	School	General	None
Africa/East Africa	Community Service-Africa	\$ 1,150	Public	General	None
Africa/East Africa	Esiljeni Primary School	\$ 1,500	School	General	None
Africa/East Africa	General Africa	\$ 533	Public	General	None
Africa/East Africa	Jacob Basson Primary School	\$ 4,700	School	General	None
Africa/East Africa	Kambi Ya Nyoka Primary School	\$ 4,010	School	General	None
Africa/East Africa	Kristina Tester Scholarship Fund	\$ 3,800	School	General	None
Africa/East Africa	Mkhweli School	\$ 1,580	School	General	None
Africa/East Africa	Ngamo Primary School	\$ 31,555	School	General	None
Africa/East Africa	Njila Panda Primary School	\$ 4,355	School	General	None
Africa/East Africa	Pets Providing Pedals Bicycle Program	\$ 20,770	Public	General	None
Africa/East Africa	Tarangire Primary School	\$ 4,000	School	General	None

Address	Description	Amount	Status	Purpose	Relationship
Africa/East Africa	Thurnauer Scholarship Fund	\$ 7,762	School	General	None
Africa/East Africa	Ziga Primary School	\$ 30,685	School	General	None
Thailand	Machachualongkorn Buddhist University	\$ 2,000	School	General	None
Thailand	Mahamakut Buddhist University	\$ 2,000	School	General	None
Egypt	Bearat Village	\$ 7,326	Public	General	None
Egypt	El Sadat Primary School	\$ 1,000	School	General	None
Egypt	Quena Primary School	\$ 1,000	School	General	None
Egypt	Saad Zaghloul School	\$ 335	School	General	None
Italy/Israel	Al Awada School Lakia	\$ 450	School	General	None
Italy/Israel	Ancient Stablae	\$ 3,030	Public	General	None
Italy/Israel	Corleone School	\$ 1,000	School	General	None
Italy/Israel	Lakia Bedouin Village	\$ 20,669	Public	General	None
Italy/Israel	Santa Maria della Pieta School	\$ 3,075	School	General	None
Eastern Europe	Anton Tomaz Unhart Elementary School	\$ 3,000	School	General	None
Eastern Europe	Kantrida Elementary School	\$ 4,000	School	General	None
Ireland	Community Service-Ireland	\$ 1,150	Public	General	None
Thailand	Aye Yeik Mon Orphanage	\$ 1,250	School	General	None
Thailand	Boonyapark Early Childhood Center	\$ 12,982	School	General	None
Thailand	Don Chum Primary School	\$ 12,105	School	General	None
Thailand	Don Chum Village	\$ 6,630	Public	General	None
Thailand	Kia Luang School	\$ 5,350	School	General	None
Thailand	Kia Luang Village	\$ 3,950	Public	General	None
Thailand	Krovan Primary School	\$ 5,010	School	General	None
Thailand	Mae Yang Rong Primary School	\$ 7,600	School	General	None
Thailand	Myin Mahti Middle School	\$ 2,000	School	General	None
Thailand	Pu Ong Ka Primary School	\$ 15,815	School	General	None
Thailand	Pu Ong Ka Village	\$ 2,000	Public	General	None
Mexico	Josefa Ortiz de Dominguez Elementary School	\$ 2,853	School	General	None
Mexico	Vaquilla Community /Basic Education Center	\$ 2,260	Public	General	None
USA	Access	\$35,000.00	Public	General	None
USA	ACTION WITHOUT BORDERS	\$60.00	Public	General	None
USA	ADL NEW ENGLAND REGION	\$2,500.00	Public	General	None
USA	AIDS ACTION COMMITTEE OF MA	\$6,832.00	Public	General	None
USA	Ajuda de Berco	\$2,000.00	Public	General	None
USA	AMERICAN FRIENDS OF IDC	\$5,000.00	Public	General	None
USA	AMERICAN HEART ASSOCIATION	\$1,000.00	Public	General	None
USA	AMERICAN RED CROSS	\$50.00	Public	General	None
USA	APDA-MA CHAPTER	\$750.00	Public	General	None
USA	APDAMA GOLF TOURNAMENT	\$2,600.00	Public	General	None
USA	Artist For Humanity	\$5,670.00	Public	General	None
USA	BACK BAY ASSOCIATION	\$20,000.00	Public	General	None
USA	BEST BUDDIES INTERNATIONAL	\$150.00	Public	General	None
USA	BIG SISTER ASSOCIATION OF	\$25,000.00	Public	General	None
USA	BIRTHDAY WISHES INC	\$5,000.00	Public	General	None
USA	BOOKS FOR AFRICA - KARATU PROJ	\$605.00	Public	General	None
USA	BOSTON ASTROS/	\$10,000.00	Public	General	None
USA	BOSTON BUSINESS JOURNAL	\$45,875.00	Public	General	None
USA	BOSTON RISING	\$1,000.00	Public	General	None
USA	BOTTOM LINE	\$35,000.00	Public	General	None
USA	BROWN UNIVERSITY	\$50.00	Public	General	None
USA	BUILD	\$1,000.00	Public	General	None
USA	Children's Hospital	\$75.00	Public	General	None
USA	Children's Hospital Dubrovnik	\$4,000.00	Public	General	None
USA	CITY ON A HILL	\$100,000.00	Public	General	None
USA	CITY ON A HILL CHARTER PUBLIC	\$11,000.00	Public	General	None
USA	COLLEGE BOUND DORCHESTER	\$45,000.00	Public	General	None
USA	COMMUNITY ROWING	\$5,000.00	Public	General	None
USA	Cradles to Crayons	\$5,000.00	Public	General	None
USA	Crossroads for Kids	\$5,000.00	Public	General	None
USA	DANA FARBER CANCER	\$8,108.00	Public	General	None
USA	DANA FARBER MARATHON CHALLENGE	\$2,441.00	Public	General	None
USA	E INC.	\$5,000.00	Public	General	None
USA	FRIENDS OF IR DAVID	\$148,666.60	Public	General	None
USA	Friends of the Children	\$5,000.00	Public	General	None
USA	Good Sports	\$5,000.00	Public	General	None

Address	Description	Amount	Status	Purpose	Relationship
USA	GREATER BOSTON INTERFAITH ORG	\$12,500.00	Public	General	None
USA	Himalayan Trust	\$10,000.00	Public	General	None
USA	HOLE IN THE WALL GANG CAMP	\$6,186.00	Public	General	None
USA	Huntington Theatre Co.	\$10,000.00	Public	General	None
USA	INNER CITY WEIGHTLIFTING INC	\$10,000.00	Public	General	None
USA	INTERNATIONAL INSTITUTE N.E.	\$6,400.00	Public	General	None
USA	JEWISH FAMILY & CHILDRENS SVCS	\$10,000.00	Public	General	None
USA	KENSINGTON SOCIAL LIBRARY	\$2,000.00	Public	General	None
USA	LITTLE BROTHERS FRIENDS	\$2,000.00	Public	General	None
USA	Make A Wish Foundation	\$100.00	Public	General	None
USA	MASS FOUNDATION FOR HUMANITIES	\$10,000.00	Public	General	None
USA	MUSEUM OF FINE ARTS	\$11,400.00	Public	General	None
USA	N.E. FRIENDS OF ISRAEL DEFENSE	\$100,000.00	Public	General	None
USA	NATIONAL MS SOCIETY	\$365.00	Public	General	None
USA	NEBIP/ASSOCIATED GRANT MAKERS	\$15,000.00	Public	General	None
USA	NEUROFIBROMATOSIS, INC. N.E.	\$25,000.00	Public	General	None
USA	NEW ENGLAND AQUARIUM	\$1,000.00	Public	General	None
USA	Opacum Land Trust, Inc.	\$5,000.00	Public	General	None
USA	PAN-MASS CHALLENGE	\$22,833.00	Public	General	None
USA	PELOTONIA	\$200.00	Public	General	None
USA	PEMBROKE WATERSHED ASSOC.	\$500.00	Public	General	None
USA	PINE STREET INN	\$100.00	Public	General	None
USA	PROJECT BREAD	\$75.00	Public	General	None
USA	REBUILDING TOGETHER BOSTON	\$20,000.00	Public	General	None
USA	RODMAN RIDE FOR KIDS	\$25,000.00	Public	General	None
USA	RUN TO HOME BASE	\$300.00	Public	General	None
USA	SALAMATU FOUNDATION	\$100.00	Public	General	None
USA	SALVATION ARMY	\$100.00	Public	General	None
USA	Sawyer Kensington Trust	\$9,230.00	Public	General	None
USA	SCHWARTZ CENTER	\$12,500.00	Public	General	None
USA	SIMMONS COLLEGE	\$500.00	Public	General	None
USA	SOCIAL VENTURE NETWORK	\$3,750.00	Public	General	None
USA	ST JUDE CHILDREN'S RESEARCH HO	\$50.00	Public	General	None
USA	ST LAWRENCE UNIVERSITY	\$250.00	Public	School	None
USA	ST. JUDE'S CATHOLIC CHURCH	\$1,000.00	Public	General	None
USA	Strong Women, Strong Girls	\$5,000.00	Public	General	None
USA	THE DREAM PROGRAM INC	\$5,000.00	Public	General	None
USA	TUFTS UNIVERSITY	\$100.00	Public	School	None
USA	UMASS-DARTMOUTH	\$2,000.00	Public	School	None
USA	WASHINGTON STATE UNIVERSITY	\$1,000.00	Public	School	None
USA	WEST END HOUSE	\$111,668.00	Public	General	None
USA	WEST END HOUSE - KID'S CAFE	\$8,934.50	Public	General	None
USA	WOODBURY LUTHERAN CHURCH	\$1,000.00	Public	General	None
USA	The Boston Foundation	<u>\$25,000.00</u>	Public	General	None
		\$ 1,654,586			

Schedule B
(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

Employer identification number

GRAND CIRCLE FOUNDATION, INC.

04-3175434

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

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

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GRAND CIRCLE TRAVEL 347 CONGRESS STREET BOSTON, MA 02210	\$ 1,082,070.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	JAMES ALLEN 36 WHITMAN DR GRANBY, CT 06035	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	WILLIAM & ROMAIN CONNER W4138 BIRCH RD FOND DU LAC, WI 54937	\$ 10,500.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	FUMIKO HOEFT 1332 WRIGHT LOOP SAN FRANCISCO, CA 94129	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	MARK & NAOMI HUGHES 16953 HAMILTON STATION RD HAMILTON, VA 20158	\$ 18,850.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	JAMES LAIRD 2221 NE 19TH ST FORT LAUDERDALE, FL 33305	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

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

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	LINDA MACHLACHLAN 5509 INVERCHAPEL RD. SPRINGFIELD, VA 22151	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	ROY PARSONS 31 MONTEREY PINE DR NEWPORT COAST, CA 92657	\$ 8,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	RICHARD REGAN 34 SPAFFORD RD MILTON, MA 02186	\$ 4,800.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	AILEEN ROBERTSON 16075 PARQUE LN NAPLES, FL 34110	\$ 5,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	RICHARD THOMAS 313 TUNA LN OCEAN CITY, MD 21842	\$ 7,140.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

GRAND CIRCLE FOUNDATION, INC.

04-3175434

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

GRAND CIRCLE FOUNDATION, INC.

04-3175434

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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

SOURCE	AMOUNT
INTEREST INCOME	29,799.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	29,799.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	5,173.	0.		0.
TO FM 990-PF, PG 1, LN 16A	5,173.	0.		0.

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	13,861.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	13,861.	0.		0.

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
CONSULTING	66,140.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	66,140.	0.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL	39,433.	0.		0.	
FEDERAL TAXES	40.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	39,473.	0.		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	
MA FILING FEES	500.	0.		500.	
EMPLOYEE TRAINING	1,450.	0.		0.	
OFFICE EXPENSE	6,502.	0.		0.	
POSTAGE	7,596.	0.		0.	
MEMBERSHIP/DUES	2,750.	0.		0.	
ANNUAL REPORT	7,665.	0.		0.	
MARKETING	29,420.	0.		0.	
DATABASE	15,138.	0.		0.	
FOUNDATION ANNUAL DINNER	28,157.	0.		0.	
MEALS AND ENTERTAINMENT	2,948.	0.		0.	
CORPORATE FEES	7,061.	0.		0.	
BANK & CREDIT CARD FEES	29,949.	0.		0.	
EMPLOYEE SABBATICAL	14,043.	0.		0.	
ADMINISTRATIVE EXPENSES	326.	0.		0.	
BOSTON COMMUNITY SERVICE EXPENSE	13,768.	0.		0.	
COG CUBA	330,344.	0.		0.	
CUBA EXPENSE	191,589.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	689,206.	0.		500.	

FORM 990-PF

OTHER ASSETS

STATEMENT 7

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LOAN TO ALLWORLD NETWORK	141,273.	125,000.	125,000.
TO FORM 990-PF, PART II, LINE 15	141,273.	125,000.	125,000.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

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

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

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	01	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

~~PEGGY MAGUIRE~~ **KAREN ZERMANI**

- The books are in the care of ► **GCT, 347 CONGRESS STREET - BOSTON, MA 02210**

Telephone No. ► **617-790-3974** (1)

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2011** 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	\$	450.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	450.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

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

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).

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

Employer identification number (EIN) or

☒ 04-3175434

Social security number (SSN)

☐

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

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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.

~~PEGGY MAGUIRE~~ KAREN ZERMANI

- The books are in the care of ☒ GCT, 347 CONGRESS STREET - BOSTON, MA 02210

Telephone No. ☒ 617-790-3911

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2012.

5 For calendar year 2011, 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

INFORMATION REQUIRED TO FINISH THE RETURN IS NOT YET AVAILABLE

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	\$	450.
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	\$	450.
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 must be completed for Part II only.

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

Signature  Title **CHAIRMEN**

Date 11/15/2012

Form 8868 (Rev. 1-2012)