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

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning

, and ending

| | | |
|---|--|--|
| Name of foundation PAUL & PHYLLIS FIREMAN CHARITABLE FOUNDATION | | A Employer identification number 22-2677986 |
| Number and street (or P.O. box number if mail is not delivered to street address) 3801 PGA BLVD | Room/suite 910 | B Telephone number (561) 684-1900 |
| City or town, state, and ZIP code PALM BEACH GARDENS, FL 33410 | | C If exemption application is pending, check here <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change | | D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 133,957,633. | J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> |

| 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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 1,578,460. | 1,578,460. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -69,816. | | | |
| | b Gross sales price for all assets on line 6a | 34,729,740. | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 Net short-term capital gain | | | | |
| Operating and Administrative Expenses | 9 Income modifications Gross sales less returns and allowances | | | | |
| | 10a Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 73,225. | 73,225. | | STATEMENT 2 |
| | 12 Total. Add lines 1 through 11 | 1,581,869. | 1,651,685. | | |
| | 13 Compensation of officers, directors, trustees, etc. | 0. | 0. | | 0. |
| | 14 Other employee salaries and wages | 350,519. | 0. | | 350,519. |
| | 15 Pension plans, employee benefits | 50,353. | 0. | | 50,353. |
| | 16a Legal fees | 82,982. | 82,982. | | 0. |
| | b Accounting fees | | | | |
| | c Other professional fees | 73,452. | 0. | | 73,452. |
| | 17 Interest | | | | |
| | 18 Taxes | 61,394. | 37,166. | | 23,728. |
| | 19 Depreciation and depletion | 10,286. | 0. | | |
| | 20 Occupancy | 59,810. | 0. | | 59,810. |
| | 21 Travel, conferences, and meetings | 13,581. | 0. | | 13,581. |
| | 22 Printing and publications | 1,343. | 0. | | 1,343. |
| 23 Other expenses | 1,598,065. | 1,551,842. | | 46,223. | |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | 2,301,785. | 1,671,990. | | 619,009. | |
| 25 Contributions, gifts, grants paid | 2,305,592. | | | 2,305,592. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 4,607,377. | 1,671,990. | | 2,924,601. | |
| 27 Subtract line 26 from line 12 | | | | | |
| a Excess of revenue over expenses and disbursements | -3,025,508. | | | | |
| b Net investment income (if negative, enter -0-) | | 0. | | | |
| c Adjusted net income (if negative, enter -0-) | | | N/A | | |

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LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2011)

**PAUL & PHYLLIS FIREMAN CHARITABLE
FOUNDATION**

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| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only | | |
|---|---|---|----------------|-----------------------|
| | | Beginning of year | End of year | |
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 Cash - non-interest-bearing | 24,401. | 41,979. | 41,979. |
| | 2 Savings and temporary cash investments | 6,584,381. | 7,324,948. | 7,324,948. |
| | 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 ▶ | 2,993. | | |
| | Less: allowance for doubtful accounts ▶ | 0. | 15,622. | 2,993. |
| | 8 Inventories for sale or use | | | |
| | 9 Prepaid expenses and deferred charges | 51,759. | 51,759. | 51,759. |
| | 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 | STMT 8 | 88,038,791. | 78,400,893. |
| | 14 Land, buildings, and equipment: basis ▶ | 221,666. | | |
| | Less: accumulated depreciation | STMT 9 | 72,961. | 62,675. |
| | 15 Other assets (describe ▶) | STATEMENT 10) | 47,156,945. | 48,072,386. |
| | 16 Total assets (to be completed by all filers) | | 141,944,860. | 133,957,633. |
| | 17 Accounts payable and accrued expenses | | | |
| | 18 Grants payable | | | |
| 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 ▶) | STATEMENT 11) | 631. | 997. |
| 23 Total liabilities (add lines 17 through 22) | | 631. | 997. | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> | | | |
| | 24 Unrestricted | | | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/> | | | |
| | 27 Capital stock, trust principal, or current funds | 1,525. | 1,525. | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 141,942,704. | 133,955,111. | |
| 30 Total net assets or fund balances | | 141,944,229. | 133,956,636. | |
| 31 Total liabilities and net assets/fund balances | | 141,944,860. | 133,957,633. | |

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) | 141,944,229. |
| 2 Enter amount from Part I, line 27a | -3,025,508. |
| 3 Other increases not included in line 2 (itemize) ▶ | 0. |
| 4 Add lines 1, 2, and 3 | 138,918,721. |
| 5 Decreases not included in line 2 (itemize) ▶ UNREALIZED INVESTMENT LOSSES | 4,962,085. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 133,956,636. |

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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 SEE ATTACHED STATEMENTS | | | |
| 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 34,729,740. | | 34,812,843. | -69,816. |

| 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 | | | -69,816. |

| | | | |
|---|---|---|----------|
| 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 | -69,816. |
| 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)) |
|--|--|--|---|
| 2010 | 6,648,443. | 141,565,635. | .046964 |
| 2009 | 7,347,662. | 144,021,173. | .051018 |
| 2008 | 12,521,406. | 191,706,563. | .065315 |
| 2007 | 14,370,698. | 231,247,539. | .062144 |
| 2006 | 12,939,315. | 225,645,526. | .057344 |

| | | |
|--|---|--------------|
| 2 Total of line 1, column (d) | 2 | .282785 |
| 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 | .056557 |
| 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | 4 | 130,890,186. |
| 5 Multiply line 4 by line 3 | 5 | 7,402,756. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 0. |
| 7 Add lines 5 and 6 | 7 | 7,402,756. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 2,924,601. |

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.

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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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 0. |
| 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 | 0. |
| 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 | 0. |
| 6 Credits/Payments: | | | |
| a 2011 estimated tax payments and 2010 overpayment credited to 2011 | 6a 27,280. | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c 15,000. | | |
| d Backup withholding erroneously withheld | 6d 22. | | |
| 7 Total credits and payments. Add lines 6a through 6d | | 7 | 42,302. |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 42,302. |
| 11 Enter the amount of line 10 to be: Credited to 2012 estimated tax 15,000. Refunded | | 11 | 27,302. |

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? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 1b 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| c Did the foundation file Form 1120-POL for this year? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | <input checked="" type="checkbox"/> | |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | <input checked="" type="checkbox"/> | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 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? | <input checked="" type="checkbox"/> | |
| 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 xiv | <input checked="" type="checkbox"/> | |
| 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 | <input checked="" type="checkbox"/> | |
| 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 | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

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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.PPFFOUND.ORG | 13 | X |
| 14 The books are in care of ► PAUL FIREMAN Telephone no ► 561-684-1900 Located at ► 3801 PGA BLVD, STE 910, PALM BEACH GARDENS, FL ZIP+4 ► 33410 | | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | 1b | X |
| 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? If "Yes," list the years ► | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| 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 | |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► | 2b | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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.) | 3b | X |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | X |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? | 4b | X |

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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

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

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------|---|---|---|---------------------------------------|
| PAUL FIREMAN | TRUSTEE AS NEEDED | | | |
| 3801 PGA BLVD, STE 910 | | | | |
| PALM BEACH GARDENS, FL 33410 | 0.00 | 0. | 0. | 0. |
| PHYLLIS FIREMAN | TRUSTEE AS NEEDED | | | |
| 3801 PGA BLVD, STE 910 | | | | |
| PALM BEACH GARDENS, FL 33410 | 0.00 | 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 |
|---|---|------------------|---|---------------------------------------|
| DEBORAH FUNG | EXECUTIVE DIRECTOR | | | |
| 43 BEALS ST, BROOKLINE, MA 02446 | 40.00 | 147,600. | 2,400. | 0. |
| SUSANNE BEATON | DIRECTOR OF SPECIAL INITIATIVE | | | |
| 200 MARKET ST #309, LOWELL, MA 01852 | 40.00 | 99,643. | 21,107. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

0

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| 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. |

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

| | | | |
|---|---|----|--------------|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 119,971,522. |
| b | Average of monthly cash balances | 1b | 12,911,916. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 132,883,438. |
| 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 | 132,883,438. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 1,993,252. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 130,890,186. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 6,544,509. |

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 | 6,544,509. |
| 2a | Tax on investment income for 2011 from Part VI, line 5 | 2a | |
| b | Income tax for 2011. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 0. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 6,544,509. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 6,544,509. |
| 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 | 6,544,509. |

Part XII Qualifying Distributions (see instructions)

| | | | |
|---|---|----|------------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 2,924,601. |
| b | Program-related investments - total from Part IX-B | 1b | 0. |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 2,924,601. |
| 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 | 2,924,601. |

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.

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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 | | | | 6,544,509. |
| 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 | 252,034. | | | |
| b From 2007 | 3,192,089. | | | |
| c From 2008 | 2,952,842. | | | |
| d From 2009 | 146,603. | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | 6,543,568. | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,924,601. | | | | |
| 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 | | | | 2,924,601. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).) | 3,619,908. | | | 3,619,908. |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 2,923,660. | | | |
| 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 | 0. | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 2,923,660. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | 2,777,057. | | | |
| c Excess from 2009 | 146,603. | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | | | | |

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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 2011, enter the date of the ruling ▶

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

| | Tax year | Prior 3 years | | | (e) Total |
|---|----------|---------------|----------|----------|-----------|
| | (a) 2011 | (b) 2010 | (c) 2009 | (d) 2008 | |
| 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 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).)

SEE STATEMENT 12

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

NONE

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

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

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

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

- c Any submission deadlines:

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

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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 |
|--|--|--------------------------------------|-------------------------------------|-------------------------------|
| <p>a Paid during the year</p> <p>SEE ATTACHED</p> | | | | <p>2,305,592.</p> |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| <p>Total</p> | | | | <p>▶ 3a 2,305,592.</p> |
| <p>b Approved for future payment</p> <p>NONE</p> | | | | |
| | | | | |
| | | | | |
| <p>Total</p> | | | | <p>▶ 3b 0.</p> |

| Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|---------------------------|---------------|--------------------------------------|---------------|---|
| (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | 14 | 1,578,460. | |
| 531390 | | | | |
| 531390 | | | | |
| | | | | |
| | | 16 | 73,225. | |
| | | 18 | -69,816. | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | 0. | | 1,581,869. | 0. |

13 1,581,869

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

[illegible]

13

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 | VIA ADVISORY RESEARCH SMALL CAP VALUE EQUITY FUND | P | VARIOUS | 12/31/11 |
| b | VIA ADVISORY RESEARCH SMALL CAP VALUE EQUITY FUND | P | VARIOUS | 12/31/11 |
| c | VIA AG SUPER FUND, LP | P | VARIOUS | 12/31/11 |
| d | VIA AG SUPER FUND, LP | P | VARIOUS | 12/31/11 |
| e | VIA BLUM STRATEGIC PARTNERS III, LP | P | VARIOUS | 12/31/11 |
| f | VIA BROADWAY PARTNERS FEEDER FUND A II, LP | P | VARIOUS | 12/31/11 |
| g | VIA BROADWAY PARTNERS FEEDER FUND A III, LP | P | VARIOUS | 12/31/11 |
| h | VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES | P | VARIOUS | 12/31/11 |
| i | VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES | P | VARIOUS | 12/31/11 |
| j | VIA TIMBERVEST CROSSOVER PARTNERS II, LP | P | VARIOUS | 12/31/11 |
| k | VIA HIGHFIELDS CAPITAL IV LP | P | VARIOUS | 12/31/11 |
| l | VIA HIGHFIELDS CAPITAL IV LP | P | VARIOUS | 12/31/11 |
| m | VIA BAY POND PARTNERS, LP | P | VARIOUS | 12/31/11 |
| n | VIA BAY POND PARTNERS, LP | P | VARIOUS | 12/31/11 |
| o | VIA NATURAL RESOURCE FUND | P | VARIOUS | 12/31/11 |

| (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 | | | -11,658. |
| b | | | 115,192. |
| c | | | -8,062. |
| d | | | 15,941. |
| e | | | -51,960. |
| f | | | -2,545. |
| g | | | -585,221. |
| h | | | 5,097. |
| i | | | 24,872. |
| j | | | 224. |
| k | | | 66,377. |
| l | | | 121,740. |
| m | | | 1,255. |
| n | | | 2,409. |
| o | | | 78,440. |

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | -11,658. |
| b | | | 115,192. |
| c | | | -8,062. |
| d | | | 15,941. |
| e | | | -51,960. |
| f | | | -2,545. |
| g | | | -585,221. |
| h | | | 5,097. |
| i | | | 24,872. |
| j | | | 224. |
| k | | | 66,377. |
| l | | | 121,740. |
| m | | | 1,255. |
| n | | | 2,409. |
| o | | | 78,440. |

| | |
|---|---|
| 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 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 | VIA NATURAL RESOURCE FUND | P | VARIOUS | 12/31/11 |
| b | VIA AVENUE STRATEGIC PARTNERS FEEDER, LP | P | VARIOUS | 12/31/11 |
| c | VIA AVENUE STRATEGIC PARTNERS FEEDER, LP | P | VARIOUS | 12/31/11 |
| d | STATE STREET BANK & TRUST CO | P | VARIOUS | 12/31/11 |
| e | STATE STREET BANK & TRUST CO | P | VARIOUS | 12/31/11 |
| f | AB BERSTEIN (*4400) | P | 07/01/10 | 04/20/11 |
| g | AB BERSTEIN (*4456) | P | 07/01/10 | 04/20/11 |
| h | VIA AG SUPER FUND, LP (SEC 1231) | P | VARIOUS | 12/31/11 |
| i | VIA AVENUE INVESTMENTS, LP (SEC 1231) | P | VARIOUS | 12/31/11 |
| j | VIA BROADWAY PARTNERS FEEDER FUND A III, LP (SEC | P | VARIOUS | 12/31/11 |
| k | VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES (SEC | P | VARIOUS | 12/31/11 |
| l | VIA TIMBERVEST PARTNERS II, LP (SEC 1231) | P | VARIOUS | 12/31/11 |
| m | VIA WPX INVESTORS II, LLC (SEC 1231) | P | VARIOUS | 12/31/11 |
| n | VIA AVENUE STRATEGIC PARTNERS FEEDER, LP (SEC 123 | P | VARIOUS | 12/31/11 |
| o | VIA HIGHFIELDS CAPITAL IV LP (SEC 1250) | P | VARIOUS | 12/31/11 |

| (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 | | | 53,864. |
| b | | | 51,377. |
| c | | | 114,748. |
| d | 33,148,446. | 33,294,932. | -146,486. |
| e | 1,522,085. | 1,464,292. | 57,793. |
| f | 34,357. | 34,357. | 0. |
| g | 19,262. | 19,262. | 0. |
| h | | | -17,152. |
| i | | | -3,094. |
| j | | | -119,513. |
| k | | | 128. |
| l | | | 7,126. |
| m | | | -1,535. |
| n | | | -272. |
| o | | | 8. |

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 53,864. |
| b | | | 51,377. |
| c | | | 114,748. |
| d | | | -146,486. |
| e | | | 57,793. |
| f | | | 0. |
| g | | | 0. |
| h | | | -17,152. |
| i | | | -3,094. |
| j | | | -119,513. |
| k | | | 128. |
| l | | | 7,126. |
| m | | | -1,535. |
| n | | | -272. |
| o | | | 8. |

| | | |
|---|---|--|
| 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 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 STATE STREET (SEC 1250) (*0009) | | P | VARIOUS | 12/31/11 |
| b US TRUST CL ACTION LAWSUIT (*8623) | | P | VARIOUS | 02/28/11 |
| c VIA AG SUPER FUND, LP (SEC 1256) | | P | VARIOUS | 12/31/11 |
| d VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES (SEC | | P | VARIOUS | 12/31/11 |
| e VIA AVENUE INVESTMENTS, LP (SEC 1256) | | P | VARIOUS | 12/31/11 |
| f VIA HIGHFIELDS CAPITAL IV LP (SEC 1256) | | P | VARIOUS | 12/31/11 |
| g VIA BAY POND PARTNERS, LP (SEC 1256) | | P | VARIOUS | 12/31/11 |
| h VIA THE NATURAL RESOURCE FUND (SEC 1256) | | P | VARIOUS | 12/31/11 |
| i VIA FCA ELEMENT LLC (SEC 1256) | | P | VARIOUS | 12/31/11 |
| j VIA AVENUE STRATEGIC PARTNERS FEEDER, LP (SEC 125 | | P | VARIOUS | 12/31/11 |
| k VIA AG SUPER FUND, LP (SEC 1250) | | P | VARIOUS | 12/31/11 |
| l VIA AVENUE STRATEGIC PARTNERS, LP (DISTRIBUTIONS | | P | VARIOUS | 12/31/11 |
| m CAPITAL GAINS DIVIDENDS | | | | |
| n | | | | |
| o | | | | |

| (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 | | | 435. |
| b 752. | 0. | | 752. |
| c | | | -3,365. |
| d | | | 8,425. |
| e | | | 15,028. |
| f | | | -11,672. |
| g | | | -153. |
| h | | | 3,714. |
| i | | | 36,560. |
| j | | | -13,542. |
| k | | | 1,792. |
| l | | | 118,279. |
| m 4,838. | | | 4,838. |
| n | | | |
| o | | | |

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-") |
|---------------------------|--------------------------------------|---|---|
| a | | | 435. |
| b | | | 752. |
| c | | | -3,365. |
| d | | | 8,425. |
| e | | | 15,028. |
| f | | | -11,672. |
| g | | | -153. |
| h | | | 3,714. |
| i | | | 36,560. |
| j | | | -13,542. |
| k | | | 1,792. |
| l | | | 118,279. |
| m | | | 4,838. |
| n | | | |
| o | | | |

| | | |
|---|---|----------|
| 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 | -69,816. |
| 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 |

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| Asset No | Description | Date Acquired | Method | Life | Line No | Unadjusted Cost Or Basis | Bus % Excl | Reduction In Basis | Basis For Depreciation | Accumulated Depreciation | Current Sec 179 | Current Year Deduction |
|----------|------------------------------|---------------|--------|-------|---------|--------------------------|------------|--------------------|------------------------|--------------------------|-----------------|------------------------|
| 1 | 2008 LEASEHOLD IMPROVEMENTS | 073108 | 150DB | 15.00 | 17 | 126,967. | | 63,484. | 63,483. | 14,633. | | 4,888. |
| 2 | 2008 FURNITURE & FIXTURES | 073108 | 200DB | 7.00 | 17 | 71,182. | | 35,591. | 35,591. | 20,027. | | 4,445. |
| 3 | 2008 IT RELATED IMPROVEMENTS | 073108 | 150DB | 15.00 | 17 | 22,111. | | 11,056. | 11,055. | 2,548. | | 851. |
| 14 | 2009 LEASEHOLD IMPROVEMENTS | 073109 | 150DB | 15.00 | 17 | 1,406. | | 214. | 1,192. | 173. | | 102. |
| | * TOTAL 990-PF PG 1 DEPR | | | | | 221,666. | | 110,345. | 111,321. | 37,381. | 0. | 10,286. |

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | | STATEMENT | 1 |
|---|--|----------------------------|----------------------|---|
| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT | |
| AB BERNSTEIN INTEREST | 60. | 0. | 60. | |
| BANK OF AMERICA - INTEREST *0628 | 1,686. | 0. | 1,686. | |
| DIVIDENDS BANK BROKERAGE - STATE STREET | 227,964. | 4,838. | 223,126. | |
| DIVIDENDS VIA ADVISORY RESEARCH SMALL CAP VALUE | 37,814. | 0. | 37,814. | |
| DIVIDENDS VIA AG SUPERFUND | 36,209. | 0. | 36,209. | |
| DIVIDENDS VIA AVENUE INVESTMENTS | 6,792. | 0. | 6,792. | |
| DIVIDENDS VIA AVENUE STRATEGIC PARTNERS FEEDER, LP | 8,214. | 0. | 8,214. | |
| DIVIDENDS VIA BAY POND PARTNERS, LP | 43,759. | 0. | 43,759. | |
| DIVIDENDS VIA BROADWAY PARTNERS II | 57,837. | 0. | 57,837. | |
| DIVIDENDS VIA FCA ELEMENT LLC | 29. | 0. | 29. | |
| DIVIDENDS VIA HIGHFIELDS CAPITAL IV, LP | 46,108. | 0. | 46,108. | |
| DIVIDENDS VIA NATURAL RESOURCE FUND | 13,674. | 0. | 13,674. | |
| DIVIDENDS VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES | 4,134. | 0. | 4,134. | |
| INTEREST BANK BROKERAGE - STATE STREET | 423,568. | 0. | 423,568. | |
| INTEREST VIA ACI CAPITAL INVESTORS II LP | 4. | 0. | 4. | |
| INTEREST VIA AG SUPER FUND LP | 153,455. | 0. | 153,455. | |
| INTEREST VIA AVENUE INVESTMENTS | 207,326. | 0. | 207,326. | |
| INTEREST VIA AVENUE STRATEGIC PARTNERS FEEDER, LP | 122,774. | 0. | 122,774. | |
| INTEREST VIA BAY POND PARTNERS, LP | 3,630. | 0. | 3,630. | |
| INTEREST VIA BLUM STRATEGIC PTNRS | 2,171. | 0. | 2,171. | |
| INTEREST VIA BROADWAY PARTNERS FEEDER FUND A II LP | 2,018. | 0. | 2,018. | |
| INTEREST VIA BROADWAY PARTNERS FEEDER FUND A III LP | 1,413. | 0. | 1,413. | |
| INTEREST VIA ENDEAVOUR CAPITAL FUND VI, LP | 11. | 0. | 11. | |
| INTEREST VIA FCA ELEMENT LLC | 39,409. | 0. | 39,409. | |
| INTEREST VIA HIGHFIELDS CAPITAL IV, LP | 12,650. | 0. | 12,650. | |
| INTEREST VIA HOMEFUNDERS COLLABORATIVE, LLC | 205. | 0. | 205. | |
| INTEREST VIA NORTHBOROUGH INVESTOR LLC | 172. | 0. | 172. | |
| INTEREST VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES | 89,975. | 0. | 89,975. | |

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| INTEREST VIA THE NATURAL RESOURCE FUND | 3. | 0. | 3. |
| INTEREST VIA TIMBERVEST CROSSOVER II K-1 | 531. | 0. | 531. |
| INTEREST VIA TIMBERVEST PARTNERS II | 9,994. | 0. | 9,994. |
| INTEREST VIA TIMBERVEST PARTNERS III, LP | 2,087. | 0. | 2,087. |
| INTEREST VIA WATERTON FUND X INVESTORS, LLC | 24,329. | 0. | 24,329. |
| ISRAEL BOND INTEREST | 3,280. | 0. | 3,280. |
| US TRUST INTEREST *8623 | 13. | 0. | 13. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 1,583,298. | 4,838. | 1,578,460. |

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|-------------|--------------|-----------|---|
| FORM 990-PF | OTHER INCOME | STATEMENT | 2 |
|-------------|--------------|-----------|---|

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|--|-----------------------------|-----------------------------------|-------------------------------|
| VIA AG SUPER FUND LP | -21,777. | -21,777. | |
| VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIESK-1 | 177,790. | 177,790. | |
| ROYALTIES VIA AVENUE STRATEGIC PARTNERS K-1 | 91. | 91. | |
| VIA ACI CAPITAL INVESTORS II AIV LP K-1 | 8. | 8. | |
| VIA AVENUE INVESTMENTS LP K-1 | 23,073. | 23,073. | |
| VIA BLUM STRATEGIC PARTNERS III, LP K-1 | 23. | 23. | |
| VIA TIMBERVEST CROSSOVER PARTNERS II, LP K-1 | 110,697. | 110,697. | |
| VIA TIMBERVEST PARTNERS II, LP K-1 | -65,416. | -65,416. | |
| VIA TIMBERVEST PARTNERS III, LP K-1 | -11,049. | -11,049. | |
| VIA WPX INTESTORS II, LLC K-1 | -175,012. | -175,012. | |
| VIA HIGHFIELDS CAPITAL IV LP K-1 | -49,823. | -49,823. | |
| VIA BAY POND PARTNERS K-1 | 2,238. | 2,238. | |
| VIA ENDEAVOUR CAPITAL FUND VI, LP K-1 | -3,435. | -3,435. | |
| VIA WATERTON FUND X INVESTORS, LLC K-1 | -1,417. | -1,417. | |
| VIA NATURAL RESOURCE FUND K-1 | 5,660. | 5,660. | |
| VIA FCA ELEMENT LLC K-1 | 158,141. | 158,141. | |
| VIA AVENUE STRATEGIC PARTNERS FEEDER K-1 | 28,649. | 28,649. | |
| VIA BROADWAY FEEDER FUND A III LP | 165,837. | 165,837. | |
| VIA HOMEFUNDERS COLLABORATIVE LLC PARTNERSHIP RENTAL LOSSES | -406. | -406. | |
| | -270,647. | -270,647. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 73,225. | 73,225. | |

| FORM 990-PF | LEGAL FEES | | | STATEMENT | 3 |
|----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| LEGAL FEES | 82,982. | 82,982. | | 0. | |
| TO FM 990-PF, PG 1, LN 16A | 82,982. | 82,982. | | 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 FEES | 73,452. | 0. | | 73,452. | |
| TO FORM 990-PF, PG 1, LN 16C | 73,452. | 0. | | 73,452. | |

| FORM 990-PF | TAXES | | | STATEMENT | 5 |
|--|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| FEDERAL EXCISE TAX ON INVESTMENT INCOME | 14,633. | 14,633. | | 0. | |
| MASSACHUSETTS ANNUAL REPORT/STATE TAX | 500. | 0. | | 0. | |
| PAYROLL TAXES | 23,728. | 0. | | 23,728. | |
| FOREIGN TAXES PAID - STATE STREET BROKERAGE | 16,762. | 16,762. | | 0. | |
| FOREIGN TAXES PAID FROM PASS-THROUGH K-1'S | 5,771. | 5,771. | | 0. | |
| TO FORM 990-PF, PG 1, LN 18 | 61,394. | 37,166. | | 23,728. | |

| FORM 990-PF | OTHER EXPENSES | | | STATEMENT | 6 |
|---|------------------------------|-----------------------------------|-------------------------------|-------------------------------|---|
| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES | |
| MANAGEMENT FEES | 670,763. | 670,763. | | 0. | |
| PAYROLL PROCESSING FEES | 1,730. | 0. | | 1,730. | |
| BANK CHARGES | 607. | 0. | | 607. | |
| OFFICE SUPPLIES | 3,606. | 0. | | 3,606. | |
| POSTAGE | 820. | 0. | | 820. | |
| CLEANING AND MAINTENANCE | 4,652. | 0. | | 4,652. | |
| SERVICE AND CONTRACTS | 12,326. | 0. | | 12,326. | |
| UTILITIES | 5,168. | 0. | | 5,168. | |
| MISCELLANEOUS | 11,274. | 0. | | 11,274. | |
| VIA ACI CAPITAL INVESTORS II, LP K-1 | 4,860. | 4,860. | | 0. | |
| VIA ADVISORY RESEARCH SMALL CAP VALUE K-1 | 31,477. | 31,477. | | 0. | |
| VIA AG SUPER FUND LP K-1 | 70,840. | 70,840. | | 0. | |
| VIA AVENUE INVESTMENTS LP K-1 | 76,687. | 76,687. | | 0. | |
| VIA BLUM STRATEGIC PARTNERS, III LP K-1 | 34,000. | 34,000. | | 0. | |
| VIA BROADWAY PARTNERS FEEDER FUND A II, LP K-1 | 41,834. | 41,834. | | 0. | |
| VIA BROADWAY PARTNERS FEEDER FUND A III LP | 4,913. | 4,913. | | 0. | |
| VIA SANDALWOOD SPECIAL CREDIT OPPORTUNITIES | 192,115. | 192,115. | | 0. | |
| VIA WPX INVESTORS II, LLC K-1 | 1,450. | 1,450. | | 0. | |
| VIA HIGHFIELDS CAPITAL IV LP K-1 | 21,543. | 21,543. | | 0. | |
| VIA BAY BOND PARTNERS LP K-1 | 109,828. | 109,828. | | 0. | |
| VIA ENDEAVOUR CAPITAL FUND VI, LP K-1 | 277. | 277. | | 0. | |
| VIA WATERTOWN FUND X INVESTORS LLC K-1 | 9,631. | 9,631. | | 0. | |
| VIA NATURAL RESOURCE FUND K-1 | 11,253. | 11,253. | | 0. | |
| VIA FCA ELEMENT LLC K-1 | 34,506. | 34,506. | | 0. | |
| VIA FCA BERKSHIRE, LLC K 1 | 5,421. | 5,421. | | 0. | |
| VIA AVENUE STRATEGIC PARTNERS FEEDER, LP K-1 | 160,207. | 160,207. | | 0. | |
| BANK BROKERAGE - STATE STREET OTHER DEDUCTIONS | 6,069. | 6,069. | | 0. | |
| STATE STREET MANAGEMENT FEES (*0003) | 7,519. | 7,519. | | 0. | |
| STATE STREET MANAGEMENT FEES (*0004) | 6,315. | 6,315. | | 0. | |
| STATE STREET INVESTMENT EXPENSE (*0006) | 348. | 348. | | 0. | |

| | | | |
|------------------------------|------------|------------|---------|
| STATE STREET OTHER INV | | | |
| EXPENSES | 47,603. | 47,603. | 0. |
| US TRUST TAX PREP FEES | | | |
| (*8623) | 300. | 300. | 0. |
| VIA TIMBERVEST PARTNERS III, | | | |
| LP (INVEST INTEREST) | 2,083. | 2,083. | 0. |
| NON-DEDUCTIBLE CONTRIBUTIONS | 6,040. | 0. | 6,040. |
| TO FORM 990-PF, PG 1, LN 23 | 1,598,065. | 1,551,842. | 46,223. |

FOOTNOTES

STATEMENT 7

ATTACHMENT TO PART VII-B, STATEMENTS REGARDING ACTIVITIES
FOR WHICH FORM 4720 MAY BE REQUIRED: ITEMS 3A AND 3B

THE FOUNDATION AND DISQUALIFIED PERSONS TOGETHER DO NOT HOLD
MORE THAN 20% OF THE VOTING STOCK OF ANY ENTERPRISE.

| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 8 |
|--|-------------------|-------------|-------------------|
| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
| ISRAEL BOND | COST | 100,000. | 100,000. |
| LOEB FUND | COST | 8,794,719. | 8,794,719. |
| CVC INTERNATIONAL | COST | 1,189,264. | 1,189,264. |
| CAI HEDGE FUND | COST | 1,216,238. | 1,216,238. |
| CITI PAULSON RECOVERY | COST | 5,341,771. | 5,341,771. |
| KOTLER - (GWK BONDS) STATE STREET | COST | 5,481,610. | 5,481,610. |
| AVENUE INVESTMENTS | COST | 3,240,228. | 3,240,228. |
| AVENUE STRATEGIC | COST | 2,780,727. | 2,780,727. |
| ADVISORY SMALL CAP VALUE II | COST | 1,598,101. | 1,598,101. |
| FCA HIGHFIELD CAPITAL | COST | 3,136,468. | 3,136,468. |
| FCA ELEMENTS | COST | 3,331,697. | 3,331,697. |
| RAPTOR FUND | COST | 3,242,580. | 3,242,580. |
| EATON VANCE EMERGING MARKETS | COST | 4,614,674. | 4,614,674. |
| TEMPLETON GLOBAL BOND | COST | 3,365,859. | 3,365,859. |
| MS ST CASH FUND | COST | 2,738,924. | 2,738,924. |
| MS CORP BONDS | COST | 0. | 0. |
| TRITON SETTLEMENT | COST | 2,373,015. | 2,373,015. |
| KENNEDY SMALL CAP | COST | 1,489,281. | 1,489,281. |
| NEUBERGER | COST | 2,823,157. | 2,823,157. |
| WHV INTERNATIONAL | COST | 2,216,036. | 2,216,036. |
| TRADEWINDS | COST | 2,305,273. | 2,305,273. |
| STEELHEAD NAVIGATOR | COST | 1,444,195. | 1,444,195. |
| INCOME RESEARCH | COST | 12,155,704. | 12,155,704. |
| MS INTERNATIONAL BOND FUND | COST | 3,421,372. | 3,421,372. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 78,400,893. | 78,400,893. |

| FORM 990-PF | DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT | STATEMENT | 9 |
|------------------------------------|--|--------------------------|------------|
| DESCRIPTION | COST OR OTHER BASIS | ACCUMULATED DEPRECIATION | BOOK VALUE |
| 2008 LEASEHOLD IMPROVEMENTS | 126,967. | 83,005. | 43,962. |
| 2008 FURNITURE & FIXTURES | 71,182. | 60,063. | 11,119. |
| 2008 IT RELATED IMPROVEMENTS | 22,111. | 14,455. | 7,656. |
| 2009 LEASEHOLD IMPROVEMENTS | 1,406. | 489. | 917. |
| TOTAL TO FM 990-PF, PART II, LN 14 | 221,666. | 158,012. | 63,654. |

| FORM 990-PF | OTHER ASSETS | | STATEMENT 10 |
|---|-------------------------------|---------------------------|----------------------|
| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
| INVESTMENT IN HOMEFUNDERS, LLC | 3,219,823. | 3,219,622. | 3,219,622. |
| INVESTMENT IN BLUM STRATEGIC PARTNERS | 2,671,841. | 2,563,862. | 2,563,862. |
| INVESTMENT IN ACI CAPITAL II | 436,983. | 432,127. | 432,127. |
| INVESTMENT IN BROADWAY PARTNERS II | 1,822,440. | 1,837,916. | 1,837,916. |
| INVESTMENT IN ND BURLINGTON | 2,646,535. | 2,395,022. | 2,395,022. |
| INVESTMENT IN WPX INVESTORS II | 711,031. | 533,034. | 533,034. |
| INVESTMENT IN ACI CAPITAL II AIV,LP | 318,253. | 318,261. | 318,261. |
| INVESTMENT IN BROADWAY PARTNERS III | 1,970,523. | 1,001,568. | 1,001,568. |
| INVESTMENT IN MEDIA SYNDICATION GLOBAL LLC | 2,586,947. | 0. | 0. |
| INVESTMENT IN TIMBERVEST PARTNERS II | 2,896,099. | 2,828,660. | 2,828,660. |
| INVESTMENT IN AG SUPER FUND LP | 3,282,611. | 3,508,717. | 3,508,717. |
| INVESTMENT IN DB CREDIT, LP | 3,000,000. | 3,000,000. | 3,000,000. |
| INVESTMENT IN MEDIA SYNDICATION INVENTORY | 1,000,000. | 0. | 0. |
| INVESTMENT IN FAGGEN ENTERPRISES | 1,000,000. | 0. | 0. |
| INVESTMENT IN BCC MERIDIAN, LP | 1,762,000. | 1,762,000. | 1,762,000. |
| INVESTMENT IN TIMBERVEST CROSSOVER II | 2,126,758. | 3,312,429. | 3,312,429. |
| ARCHIPELAGO PARTNERS | 4,950,089. | 5,239,830. | 5,239,830. |
| SANDALWOOD PARTNERS | 5,562,484. | 5,668,506. | 5,668,506. |
| CHARITY PARTNERS | 1,000,000. | 1,000,000. | 1,000,000. |
| INVESTMENT IN LAWRENCE COMMUNITY WORKS | 1,086,500. | 413,508. | 413,508. |
| INVESTMENT IN PILGRIM HOME & HEALTH | 106,028. | 0. | 0. |
| INVESTMENT IN NORTHBOROUGH | 3,000,000. | 2,915,637. | 2,915,637. |
| INVESTMENT IN TIMBERVEST PARTNERS III | 0. | 240,908. | 240,908. |
| INVESTMENT IN BAY POND PARTNERS | 0. | 2,657,314. | 2,657,314. |
| INVESTMENT IN ENDEAVOUR CAPITAL | 0. | 129,525. | 129,525. |
| INVESTMENT IN WATERTON FUND X | 0. | 1,511,435. | 1,511,435. |
| INVESTMENT IN NATURAL RESOURCE FUND | 0. | 1,531,957. | 1,531,957. |
| INVESTMENT IN FCA BERKSHIRE | 0. | 50,548. | 50,548. |
| TO FORM 990-PF, PART II, LINE 15 | 47,156,945. | 48,072,386. | 48,072,386. |

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|-------------|-------------------|--------------|
| FORM 990-PF | OTHER LIABILITIES | STATEMENT 11 |
|-------------|-------------------|--------------|

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|--|------------|------------|
| PAYROLL LIABILITIES | 631. | 997. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 631. | 997. |

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| FORM 990-PF | PART XV - LINE 1A LIST OF FOUNDATION MANAGERS | STATEMENT 12 |
|-------------|--|--------------|

NAME OF MANAGER

PAUL FIREMAN
PHYLLIS FIREMAN

**The Paul and Phyllis Fireman
Charitable Foundation
Form 990-PF (Part XV)
2011 Donations**

EIN: 22-2677986

| | |
|---|------------|
| After School All Stars | 30,000 00 |
| America SCORES New England | 1,310 00 |
| American Cancer Society | 100,000 00 |
| American Heart Association | 100 00 |
| American National Red Cross | 2,500 00 |
| Back on My Feet | 1,800 00 |
| Be the Change, Inc | 200,000 00 |
| Berkshire Hills Music Academy, Inc | 11,000 00 |
| Big Brothers Big Sisters of Ny City | 5,000.00 |
| Birdies For Breast Cancer | 75,000 00 |
| Boston Symphony Orchestra | 5,680 00 |
| Bridge Over Troubled Waters | 1,000 00 |
| Brigham & Women's Hospital, Inc | 3,500 00 |
| Brookline Community Foundation | 2,500.00 |
| Brookline Emergency Food Pantry | 1,500 00 |
| Cape Cod Young Men's Christian Assn | 5,000.00 |
| Center for Social Policy - Univ of MA | 36,322 00 |
| Center for Women & Enterprise | 2,280 00 |
| Central MA Housing Alliance | 2,000 00 |
| Children's Hospital Boston | 45,000 00 |
| Children's Hospital League | 2,500 00 |
| City Life/Vida Urbana (CLVU) | 1,500 00 |
| City Year, Inc | 25,200 00 |
| Coaching For Change, Inc | 3,000 00 |
| Combined Jewish Philanthropies of Greater | 29,950 00 |
| Communities United | 2,000 00 |
| Community Servings, Inc | 1,000 00 |
| Community Teamwork, Inc | 8,000.00 |
| Cornell University | 2,500 00 |
| Cradles to Crayons, Inc | 1,000 00 |
| Craig D Tifford Foundation | 500 00 |
| Dana-Farber Cancer Research Institute | 371,500 00 |
| Dress for Success Boston, Inc | 500 00 |
| Ellie Fund | 5,000 00 |
| Emmaus, Inc | 2,000 00 |
| Family Independence Initiative | 5 000 00 |
| Family-to-Family Project | 5,000 00 |
| Father Bills & MainSpring | 5,000.00 |
| Friends of Dana-Farber Cancer Institute | 1,000 00 |
| Funders Together to End Homelessness | 3,000 00 |
| General Federation of Womens Clubs of MA | 1,000 00 |
| George W Bush Presidential Library | 25,000 00 |
| Gift for Kids | 1,000 00 |
| Greater Four Corners Action Coalition | 3,000 00 |
| GreenLight Fund, Inc | 10,000 00 |
| HaborCOV | 5,000 00 |
| HAP Housing | 5,000 00 |
| Hearth | 2,000 00 |

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|--|------------|
| Hockomock Area YMCA | 500 00 |
| Holocaust Memorial | 1,000 00 |
| Home Start | 5,000 00 |
| House of Hope | 2,000 00 |
| Housing Assistance Corp | 5,000.00 |
| Human Rights First | 100,000 00 |
| Institute of Contemporary Art, Inc | 175,000 00 |
| Irish Immigration Center, Inc | 1,000 00 |
| Ithaca College | 10,000.00 |
| Julie's Family Learning Program | 1,000.00 |
| Justice Resource Institute, Inc | 5,000.00 |
| Justice Resource Institute, Inc | 2,500.00 |
| K & E Scholarship Fund | 8,000 00 |
| Kevin Youkilis Hits for Kids | 5,000 00 |
| Lab School of Washington | 500 00 |
| Lawrence Community Works, Inc | 200,000 00 |
| Lenny Zakim Fund | 25,000 00 |
| Library Foundation of Needham | 1,000 00 |
| Lowell Wish Project | 3,000 00 |
| Mark Wahlberg Youth Foundation | 10,000 00 |
| Massachusetts General Hospital | 6,000 00 |
| Merrimack Valley Housing Partnership | 3,000 00 |
| Metropolitan Boston Housing Partnership | 6,500.00 |
| Modern School of Fashion and Design | 2,500 00 |
| NAACP | 25,000 00 |
| Nantucket Children's Charity Foundation | 0 00 |
| Nantucket Golf Club Foundation | 11,000 00 |
| Needham Community Council | 5,000 00 |
| Newton-Wellesley Hospital Charitable Fdn | 11,000 00 |
| On The Rise, Inc | 1,000.00 |
| One Voice | 5,000.00 |
| Pan Massachusetts Challenge-Jimmy Fund | 500 00 |
| Parenting Resource Associates, Inc | 4,000.00 |
| Pine Street Inn, Inc | 5,000 00 |
| Project Hope | 26,000 00 |
| Project Place - Interseminarian | 2,000.00 |
| Raymond F Kravis Center | 20,000 00 |
| Research Triangle Institute | 26,250 00 |
| Rivers School Corp | 20,000 00 |
| Saint Francis House, Inc | 5,000 00 |
| Salvation Army of Massachusetts | 10,000 00 |
| SHADE Foundation of America | 5,000.00 |
| Shaun O'Hara Foundation | 5,000.00 |
| Sisters of Charity of Ottawa | 2,000 00 |
| Smile Train, Inc | 250 00 |
| Solutions at Work, Inc | 1,000 00 |
| Sportsmen's Tennis Club | 2,500 00 |
| Springfield Day Nursery Corp | 2,000.00 |
| Springwell, Inc | 1,000 00 |
| St Jude's Children's Research Hospital | 2,500 00 |
| St. Mary's Women & Children's Ctr | 5,000 00 |
| St Patrick's Day Comm of Jersey City | 300 00 |
| Steppingstone Foundation, Inc | 20,000 00 |
| Temple Beth Elohim | 43,500.00 |

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|------------------------------------|-----------------|
| Tenacre Country Day School | 21,000 00 |
| The Fessenden School | 20,000 00 |
| The Mad Bunch USA, Inc | 6,000 00 |
| The Marion Institute, Inc | 150 00 |
| The New York Landmarks Conservancy | 35,000 00 |
| The Vince Wilfork Foundation | 5,000 00 |
| Tilton School | 10,000 00 |
| Trinity-Pawling School | 5,000 00 |
| Trustees of Tufts University | 15,000 00 |
| Tufts Medical Center | 1,000 00 |
| Union College | 20,000 00 |
| United Church of Christ | 1,000 00 |
| United States Campaign for Burma | 5,000 00 |
| United Teen Equality Center | 5,000 00 |
| University of Rochester | 2,500 00 |
| Urban Angels Network | 35,000 00 |
| WomenRising, Inc | 10,000 00 |
| Women's Lunch Place | 2,500 00 |
| Year Up, Inc | 200,000 00 |
| Youth Villages | <u>2,500 00</u> |

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|--------------|----------------------------|
| Total | <u>2,305,592.00</u> |
|--------------|----------------------------|