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

OMB No 1545-0052

2011

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

07/27, 2011, and ending

12/31, 2011

| | | | | | | | | | | | | | | |
|--|---|--|----------------|--------------------------|--------------|--------------------------|----------------|--------------------------|---|--------------------------|----------------|--------------------------|-------------|--|
| Name of foundation WE SHARE A COMMON THREAD FOUNDATION, INC. | | A Employer identification number 45-2916988 | | | | | | | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) ONE TREMONT PLACE | | B Telephone number (see instructions) (978) 323-4798 | | | | | | | | | | | | |
| City or town, state, and ZIP code LOWELL, MA 01854 | | C If exemption application is pending, check here <input type="checkbox"/> | | | | | | | | | | | | |
| G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input checked="" type="checkbox"/></td><td>Initial return</td></tr> <tr><td><input type="checkbox"/></td><td>Final return</td></tr> <tr><td><input type="checkbox"/></td><td>Address change</td></tr> </table> <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/></td><td>Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/></td><td>Amended return</td></tr> <tr><td><input type="checkbox"/></td><td>Name change</td></tr> </table> | | <input checked="" type="checkbox"/> | Initial return | <input type="checkbox"/> | Final return | <input type="checkbox"/> | Address change | <input type="checkbox"/> | Initial return of a former public charity | <input type="checkbox"/> | Amended return | <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"/> |
| <input checked="" type="checkbox"/> | Initial return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Final return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Address change | | | | | | | | | | | | | |
| <input type="checkbox"/> | Initial return of a former public charity | | | | | | | | | | | | | |
| <input type="checkbox"/> | Amended return | | | | | | | | | | | | | |
| <input type="checkbox"/> | Name change | | | | | | | | | | | | | |
| 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) \$ 8,996. | | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/> | | | | | | | | | | | | |
| J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.) | | | | | | | | | | | | | | |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|--|------------------------------------|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch B <input type="checkbox"/> | 34,163. | | | |
| 2 Check <input 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 | | | | |
| 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) (attach schedule) | | | | |
| 11 Other income (attach schedule) | | | | |
| 12 Total. Add lines 1 through 11 | 34,163. | 0 | | |
| 13 Compensation of officers, directors, trustees, etc | 0 | | | |
| 14 Other employee salaries and wages | | | | |
| 15 Pension plans, employee benefits | | | | |
| 16a Legal fees (attach schedule) | | | | |
| b Accounting fees (attach schedule) | | | | |
| c Other professional fees (attach schedule) | | | | |
| 17 Interest | | | | |
| 18 Taxes (attach schedule) (see instructions) | | | | |
| 19 Depreciation (attach schedule) and depletion | | | | |
| 20 Occupancy | | | | |
| 21 Travel, conferences, and meetings | | | | |
| 22 Printing and publications | | | | |
| 23 Other expenses (attach schedule) ATCH 1 | 77. | | | 77. |
| 24 Total operating and administrative expenses | 77. | | | 77. |
| Add lines 13 through 23 | | | | |
| 25 Contributions, gifts, grants paid | 25,090. | | | 25,090. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 25,167. | 0 | 0 | 25,167. |
| 27 Subtract line 26 from line 12 | | | | |
| a Excess of revenue over expenses and disbursements | 8,996. | | | |
| b Net investment income (if negative, enter -0-) | | 0 | | |
| c Adjusted net income (if negative, enter -0-) | | | | |

For Paperwork Reduction Act Notice, see instructions.

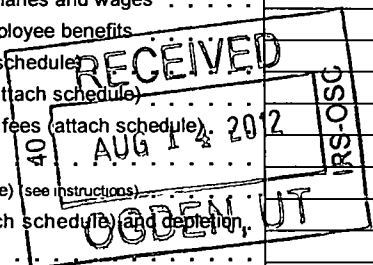
JSA

Form 990-PF (2011)

918 21

SCANNED AUG 20 2012

Operating and Administrative Expenses



| Part II Balance Sheets | | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) | | Beginning of year | End of year | |
|-----------------------------|---|---|---|-------------------|----------------|-----------------------|
| | | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | | | 8,996. | 8,996. |
| | 2 | Savings and temporary cash investments | | | | |
| | 3 | Accounts receivable ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | |
| | 4 | Pledges receivable ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | |
| | 5 | Grants receivable | | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | | |
| | | Less allowance for doubtful accounts ▶ | | | | |
| | 8 | Inventories for sale or use | | | | |
| | 9 | Prepaid expenses and deferred charges | | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | | |
| | b | Investments - corporate stock (attach schedule) | | | | |
| | c | Investments - corporate bonds (attach schedule) | | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | | | |
| 12 | Investments - mortgage loans | | | | | |
| 13 | Investments - other (attach schedule) | | | | | |
| 14 | Land, buildings, and equipment basis ▶ | | | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | | | |
| 15 | Other assets (describe ▶) | | | | | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | | 0 | 8,996. | 8,996. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | | |
| | 18 | Grants payable | | | | |
| | 19 | Deferred revenue | | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | | |
| | 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | 0 | 0 | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | | |
| | 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. ▶ <input checked="" type="checkbox"/> | | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | | |
| | 28 | Paid-in or capital surplus, or land, bldg, and equipment fund | | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | 8,996. | |
| | 30 | Total net assets or fund balances (see instructions) | | 0 | 8,996. | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | | 0 | 8,996. | | |

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 | 0 |
| 2 | Enter amount from Part I, line 27a | 2 | 8,996. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 8,996. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 8,996. |

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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 SEE PART IV SCHEDULE | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) 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 | 0 | |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | | | 3 | 0 | |

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

NOT AVAILABLE FOR INITIAL YEAR RETURNS

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 the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|--|--|--|---|
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |
| 2006 | | | |
| 2 Total of line 1, column (d) | | | 2 |
| 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 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 | | | 4 |
| 5 Multiply line 4 by line 3 | | | 5 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 |
| 7 Add lines 5 and 6 | | | 7 |
| 8 Enter qualifying distributions from Part XII, line 4 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 | | | 8 |

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | |
|---|----|---|---|
| 1 a 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 | |
| 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 | | |
| b Exempt foreign organizations - tax withheld at source | 6b | | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | | 0 |
| 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 | | 0 |
| 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 <input type="checkbox"/> Refunded <input type="checkbox"/> | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1 a 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 page 19 of the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 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 | |
| 4 a 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 | |
| 8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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 | |

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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) | | | 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) | | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | | |
| Website address WWW.WESHAREACOMMONTTHREAD.ORG/ | | | | |
| 14 | The books are in care of SUSAN M GRUBER | Telephone no. | 978-323-4798 | |
| | Located at ONE TREMONT PLACE LOWELL, MA | ZIP + 4 | 01854 | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | <input type="checkbox"/> | |
| | and enter the amount of tax-exempt interest received or accrued during the year | | 15 | |
| 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? | | Yes | No |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country | | | 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 | | <input type="checkbox"/> |
| 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? | | 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? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> 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) | | X |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" 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) | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 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? | | X |

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob 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)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| ATTACHMENT 2 | | 0 | 0 | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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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 (see instructions). 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 | | |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

Part IX-B Summary of Program-Related Investments (see instructions)

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|--|--------|
| 1 NONE | |
| 2 | |
| All other program-related investments. See instructions. | |
| 3 NONE | |
| Total. Add lines 1 through 3 | |

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 |
| b | Average of monthly cash balances | 1b |
| c | Fair market value of all other assets (see instructions) | 1c |
| d | Total (add lines 1a, b, and c) | 1d |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) | 1e |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 |
| 3 | Subtract line 2 from line 1d | 3 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 |

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 |
| 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 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 |
| 5 | Add lines 3 and 4 | 5 |
| 6 | Deduction from distributable amount (see instructions) | 6 |
| 7 | Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 |

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 |
| b | Program-related investments - total from Part IX-B | 1b |
| 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 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions) | 5 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 |

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 | | | | 227. |
| 2 Undistributed income, if any, as of the end of 2011 | | | | |
| a Enter amount for 2010 only | | | | |
| b Total for prior years 20 09, 20 08, 20 07 | | | | |
| 3 Excess distributions carryover, if any, to 2011 | | | | |
| a From 2006 | | | | |
| b From 2007 | | | | |
| c From 2008 | | | | |
| d From 2009 | | | | |
| e From 2010 | | | | |
| f Total of lines 3a through e | | | | |
| 4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 25,167. | | | | |
| a Applied to 2010, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2011 distributable amount | | | | 227. |
| e Remaining amount distributed out of corpus | 24,940. | | | |
| 5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a).) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 24,940. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a | 24,940. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2007 | | | | |
| b Excess from 2008 | | | | |
| c Excess from 2009 | | | | |
| d Excess from 2010 | | | | |
| e Excess from 2011 | 24,940. | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

NONE

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

NONE

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

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

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

ATTACHMENT 3

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

SEE ATTACHED APPLICATION FORM

c Any submission deadlines

SEE ATTACHED APPLICATION FORM

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

SEE ATTACHED APPLICATION FORM

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

| Recipient | 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 |
|--------------------------------------|---|--------------------------------|----------------------------------|---------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| ATTACHMENT 4 | | | | |
| Total | | | ▶ 3a | 25,090. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 | Program service revenue | | | | | |
| a | _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| f | _____ | | | | | |
| g | Fees and contracts from government agencies | | | | | |
| 2 | Membership dues and assessments | | | | | |
| 3 | Interest on savings and temporary cash investments | | | | | |
| 4 | Dividends and interest from securities | | | | | |
| 5 | Net rental income or (loss) from real estate. | | | | | |
| a | Debt-financed property | | | | | |
| b | Not debt-financed property | | | | | |
| 6 | Net rental income or (loss) from personal property . | | | | | |
| 7 | Other investment income | | | | | |
| 8 | Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 | Net income or (loss) from special events | | | | | |
| 10 | Gross profit or (loss) from sales of inventory . . . | | | | | |
| 11 | Other revenue. a _____ | | | | | |
| b | _____ | | | | | |
| c | _____ | | | | | |
| d | _____ | | | | | |
| e | _____ | | | | | |
| 12 | Subtotal. Add columns (b), (d), and (e) | | | | | |
| 13 | Total. Add line 12, columns (b), (d), and (e) | | | | | |

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

[illegible]

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

WE SHARE A COMMON THREAD FOUNDATION, INC.

Employer identification number

45-2916988

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).

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 **WE SHARE A COMMON THREAD FOUNDATION, INC.**Employer identification number
45-2916988**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 | JEANNE D'ARC CREDIT UNION 658 MERRIMACK STREET LOWELL, MA 01854 | \$ 33,964. | Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| | | \$ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization **WE SHARE A COMMON THREAD FOUNDATION, INC.**Employer identification number
45-2916988**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. See instructions.) ► \$ _____

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 |
| | | | |
| | | | |
| | | | |
| | (e) Transfer of gift | | |
| | Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee |
| | | | |
| | | | |
| | | | |

ATTACHMENT 1

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|-----------------------|---|-----------------------------|---------------------------|------------------------|
| MA ANNUAL FILING FEES | 15. | | | 15. |
| BANK FEES | 62. | | | 62. |
| TOTALS | 77. | | | 77. |

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

JSA
1E1730 1 000
0519DV 2912 8/1/2012 2:59:03 PM V 11-5

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 2

| <u>NAME AND ADDRESS</u> | <u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u> | <u>COMPENSATION</u> | <u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u> | <u>EXPENSE ACCT AND OTHER ALLOWANCES</u> |
|--|---|---------------------|--|--|
| MARK S COCHRAN ONE TREMONT PLACE LOWELL, MA 01854 | PRESIDENT/DIRECTOR 1.00 | 0 | 0 | 0 |
| SUSAN GRUBER ONE TREMONT PLACE LOWELL, MA 01854 | TREASURER/DIRECTOR 1.00 | 0 | 0 | 0 |
| STEPHEN JONES ONE TREMONT PLACE LOWELL, MA 01854 | CLERK/DIRECTOR 1.00 | 0 | 0 | 0 |
| MICHELLE SILVEIRA ONE TREMONT PLACE LOWELL, MA 01854 | DIRECTOR 1.00 | 0 | 0 | 0 |
| ANNE-MARIE BISSON ONE TREMONT PLACE LOWELL, MA 01854 | DIRECTOR 1.00 | 0 | 0 | 0 |
| GRAND TOTALS | | 0 | 0 | 0 |

ATTACHMENT 3

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

SUSAN GRUBER
ONE TREMONT PLACE
LOWELL, MA 01854
978-323-4798

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|----------------------------------|--------|
| AMERICAN HEART ASSOCIATION 7272 GREENVILLE AVE. DALLAS, TX 75231 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 6,500. |
| LHS STUDENT COUNCIL 50 FATHER MORISSETTE BOULEVARD LOWELL, LA 01852 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 1,500. |
| LOWELL HIGH SCHOOL 50 FATHER MORISSETTE BOULEVARD LOWELL, MA 01852 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 250. |
| THE SALVATION ARMY 250 HARVERHILL STREET LAWRENCE, MA 01840 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 1,100. |
| TYNGSBORO-DUNSTABLE ROTARY 440 MIDDLESEX STREET #111 TYNGSBOROUGH, MA 01879 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 90. |
| STE. JEANNE D'ARC SCHOOL 68 DRACUT STREET LOWELL, MA 01854 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 500. |

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|----------------------------------|--------|
| LOWELL MEMORIAL AUDITORIUM 50 MERRIMACK STREET LOWELL, MA 01852 | NOT RELATED 501 (C) (3) | EXEMPT PURPOSES | 2,500. |
| MANOLIS FAMILY FOUNDATION 1067 LAKEVIEW AVE DRACUT, MA 01826 | NOT RELATED 501 (C) (3) | EXEMPT PURPOSES | 100. |
| BUDGET BUDDIES 14 HIGH STREET CHELMSFORD, MA 01824 | NOT RELATED 501 (C) (3) | EXEMPT PURPOSES | 1,000. |
| GREATER LOWELL CHAMBER OF COMMERCE 131 MERRIMACK STREET LOWELL, MA 01852 | NOT RELATED 501 (C) (3) | EXEMPT PURPOSES | 200. |
| BOYS & GIRLS CLUB OF GREATER LOWELL 657 MIDDLESEX STREET LOWELL, MA 01851 | NOT REALTE 501 (C) (3) | EXEMPT PURPOSES | 1,575. |
| HOUSE OF HOPE 812 MERRIMACK STREET LOWELL, MA 01854 | NOT RELATED 501 (C) (3) | EXEMPT PURPOSES | 100. |

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|----------------------------------|--------|
| ROTARY CLUB OF LOWELL 24 MARKET STREET LOWELL, MA 01852 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 125. |
| THE WISH PROJECT 1 A FOUNDRY ST. LOWELL, MA 01852 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 500. |
| D'YOUVILLE FOUNDATION 981 VARNUM AVENUE LOWELL, MA 01854 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 3,000. |
| SAINT LOUIS SCHOOL 77 BOISVERT STREET LOWELL, MA 01850 | NOT REALTED 501(C)(3) | EXEMPT PURPOSES | 100. |
| CHELMSFORD PARADE COMMITTEE 10 SUMMER STREET CHELMSFORD, MA 01824 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 300. |
| POST 662 VFW 190 PLAIN STREET LOWELL, MA 01852 | NOT RELATED 501(C)(3) | EXEMPT PURPOSES | 100. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--|--|----------------------------------|--------|
| | | | | |
| DRACUT KNIGHTS OF COLUMBUS 462 BROADWAY METHUEN, MA 01844 | NOT RELATED 501 (C) (3) | | EXEMPT PURPOSES | 350. |
| MIRACLE FOR MILES ONE TREMONT PLACE LOWELL, MA 01854 | NOT RELATED 501 (C) (3) | | EXEMPT PURPOSES | 100. |
| MERRIMACK VALLEY FOOD BANK 735 BROADWAY STREET LOWELL, MA 01854 | NOT RELATED 501 (C) (3) | | EXEMPT PURPOSES | 250. |
| THE SUN SANTA 295 VARNUM AVENUE LOWELL, MA 01854 | NOT RELATED | | EXEMPT PURPOSES | 500. |
| CENTER FOR HOPE AND HEALING 144 MERRIMACK ST # 304 LOWELL, MA 01852 | NOT RELATED 501 (C) (3) | | EXEMPT PURPOSES | 100. |
| GIRLS INC 220 WORTHEN STREET LOWELL, MA 01852 | NOT RELATED 501 (C) (3) | | EXEMPT PURPOSES | 1,500. |

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 4 (CONT'D)RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

| RECIPIENT NAME AND ADDRESS | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|--------------------------------|----------------------------------|--------|
| DRACUT FOOD PANTRY 1934 LAKEVIEW AVE # 11 DRACUT, MA 01826 | NOT RELATED 501(C) (3) | EXEMPT PURPOSES | 500. |
| ST. MARY MAGDALEN PARISH 93 LAKEVIEW AVENUE TYNGSBOROUGH, MA 01879 | NOT RELATED 501(C) (3) | EXEMPT PURPOSES | 250. |
| CREDIT UNIONS KIDS AT HEART EASCORP 35 CORPORATE DRIVE, SUITE 300 BURLINGTON, MA 01803 | NOT RELATED 501(C) (3) | EXEMPT PURPOSES | 2,000. |

TOTAL CONTRIBUTIONS PAID

25,090.

**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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

WE SHARE A COMMON THREAD FOUNDATION, INC.

☒ 45-2916988

Number, street, and room or suite no. If a P.O. box, see instructions

Social security number (SSN)

ONE TREMONT PLACE

City, town or post office, state, and ZIP code. For a foreign address, see instructions

LOWELL, MA 01854

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| Application Is For | Return Code | Application Is For | Return Code |
|--|-------------|--------------------------|-------------|
| Form 990 | 01 | Form 990-T (corporation) | 07 |
| Form 990-BL | 02 | Form 1041-A | 08 |
| Form 990-EZ | 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 |

- The books are in the care of ▶ SUSAN M GRUBER

Telephone No. ▶ 978 323-4798

FAX No ▶ 978 323-4799

- 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 08/15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ▶ ☐ calendar year 20 ____ or
- ▶ ☒ tax year beginning 07/27, 20 11, and ending 12/31, 20 11
- 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 \$ | 0 |
| 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 \$ | 0 |

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Form **8868** (Rev. 1-2012)



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$35.00

Secretary of the Commonwealth, Corporations Division
One Ashburton Place, 17th floor
Boston, MA 02108-1512
Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 180)

Federal Employer Identification Number: 001058131 (must be 9 digits)

ARTICLE I

The exact name of the corporation is:

WE SHARE A COMMON THREAD FOUNDATION, INC.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, (THE "CODE") OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, AND IN FURTHERANCE THEREOF IS AUTHORIZED TO DO THE FOLLOWING: (A) TO PARTICIPATE AS FAR AS CIRCUMSTANCES MAY WARRANT, IN ANY ACTIVITY DESIGNED AND ESTABLISHED TO PROMOTE THE FINANCIAL LITERACY, CONTINUED EDUCATION AND SOCIAL NEEDS OF THE FOLLOWING COMMUNITIES: ALL MUNICIPALITIES LOCATED WITHIN MIDDLESEX COUNTY, MASSACHUSETTS AND ESSEX COUNTY, MASSACHUSETTS; THE MASSACHUSETTS MUNICIPALITIES OF FITCHBURG, LEOMINSTER, HARVARD, LUNENBURG AND LANCASTER; AND ALL MUNICIPALITIES LOCATED WITHIN HILLSBOROUGH COUNTY, NEW HAMPSHIRE AND ROCKINGHAM COUNTY, NEW HAMPSHIRE; (B) TO RECEIVE GIFTS, DEVISES, BEQUESTS OR OTHERWISE, ANY KIND OF PROPERTY, ABSOLUTELY OR IN TRUST, THE PRINCIPAL OR INCOME OF THE SAME TO BE USED FOR THE FURTHERANCE OF ANY OF THE PURPOSES DESIGNATED HEREIN; (C) TO MAKE DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE CODE IN FURTHERANCE OF ANY OF THE PURPOSES DESIGNATED HEREIN; AND (D) TO ENGAGE GENERALLY IN ANY ACTIVITY IN FURTHERANCE OF THE CORPORATION'S CHARITABLE, EDUCATIONAL, RELIGIOUS AND SCIENTIFIC PURPOSES THAT MAY LAWFULLY BE CARRIED ON BY A CORPORATION FORMED UNDER CHAPTER 180 OF THE MASSACHUSETTS GENERAL LAWS, AS AMENDED OR SUPPLEMENTED FROM TIME TO TIME, PROVIDED THAT THE CORPORATION SHALL TAKE NO SUCH ACTION THAT WOULD CAUSE THE CORPORATION TO FAIL TO BE QUALIFIED AS AN EXEMPT ORGANIZATION UNDER SECTION 501(C)(3) OF THE CODE.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below

THE CORPORATION SHALL HAVE NO MEMBERS.

ARTICLE IV

Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:

(If there are no provisions state "NONE")

THE CORPORATION SHALL HAVE AND MAY EXERCISE ALL OF THE POWERS AND PRIVILEGES WHICH MAY, FROM TIME TO TIME, BE HELD AND EXERCISED BY A CORPORATION ORGANIZED UNDER THE PROVISIONS OF CHAPTER 180 OF THE GENERAL LAWS OF THE COMMONWEALTH OF MASSACHUSETTS, BUT ALL SUCH POWERS AND PRIVILEGES SHALL BE HELD AND EXERCISED SUBJECT TO THE FOLLOWING LIMITATIONS AND QUALIFICATIONS: (A) NO PART OF THE NET EARNINGS OR OTHER PROPERTY OF THE CORPORATION SHALL INURE TO THE BENEFIT OF ANY MEMBER OR OFFICER OF THE CORPORATION OR TO ANY OTHER PERSON OR LEGAL ENTITY UNLESS (I) THE BENEFICIARY FALLS WITHIN THE CLASS INTENDED TO BENEFIT FROM THE CORPORATION'S PURSUIT OF ITS CHARITABLE, EDUCATIONAL, SCIENTIFIC AND LITERARY PURPOSES, AND (II) THE BENEFIT TO THE BENEFICIARY DOES NOT IMPAIR THE CORPORATION'S STATUS AS AN "EXEMPT ORGANIZATION" WHICH IS NOT A "PRIVATE FOUNDATION," WITHIN THE MEANING OF THOSE TERMS ESTABLISHED BY SECTIONS 501 (C) (3) AND 509 (A), RESPECTIVELY, OF THE UNITED STATES INTERNAL REVENUE CODE OR BY ANY PROVISIONS OF LAW ENACTED IN PLACE OF THOSE SECTIONS. (B) NO PART OF THE NET INCOME OF THE CORPORATION OR OF ANY OF ITS OTHER PROPERTY SHALL BE EXPENDED OR EARMARKED BY THE CORPORATION FOR ANY ACTIVITY OUTSIDE THE UNITED STATES, UNLESS THE EXPENDITURE OR EARMARKING DOES NOT IMPAIR THE CORPORATION'S STATUS AS AN "EXEMPT ORGANIZATION" WHICH IS NOT A "PRIVATE FOUNDATION", WITHIN THE MEANING OF THOSE TERMS ESTABLISHED BY SECTIONS 501 (C) (3) AND 509 (A), RESPECTIVELY, OF THE UNITED STATES INTERNAL REVENUE CODE OR BY ANY PROVISIONS OF LAW ENACTED IN PLACE OF THOSE SECTIONS. (C) IF THE CORPORATION SHALL BE DISSOLVED, THEN, SUBJECT TO THE PROVISIONS OF SECTIONS 11A AND 11B OF CHAPTER 180 OF THE GENERAL LAWS OF MASSACHUSETTS (OR OF ANY LAW ENACTED IN PLACE OF THOSE SECTIONS, OR OF ANY APPLICABLE LAW WHICH MAY TAKE PRECEDENCE OVER THOSE SECTIONS), THE CORPORATION'S ASSETS SHALL BE DISPOSED OF BY TRANSFER TO A "PUBLIC CHARITY", SO-CALLED, WHICH IS AN "EXEMPT ORGANIZATION" WHICH IS NOT A "PRIVATE FOUNDATION", WITHIN THE MEANING ESTABLISHED FOR THE LAST TWO OF THOSE TERMS BY SECTION 501 (C) (3) AND 509 (A), RESPECTIVELY, OF THE CODE OR BY ANY PROVISION OF LAW ENACTED IN PLACE OF THOSE SECTIONS, WHICH "PUBLIC CHARITY" SHALL, IN THE JUDGMENT OF A MAJORITY OF THE MEMBERS OF THE CORPORATION'S DIRECTORS BE ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, SCIENTIFIC AND LITERARY PURPOSES AS DEFINED IN THE CODE OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT OR TO A STATE OR LOCAL GOVERNMENT FOR A PUBLIC PURPOSE. (D) THE CORPORATION MAY ENGAGE IN ACTIVITIES INTENDED TO EDUCATE THE GENERAL PUBLIC CONCERNING THE CORPORATION'S PURPOSES, BUT NO SUBSTANTIAL PART OF THE CORPORATION'S ACTIVITIES SHALL CONSIST OF THE CARRYING ON OF PROPAGANDA OR OTHER ATTEMPTS TO INFLUENCE LEGISLATION. (E) THE CORPORATION SHALL NOT PARTICIPATE OR INTERVENE IN ANY WAY IN ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE. (F) THE CORPORATION SHALL NOT IN ANY CASE CARRY OUT ANY OF ITS ACTIVITIES IN A MANNER WHICH DISCRIMINATES ON THE BASIS OF RACE, COLOR, GENDER, SEXUAL ORIENTATION, DISABILITY, AGE OR NATIONAL OR ETHNIC ORIGIN AGAINST ANY PERSON OR OTHER LEGAL ENTITY FALLING WITHIN THE CLASS OF PERSONS AND LEGAL ENTITIES INTENDED TO BENEFIT FROM THE CORPORATION'S PURSUIT OF ITS CHARITABLE, EDUCATIONAL, SCIENTIFIC AND LITERARY PURPOSES (G) THE POWERS AND PRIVILEGES OF THE CORPORATION SHALL NOT BE EXERCISED IN SUCH MANNER AS

WOULD RESULT IN THE IMPOSITION ON THE CORPORATION OF ANY OF THE TAXES IMPOSED BY THE PROVISIONS OF SECTION 4941 THROUGH 4945, INCLUSIVE, OF THE PROVISIONS OF THE CODE (OR OF ANY PROVISIONS OF LAW ENACTED IN PLACE OF THOSE SECTIONS), IF THE CORPORATION WERE A "PRIVATE FOUNDATION", WITHIN THE MEANING ESTABLISHED FOR THAT TERM BY SECTION 509(A) OF THE CODE OR OF ANY LAW ENACTED IN PLACE OF THAT SECTION.

Notes: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty days* after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

No. and Street. ONE TREMONT PLACE
City or Town: LOWELL State: MA Zip: 01854 Country: USA

b. The name, residential street address and post office address of each director and officer of the corporation is as follows:

| Title | Individual Name First, Middle, Last, Suffix | Address (no PO Box) Address, City or Town, State, Zip Code | Expiration of Term |
|-----------|--|---|-----------------------|
| PRESIDENT | MARK S COCHRAN | 268 HALL STREET DUNSTABLE, MA 01827 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |
| TREASURER | SUSAN GRUBER | 35 HOUGHTON LANE BOXBOROUGH, MA 01719 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |
| CLERK | STEPHEN JONES | 23 BUCKMAN DRIVE CHELMSFORD, MA 01824 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |
| DIRECTOR | MARK S COCHRAN | 268 HALL STREET DUNSTABLE, MA 01827 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |
| DIRECTOR | SUSAN GRUBER | 35 HOUGHTON LANE BOXBOROUGH, MA 01719 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |
| DIRECTOR | MICHELLE SILVEIRA | 30 TOWNSHIP ROAD PELHAM, NH 03076 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |

| | | | |
|----------|------------------|---|------|
| DIRECTOR | STEPHEN JONES | 23 BUCKMAN DRIVE CHELMSFORD, MA 01824 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |
| DIRECTOR | ANN-MARIE BISSON | 112 ENDICOTT STREET LOWELL, MA 01854 USA ONE TREMONT PLACE LOWELL, MA 01854 USA | 2012 |

c. The fiscal year (i.e., tax year) of the business entity shall end on the last day of the month of:
December

d. The name and business address of the resident agent, if any, of the business entity is:

Name: WILLIAM F. MARTIN, JR.
No. and Street: 21 GEORGE STREET
City or Town: LOWELL State: MA Zip: 01852 Country: USA

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain:

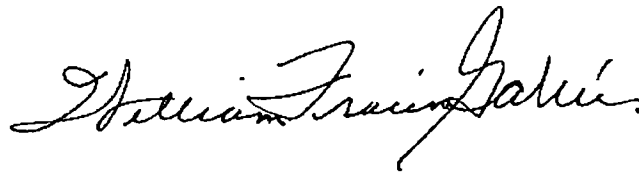
IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address (es) beneath each signature do hereby associate with the intention of forming this business entity under the provisions of General Law, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 27 Day of July, 2011. *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

MARK S. COCHRAN

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

July 27, 2011 03:28 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, stylized "G" at the end.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

Bylaws of
We Share a Common thread Foundation, Inc.

ARTICLE I
THE CORPORATION

Section 1.1 **Name.** The name of the corporation shall be We Share a Common Thread Foundation, Inc.

Section 1.2 **Purposes.** The corporation is organized and shall be operated for the purposes set forth in its Articles of Organization as amended from time to time.

Section 1.3 **Corporate Offices.** The principal office of the corporation shall be located in Lowell, Massachusetts, or whatever other place the board of directors shall determine. The corporation shall also have and continuously maintain registered agents where required by law.

Section 1.4 **Dissolution.** In the event of dissolution of the corporation, the board of directors, after paying or making provision for the payment of all of the liabilities of the corporation, and after the plan of dissolution has been approved in accordance with Massachusetts law, shall distribute all of the assets of the corporation as the directors shall determine to such organization or organizations that are exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government or to a state or local government for a public purpose, all in accordance with the Articles of Organization.

ARTICLE II
MEMBERS

The corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 3.1 **Duties and Powers.** The business of the corporation shall be managed by a board of directors who may exercise all the powers of the corporation. In the event of a vacancy in the board of directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full board until the vacancy is filled.

Section 3.2 **Composition of Board of Directors.** The board of directors shall consist of such number of directors as shall be fixed by the electors from time to time. The electors shall be the President and Chief Executive Officer of Jeanne D'Arc Credit Union, presently having offices at One Tremont Place, Lowell, MA 01854, and the senior management team of said Jeanne D'Arc Credit Union, consisting of all individuals who report directly to said President

and Chief Executive Officer. Initially there shall be five (5) directors. The directors shall be elected annually by the electors at any meeting of the electors where the election of such directors is listed as an agenda item for the meeting.

Section 3.3 Tenure. Except as otherwise provided by law, by the Articles of Organization or by these Bylaws, directors (other than any director serving *ex officio*) shall hold office for a term of one year and until their successors are chosen and qualified.

Section 3.4 Resignation. Any director may resign by delivering his or her written resignation to the corporation at its principal office or to the president or clerk. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 3.5 Vacancies; Reduction of Board. Any vacancy in the board of directors, however occurring, including a vacancy resulting from the enlargement of the board of directors, may be filled solely by the electors, and any director so elected shall hold office for the unexpired term of the director he or she replaced. In lieu of filling any such vacancy, the electors may reduce the number of directors, but not to a number less than three.

Section 3.6 Enlargement of the Board. The board of directors may be enlarged by the electors at any time.

Section 3.7 Removal. A director may be removed from office at any time with or without cause by the electors.

Section 3.8 Attendance Requirement. In order to assure the proper discharge of a director's duties, each director is expected to attend all meetings of the board of directors. Any director who is absent from three consecutive meetings for other than compelling reasons shall be deemed to have tendered his or her resignation which the board of directors in its discretion may accept or reject. Such resignation shall be effective only upon acceptance by the board of directors.

Section 3.9 Meetings of the Board.

(a) **Annual Meeting of the Board.** The annual meeting of the board of directors shall be held each year at the place, date, and time determined by the board of directors. Such meeting shall be held at the principal office of the corporation or at such place and such time and date as may be designated from time to time by the board of directors for the purposes of electing officers as hereinafter provided and transacting such other business as shall be desirable.

(b) **Regular Meetings of the Board.** Regular meetings of the board of directors may be held without notice at such time, date and place as the directors shall provide by resolution. Meetings of the board of directors shall be held at least quarterly.

(c) **Special Meetings of the Board.** Special meetings of the board of directors may be called by the chairperson of the electors, by the chairperson of the board of directors, by the president, or by the clerk upon the written request of any three directors.

Section 3.10 Notice of Board of Directors Meeting. Notice of the time, date, and place of all special meetings of the board of directors shall be given to each director in person or by telephone or by facsimile telecommunication or other form of electronic transmission consented to by the director to whom the notice is given at least forty-eight hours in advance of the meeting, or by written notice mailed to his or her business or home address at least four days before the date of the meeting, which notice shall state generally the nature of the business to be taken up at the meeting. Such notice shall be deemed to be delivered, (i) if by mail, when deposited in the U.S. mail in a sealed envelope, properly addressed, first-class postage prepaid, (ii) if by facsimile telecommunication, when directed to a number at which the director has consented to receive notice, (iii) if by electronic mail, when directed to an electronic mail address at which the director has consented to receive notice, and (iv) if by any other form of electronic communication consented to by the director to whom the notice is given, when directed to the director. Notice need not be given to any director if a written waiver of notice, executed by him or her before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice of a meeting of the board of directors need not specify the purpose of the meeting.

Section 3.11 Quorum at Board Meetings. For all meetings of the board of directors (other than for action taken by unanimous written consent), a quorum shall be a simple majority of the directors then serving unless a larger number is required by law. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.

Section 3.12 Voting at Board Meetings. At any meeting of the board of directors at which a quorum is present, a majority of the directors present may take any action on behalf of the board of directors, except to the extent that a larger number is required by law, by the Articles of Organization or by these Bylaws. Each director shall be entitled to cast one vote on all matters presented to the board for its approval.

Section 3.13 Informal Action by Directors. Any action required or permitted to be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof and the written consents are filed with the records of the meetings of directors. Any consent signed by all the directors shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State of the Commonwealth or with anyone else.

Section 3.14 Meeting by Electronic Communication. Directors may participate in and act at any meeting of the board of directors by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear each other

simultaneously, and participation by such means shall constitute presence in person at the meeting.

Section 3.15 **Compensation of Directors.** Directors shall receive no compensation for their services as such, but may be reimbursed for expenses of attendance at meetings or when on other business of the corporation.

Section 3.16 **Committees.**

(a) **Committees.** The board of directors, by vote of a majority of the directors then in office, may elect from its number committees and may delegate thereto some or all of its powers except those which by law, by the Articles of Organization, or by these Bylaws may not be delegated.

(b) **Committee Procedures.** Except as the board of directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the board of directors or in such rules, its business shall be conducted so far as possible in the same manner as is provided by these Bylaws for the board of directors. All members of such committees shall hold such offices at the pleasure of the board of directors. The board of directors may abolish any such committee at any time. Any committee to which the board of directors delegates any of its powers or duties shall keep records of its meetings and shall report its action to the board of directors. The board of directors shall have power to rescind any action of any committee, but no such rescission shall have retroactive effect.

ARTICLE IV OFFICERS

Section 4.1 **Enumeration of Corporate Officers.** The officers of the corporation shall include a chairperson of the board, a president, a treasurer, a clerk, and such other officers as the board of directors may determine. The chairperson shall be a director of the corporation, and the other officers of the corporation need not be directors. Any two or more offices may be held by the same person.

Section 4.2 **Election.** The chairperson of the board, the President, the treasurer and the clerk of the corporation shall be elected annually by the board of directors at their annual meeting or at any other meeting. Other officers may be elected by the board of directors at such meeting or at any other meeting.

Section 4.3 **Tenure.** Except as otherwise provided by law, by the Articles of Organization or by these Bylaws, the president shall hold office for a term of one year until the next annual meeting of the members and until his or her successor is chosen and qualified; the chairperson, the treasurer and the clerk shall hold office for a term of one year until the next annual meeting of the board of directors and until their respective successors are chosen and qualified; and all other officers shall hold office for a term of one year until the next annual

meeting of the board of directors and until their successors are chosen and qualified, or for such shorter term as the board of directors may fix at the time such officers are chosen.

Section 4.4 Resignation. Any officer may resign by delivering his or her written resignation to the corporation at its principal office or to the president or clerk, and such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event.

Section 4.5 Removal. The electors may remove the president at any time with or without cause, and the board of directors may remove the president or any other officer with or without cause by a vote of a majority of the entire number of directors then in office. An officer may be removed for cause only after reasonable notice and an opportunity to be heard by the body removing him or her.

Section 4.6 Vacancies. Any vacancy in any office may be filled for the unexpired portion of the term by the board of directors (subject in the case of the chairperson of the board to ratification by the members).

Section 4.7 Duties of the Chairperson. The chairperson of the board of directors shall have all the duties which that position would customarily require, including chairing all meetings of the board of directors, recommending to the board the creation of committees of the board of directors and the election of their members and all other duties assigned to the chairperson under these Bylaws or by board resolution.

Section 4.8 Duties of the President. The president shall be the chief executive officer of the corporation. The president shall be the direct executive representative of the board of directors in the management of the corporation and shall have all the duties and authority which such position would customarily require

Section 4.9 Duties of the Clerk. The clerk shall act as secretary of the corporation and the board of directors. The clerk shall send or cause to be sent appropriate notices or waivers of notice regarding board meetings; shall prepare or cause to be prepared agenda and other materials for all meetings of the board of directors; shall act as official custodian of all records, reports and minutes of the corporation, the board of directors and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the board of directors; and shall perform such other duties as are customarily performed by or required of corporate secretaries, including the custody of the corporate seal. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent appointed for the purpose of service of process.

Section 4.10 Duties of the Treasurer. The treasurer shall have general charge of the financial concerns of the corporation. The treasurer shall ensure that a true and accurate accounting of the financial transactions of the corporation is made periodically and that reports of such transactions are presented to the board of directors. In the event of the absence or

disability of the chairperson of the board, the treasurer shall chair meetings of the board of directors and shall perform such other duties as may be delegated to the treasurer from time to time by the president or by the board of directors.

ARTICLE V INDEMNIFICATION

Section 5.1 Definitions. For purposes of this Article

(a) An "Elector" or "Director" or "Officer" means any person serving as an elector or director or officer of the corporation or in any other office filled by election by the directors and also includes (i) an Elector or Director or Officer serving at the request of the corporation as a director or officer, employee, trustee, partner or other agent of another organization, and (ii) any person who formerly served as an Elector or Director or Officer.

(b) "Expenses" means (i) all expenses (including attorneys' fees and disbursements) actually and reasonably incurred in defense of a Proceeding, in being a witness in a Proceeding, or in successfully seeking indemnification under this Article, (ii) such expenses incurred in connection with Proceeding initiated by an Elector or Director or Officer as may be approved by the board of directors, and (iii) any judgments, awards, fines or penalties paid by an Elector or Director or Officer in connection with a Proceeding or reasonable amounts paid in settlement of a Proceeding: and

(c) A "Proceeding" means any threatened, pending or competed action, suit or proceeding, whether civil, criminal, administrative or investigative, and any claim which could be the subject of a Proceeding.

Section 5.2 Right to Indemnification. Except as limited by law, the corporation shall indemnify its Electors and Directors and Officers against all Expenses incurred by them in connection with any Proceedings in which they are involved as a result of their service as an Elector or Director or Officer, except that (i) no indemnification shall be provided for any Elector or Director or Officer regarding a matter as to which it shall be determined pursuant to Section 5.5 of this Article or adjudicated that he or she did not act in good faith and in the reasonable belief that his or her action was in the best interests of the corporation, or with respect to a criminal matter, that he or she had reasonable cause to believe that his or her conduct was unlawful, and (ii) no indemnification shall be provided for any Elector or Director or Officer with respect to any Proceeding by or in the right of the corporation or alleging that an Elector or Director or Officer received an improper personal benefit if he or she is adjudged liable to the corporation in such Proceeding or, in the absence of such an adjudication, if he or she is determined to be ineligible for indemnification under the circumstances pursuant to Section 5.5 of this Article; provided, however, that indemnification of Expenses incurred by an Elector or Director or Officer in successfully defending a Proceeding alleging that he or she received an improper personal benefit as a result of his or her status as such may be paid if and to the extent authorized by the board of directors.

Section 5.3 Settled Proceedings. If a Proceeding is compromised or settled in a manner which imposes any liability or obligation upon an Elector or Director or Officer, (i) no indemnification shall be provided to him or her with respect to a Proceeding by or in the right of the corporation unless a court having jurisdiction determines that indemnification is reasonable and proper under the circumstances, and (ii) no indemnification shall be provided to him or her with respect to any other type of Proceeding if it is determined pursuant to Section 5.5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Elector or Director or Officer is ineligible for indemnification.

Section 5.4 Advance Payments. Except as limited by law, Expenses incurred by an Elector or Director or Officer in defending any Proceeding, including a Proceeding by or in the right of the corporation, shall be paid by the corporation to said Elector or Director or Officer in advance of final disposition of the Proceeding upon receipt of his or her written undertaking to repay such amount if he or she is determined pursuant to Section 5.5 of this Article or adjudicated to be ineligible for indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without regard to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 5.5 of this Article on the basis of the circumstances known at that time (without further investigation) that said Elector or Director or Officer is ineligible for indemnification.

Section 5.5 Determinations; Payments. The determination of whether an Elector or Director or Officer is eligible or ineligible for indemnification under this Article shall be made in each instance by (a) a majority of the Directors or a committee thereof who are not parties to the Proceeding in question, or (b) independent legal counsel appointed by a majority of such Directors, or if there are none, by a majority of the Directors in office. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article. The corporation shall be obliged to pay indemnification applied for by an Elector or Director or Officer to the corporation in writing unless there is an adverse determination (as provided above) within sixty days after the application. If indemnification is denied, the applicant may seek an independent determination of his or her right to indemnification by a court, and in such event the corporation shall have the burden of proving that the applicant was ineligible for indemnification under this Article.

Section 5.6 Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent, employee, elector, director or officer against any liability or cost incurred by him or her in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability or cost.

Section 5.7 Responsibility With Respect to Employee Benefit Plan. If the corporation or any of its Electors or Directors or Officers sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article (i) an "Elector" or Director" or "Officer" shall be deemed to include any Elector or Director or Officer of the corporation who serve at its request in any capacity with respect to said plan, (ii) such Elector or Director or Officer shall not

be deemed to have failed to act in good faith in the reasonable belief that his or her action was in the best interest of the corporation if he or she acted in good faith in the reasonable belief that his or her action was in the best interests of the participants or beneficiaries of said plan, and (iii) "Expenses" shall be deemed to include any taxes or penalties imposed on such Elector or Director or Officer with respect to said plan under applicable law.

Section 5.8 Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the heirs and personal representatives of an Elector or Director or Officer.

Section 5.9 Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the corporation to indemnify its Electors or Directors or Officers to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law. In addition, the corporation shall have power to indemnify any of its agents or employees who are not Electors or Directors or Officers on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

Section 5.10 Amendment. The provisions of this Article may be amended or repealed only by the electors; provided, however, no amendment or repeal of such provisions which adversely affects the rights of an Elector or Director or Officer under this Article with respect to his or her acts or omissions at any time prior to such amendment or repeal shall apply to him or her without his or her consent.

ARTICLE VI CONFLICTS OF INTEREST

Section 6.1 Conflict of Interest Policy. The board of directors shall adopt a conflict of interest policy to address matters involving the corporation in which persons associated with the corporation may have an interest.

Section 6.2. Disclosure. The conflict of interest policy adopted by the board of directors shall provide for persons associated with the corporation to file with the corporation on an annual basis a statement disclosing any interest such person may have in matters involving the corporation. A report on such disclosure statements, indicating any conflict of interest contained therein shall be made annually to the board of directors.

ARTICLE VII MISCELLANEOUS PROVISIONS

Section 7.1 Fiscal Year. Except as otherwise determined by the board of directors, the fiscal year of the corporation shall be the twelve months ending as of the end of December of each year.

Section 7.2 **Seal.** The board of directors shall have power to adopt and alter the seal of the corporation.

Section 7.3 **Execution of Instruments.** The chairperson of the board of directors, the president and the treasurer and their designees shall be authorized to execute contracts on behalf of the corporation within the authority conferred by the board of directors. In addition, the board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

Section 7.4 **Voting of Securities.** The president or treasurer may, upon the approval of the board of directors, waive notice of and act on behalf of this corporation, or appoint another person or persons to act as proxy or attorney in fact for this corporation with or without discretionary power and/or power of substitution, at any meeting of members or shareholders of any other corporation or organization in which this corporation has a membership or equity interest, or execute on behalf of this corporation a written action in lieu of any such meeting.

Section 7.5 **Resident Agent.** The board of directors may appoint a resident agent upon whom legal process may be served in any action or proceeding against the corporation. Said resident agent shall be either an individual who is a resident of and has a business address in Massachusetts, a corporation organized under the laws of Massachusetts, or a corporation organized under the laws of any other state of the United States, which has qualified to do business in, and has an office in, Massachusetts.

Section 7.6 **Corporate Records.** The original, or attested copies, of the Articles of Organization, Bylaws and records of all action by the members shall be kept in Massachusetts at the principal office of the corporation, or at an office of its clerk or resident agent, and shall be open at all reasonable times to the inspection of the members for any proper purpose.

Section 7.7 **Articles of Organization.** All references in these Bylaws to the Articles of Organization shall be deemed to refer to the Articles of Organization of the corporation, as amended and in effect from time to time.

Section 7.8 **Amendments.** The power to make, amend or repeal the Bylaws of the corporation shall be solely in the members, and the board of directors shall have no power to make, amend or repeal the Bylaws.



Charitable Contribution Request Form

1 Tremont Place, Lowell, MA 01854 • 978-452-5001

www.weshareacommonthread.org

Prior to completing this form, please refer to We Share A Common Thread Charitable Contribution Guidelines on www.weshareacommonthread.org to determine if your organization qualifies for consideration.

Date of Request: _____ Date Funds Needed: _____

Name of Organization: _____

Street Address: _____

City: _____ State: _____ Zip: _____

Area Your Organization Services: _____

Name of Contact Person: _____

Title: _____

Phone #: _____ Fax #: _____

Email Address: _____

Does this organization have a non-profit tax-exempt classification under Section 501(c)(3) of the Internal Revenue Code? Yes _____ No _____ (place a check mark next to answer)

Name of the Event: _____

Date of Event: _____ Amount Requested: _____

Purpose of Funds: _____

Foundation Use Only:

Approved: _____ Denied: _____

Amount: _____ Date: _____