

**Return of Organization Exempt From Income Tax**

**2012**

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

**Open to Public Inspection**

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2012 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>GREATER WORCESTER COMMUNITY FOUNDATION, INC.</b>		<b>D</b> Employer identification number <b>04-2572276</b>
	Doing Business As		<b>E</b> Telephone number <b>508-755-0980</b>
	Number and street (or P.O. box if mail is not delivered to street address) <b>370 MAIN STREET</b>	Room/suite <b>650</b>	
	City, town, or post office, state, and ZIP code <b>WORCESTER, MA 01608</b>		<b>G</b> Gross receipts \$ <b>51,325,287.</b>
<b>F</b> Name and address of principal officer: <b>ANN T. LISI</b> <b>370 MAIN ST, WORCESTER, MA 01608-1738</b>		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
<b>I</b> Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: <b>WWW.GREATERWORCESTER.ORG</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L</b> Year of formation: <b>1975</b> <b>M</b> State of legal domicile: <b>MA</b>	

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>THE FOUNDATION'S MISSION IS TO BUILD HEALTHY AND VIBRANT COMMUNITIES IN CENTRAL MASSACHUSETTS. THE</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>21</b>	
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>21</b>	
	<b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a)	<b>12</b>	
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>297</b>	
	<b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12	<b>0.</b>	
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>0.</b>		
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b> <b>3,411,012.</b>	<b>Current Year</b> <b>3,507,930.</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	1,039.	388.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,601,181.	6,563,605.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	6,200.	14,635.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,019,432.	10,086,558.
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	5,132,406.	5,320,132.
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	925,421.	881,536.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>223,515.</b>		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,493,755.	1,482,385.
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	7,551,582.	7,684,053.	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	1,467,850.	2,402,505.	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b> <b>115,965,007.</b>	<b>End of Year</b> <b>124,690,268.</b>
	<b>21</b> Total liabilities (Part X, line 26)	13,245,681.	14,100,735.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	102,719,326.	110,589,533.

**Part II Signature Block**

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

<b>Sign Here</b>	Signature of officer _____ Date _____			
	<b>ANN T. LISI, PRESIDENT &amp; CEO</b> Type or print name and title			
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>CARLA M. MCCALL, CPA</b>	Preparer's signature <b>CARLA M. MCCALL, CPA</b>	Date <b>05/13/13</b>	Check <input type="checkbox"/> if self-employed PTIN <b>P00535908</b>
	Firm's name ▶ <b>ALEXANDER, ARONSON, FINNING &amp; CO., P.C.</b>		Firm's EIN ▶ <b>04-2571780</b>	
	Firm's address ▶ <b>21 EAST MAIN STREET</b> <b>WESTBOROUGH, MA 01581</b>		Phone no. <b>508-366-9100</b>	

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission: GREATER WORCESTER COMMUNITY FOUNDATION'S MISSION IS TO BUILD HEALTHY AND VIBRANT COMMUNITIES IN CENTRAL MASSACHUSETTS. THE FOUNDATION WORKS WITH DONORS, BUILDS CHARITABLE ENDOWMENTS, AND PROVIDES SUPPORT TO NONPROFITS IN THE AREA.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ 3,345,009. including grants of \$ 2,461,675. ) (Revenue \$ ) DONOR ADVISED AND DESIGNATED GRANTMAKING: FORMALLY STRUCTURED TO ENABLE THE DONOR TO SUGGEST SPECIFIC GRANTS FROM FUNDS. INCLUDES FUNDS ESTABLISHED AS ENDOWMENTS FOR SPECIFIC AGENCIES.

4b (Code: ) (Expenses \$ 3,148,648. including grants of \$ 2,317,168. ) (Revenue \$ 138. ) DISCRETIONARY AND FIELD OF INTEREST GRANTMAKING: DISCRETIONARY FUNDS HAVE NO EXTERNAL RESTRICTIONS ON THEIR GRANT PURPOSE. FIELD OF INTEREST FUNDS SUPPORT A CLASS OF CHARITABLE BENEFICIARIES.

4c (Code: ) (Expenses \$ 735,522. including grants of \$ 541,289. ) (Revenue \$ 250. ) SCHOLARSHIPS GRANTMAKING: AWARDS ARE MADE TO COLLEGES TO ASSIST INDIVIDUAL STUDENTS IN OBTAINING AN EDUCATION.

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses 7,229,179.

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> .....	X	
2	Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? .....	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> .....		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> .....		X
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> .....		X
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> .....	X	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> .....		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> .....		X
9	Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> .....		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> .....	X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> .....	X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> .....	X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> .....		X
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> .....		X
e	Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> .....	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> .....	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> .....		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> .....		X
14a	Did the organization maintain an office, employees, or agents outside of the United States? .....		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> .....	X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> .....		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> .....		X
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> .....		X
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> .....	X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> .....		X
20a	Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> .....		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? .....		

**Part IV Checklist of Required Schedules** (continued)

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....	X	
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....		X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O .....	X	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4b</b>	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11a</b>	Gross income from members or shareholders		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
<b>13c</b>	Enter the amount of reserves on hand		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year ..... If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
	21		
<b>b</b>	Enter the number of voting members included in line 1a, above, who are independent .....		
	21		
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? .....	X	
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? .....		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? .....		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? .....		X
<b>6</b>	Did the organization have members or stockholders? .....	X	
<b>7a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? .....	X	
<b>b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? .....	X	
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body? .....	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body? .....	X	
<b>9</b>	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O .....		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? .....		X
<b>b</b>	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? .....		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? .....	X	
<b>b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 .....	X	
<b>b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? .....	X	
<b>c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done .....	X	
<b>13</b>	Did the organization have a written whistleblower policy? .....	X	
<b>14</b>	Did the organization have a written document retention and destruction policy? .....	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b>	The organization's CEO, Executive Director, or top management official .....	X	
<b>b</b>	Other officers or key employees of the organization .....	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? .....		X
<b>b</b>	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? .....		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
 Own website     Another's website     Upon request     Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **ANN T. LISI, PRESIDENT & CEO - (508) 755-0980**  
**370 MAIN STREET, WORCESTER, MA 01608**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) R. JOSEPH SALOIS CHAIR	2.00	X		X				0.	0.	0.
(2) THOMAS J. BARTHOLOMEW TREASURER	2.00	X		X				0.	0.	0.
(3) ELLEN S. DUNLAP CLERK	2.00	X		X				0.	0.	0.
(4) WARNER S. FLETCHER VICE-CHAIR	2.00	X		X				0.	0.	0.
(5) ROBERT S. ADLER DIRECTOR	1.00	X						0.	0.	0.
(6) BRIAN M. CHANDLEY DIRECTOR	1.00	X						0.	0.	0.
(7) TRACY A. CRAIG DIRECTOR	1.00	X						0.	0.	0.
(8) GERALD M. GATES DIRECTOR	1.00	X						0.	0.	0.
(9) GERALD (LEE) GAUDETTE, III DIRECTOR	1.00	X						0.	0.	0.
(10) DENNIS F. GORMAN DIRECTOR	1.00	X						0.	0.	0.
(11) ALISON C. KENARY DIRECTOR	1.00	X						0.	0.	0.
(12) LINDA C. LOOFT DIRECTOR	1.00	X						0.	0.	0.
(13) MONICA LOWELL DIRECTOR	1.00	X						0.	0.	0.
(14) ANN K. MOLLOY DIRECTOR	1.00	X						0.	0.	0.
(15) FREDERIC H. MULLIGAN FORMER DIRECTOR	1.00	X						0.	0.	0.
(16) MARY C. RITTER DIRECTOR	1.00	X						0.	0.	0.
(17) SCOTT ROSSITER DIRECTOR	1.00	X						0.	0.	0.

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CAROLYN STEMLER DIRECTOR	1.00	X						0.	0.	0.
(19) JOSEPH STOLBERG DIRECTOR	1.00	X						0.	0.	0.
(20) GEORGE W. TETLER III DIRECTOR	1.00	X						0.	0.	0.
(21) CARLTON A. WATSON DIRECTOR	1.00	X						0.	0.	0.
(22) CHARLES S. WEISS DIRECTOR	1.00	X						0.	0.	0.
(23) ANN T. LISI PRESIDENT & CEO	50.00			X				133,132.	0.	11,400.
<b>1b Sub-total</b>								133,132.	0.	11,400.
<b>c Total from continuation sheets to Part VII, Section A</b>								0.	0.	0.
<b>d Total (add lines 1b and 1c)</b>								133,132.	0.	11,400.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
ADAGE CAPITAL MANAGEMENT, L.P., 200 CLARENDON STREET, 52 FLOOR, BOSTON, MA	INVESTMENT MANAGEMENT FEES	174,932.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **1**



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	<b>1 a</b> Federated campaigns	<b>1a</b>				
	<b>b</b> Membership dues	<b>1b</b>				
	<b>c</b> Fundraising events	<b>1c</b>	1,583.			
	<b>d</b> Related organizations	<b>1d</b>				
	<b>e</b> Government grants (contributions)	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b>	3,506,347.			
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		414,645.			
	<b>h Total.</b> Add lines 1a-1f		3,507,930.			
	Program Service Revenue	<b>2 a</b> NON PROFIT SUPPORT CEN	Business Code 900099	250.	250.	
<b>b</b> PROGRAM RELATED INVESTMENT		900099	138.	138.		
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>f</b> All other program service revenue						
<b>g Total.</b> Add lines 2a-2f			388.			
Other Revenue	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		3,380,040.		3,380,040.	
	<b>4</b> Income from investment of tax-exempt bond proceeds					
	<b>5</b> Royalties					
	<b>6 a</b> Gross rents	(i) Real				
		(ii) Personal				
		<b>b</b> Less: rental expenses				
		<b>c</b> Rental income or (loss)				
	<b>d</b> Net rental income or (loss)					
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	43,071,758.			
		(ii) Other	1,337,391.			
		<b>b</b> Less: cost or other basis and sales expenses	39,918,455.	1,307,129.		
		<b>c</b> Gain or (loss)	3,153,303.	30,262.		
	<b>d</b> Net gain or (loss)		3,183,565.		3,183,565.	
	<b>8 a</b> Gross income from fundraising events (not including \$ 1,583. of contributions reported on line 1c). See Part IV, line 18	<b>a</b>	27,780.			
		<b>b</b> Less: direct expenses	13,145.			
<b>c</b> Net income or (loss) from fundraising events			14,635.		14,635.	
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
	<b>b</b> Less: direct expenses					
	<b>c</b> Net income or (loss) from gaming activities					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
	<b>b</b> Less: cost of goods sold					
	<b>c</b> Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
<b>11 a</b>						
	<b>b</b>					
	<b>c</b>					
	<b>d</b> All other revenue					
	<b>e Total.</b> Add lines 11a-11d					
<b>12 Total revenue.</b> See instructions.		10,086,558.	388.	0.	6,578,240.	

**GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

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**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	4,734,567.	4,734,567.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	585,565.	585,565.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	144,738.	101,318.	26,052.	17,368.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	549,238.	384,466.	98,863.	65,909.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	23,325.	16,327.	4,199.	2,799.
9 Other employee benefits	107,068.	74,947.	19,272.	12,849.
10 Payroll taxes	57,167.	40,017.	10,290.	6,860.
11 Fees for services (non-employees):				
a Management				
b Legal	2,465.	1,725.	444.	296.
c Accounting	38,778.	27,145.	6,980.	4,653.
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	1,069,990.	1,069,990.		
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	25,029.	22,826.	722.	1,481.
12 Advertising and promotion	25,240.			25,240.
13 Office expenses	10,258.	7,181.	1,846.	1,231.
14 Information technology	54,863.	39,503.	9,216.	6,144.
15 Royalties				
16 Occupancy	92,105.	64,473.	16,579.	11,053.
17 Travel	9,661.	6,914.	466.	2,281.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	36,508.	18,158.	603.	17,747.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	27,929.		27,929.	
23 Insurance	7,942.	5,559.	1,430.	953.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>DUES AND SUBSCRIPTIONS</b>	30,894.	6,874.	1,008.	23,012.
b <b>PRINTING AND PUBLICATIO</b>	20,841.	3,190.	732.	16,919.
c <b>BANK AND OTHER FEES</b>	19,918.	13,611.	3,500.	2,807.
d <b>POSTAGE AND SHIPPING</b>	9,964.	4,823.	1,228.	3,913.
e All other expenses				
25 <b>Total functional expenses.</b> Add lines 1 through 24e	7,684,053.	7,229,179.	231,359.	223,515.
26 <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.

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**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing .....	446,529.	1	100,637.
	2	Savings and temporary cash investments .....	11,403,447.	2	9,296,461.
	3	Pledges and grants receivable, net .....	305,000.	3	305,000.
	4	Accounts receivable, net .....	9,436.	4	6,362.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		6	
	7	Notes and loans receivable, net .....	4,480.	7	0.
	8	Inventories for sale or use .....		8	
	9	Prepaid expenses and deferred charges .....	45,137.	9	54,716.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	10a 312,888.		
	b	Less: accumulated depreciation .....	10b 251,455.	10c 61,433.	
	11	Investments - publicly traded securities .....	54,300,539.	11	68,849,158.
	12	Investments - other securities. See Part IV, line 11 .....	48,060,553.	12	46,011,351.
	13	Investments - program-related. See Part IV, line 11 .....		13	
	14	Intangible assets .....		14	
	15	Other assets. See Part IV, line 11 .....	2,152.	15	5,150.
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	115,965,007.	16	124,690,268.	
Liabilities	17	Accounts payable and accrued expenses .....	74,095.	17	78,154.
	18	Grants payable .....	695,250.	18	169,900.
	19	Deferred revenue .....		19	
	20	Tax-exempt bond liabilities .....		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D .....		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22	
	23	Secured mortgages and notes payable to unrelated third parties .....		23	
	24	Unsecured notes and loans payable to unrelated third parties .....		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....	12,476,336.	25	13,852,681.
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	13,245,681.	26	14,100,735.
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>				
	27	Unrestricted net assets .....	-1,226,492.	27	393,515.
	28	Temporarily restricted net assets .....	23,827,785.	28	28,332,785.
	29	Permanently restricted net assets .....	80,118,033.	29	81,863,233.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>				
	30	Capital stock or trust principal, or current funds .....		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund .....		31	
	32	Retained earnings, endowment, accumulated income, or other funds .....		32	
33	<b>Total net assets or fund balances</b> .....	102,719,326.	33	110,589,533.	
34	<b>Total liabilities and net assets/fund balances</b> .....	115,965,007.	34	124,690,268.	

Form 990 (2012)

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,086,558.
2	Total expenses (must equal Part IX, column (A), line 25)	2	7,684,053.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,402,505.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	102,719,326.
5	Net unrealized gains (losses) on investments	5	6,738,318.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-1,270,616.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	110,589,533.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION, INC.**

Employer identification number  
**04-2572276**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....		
(ii) A family member of a person described in (i) above? .....		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....		
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	3,342,010.	1,909,128.	3,478,256.	3,411,012.	3,507,930.	15,648,336.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	3,342,010.	1,909,128.	3,478,256.	3,411,012.	3,507,930.	15,648,336.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						1,273,677.
<b>6 Public support.</b> Subtract line 5 from line 4.						14,374,659.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....	3,342,010.	1,909,128.	3,478,256.	3,411,012.	3,507,930.	15,648,336.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	2,965,267.	2,702,553.	2,598,172.	3,003,571.	3,380,040.	14,649,603.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						30,297,939.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	47.44	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	51.74	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....			<input checked="" type="checkbox"/>
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....			<input type="checkbox"/>
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....			<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**SCHEDULE D**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

Employer identification number  
**04-2572276**

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year .....	92	
2 Aggregate contributions to (during year) .....	1,128,374.	
3 Aggregate grants from (during year) .....	1,079,707.	
4 Aggregate value at end of year .....	15,565,535.	
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? .....	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? .....	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education)       Preservation of an historically important land area

Protection of natural habitat       Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements .....	2a
b Total acreage restricted by conservation easements .....	2b
c Number of conservation easements on a certified historic structure included in (a) .....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? .....

Yes       No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....

Yes       No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 .....

▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X .....

▶ \$ \_\_\_\_\_



**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a  Public exhibition
  - b  Scholarly research
  - c  Preservation for future generations
  - d  Loan or exchange programs
  - e  Other \_\_\_\_\_
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- |                                 | Amount |
|---------------------------------|--------|
| c Beginning balance             | 1c     |
| d Additions during the year     | 1d     |
| e Distributions during the year | 1e     |
| f Ending balance                | 1f     |
- 2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	88,887,649.	95,745,404.	87,971,420.	73,296,791.	108,710,179.
b Contributions	1,668,460.	349,253.	1,857,053.	452,143.	1,338,296.
c Net investment earnings, gains, and losses	9,792,151.	-2,180,762.	10,379,608.	17,902,485.	-32,249,760.
d Grants or scholarships	3,621,132.	3,946,800.	2,700,905.	2,134,008.	3,586,942.
e Other expenditures for facilities and programs					
f Administrative expenses	1,036,576.	1,079,446.	1,761,772.	1,545,991.	914,982.
g End of year balance	95,690,552.	88,887,649.	95,745,404.	87,971,420.	73,296,791.

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment  1.00 %
  - b Permanent endowment  79.00 %
  - c Temporarily restricted endowment  20.00 %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |   | Yes | No |
|---|-----|----|
| (i) unrelated organizations   |     | X  |
| (ii) related organizations  |     | X  |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? |     |    |

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		54,309.	46,420.	7,889.
d Equipment		220,484.	193,477.	27,007.
e Other		38,095.	11,558.	26,537.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				61,433.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other		
(A) EQUITY FUNDS	19,762,448.	END-OF-YEAR MARKET VALUE
(B) ABSOLUTE RETURN FUNDS	12,740,426.	END-OF-YEAR MARKET VALUE
(C) REAL ASSET FUNDS	5,369,950.	END-OF-YEAR MARKET VALUE
(D) SPLIT INTEREST AGREEMENTS	1,504,260.	END-OF-YEAR MARKET VALUE
(E) COMMODITIES	5,577,107.	END-OF-YEAR MARKET VALUE
(F) CREDIT HEDGES	1,057,160.	END-OF-YEAR MARKET VALUE
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	<b>46,011,351.</b>	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) AGENCY ENDOWMENTS	12,905,677.
(3) SPLIT INTEREST AGREEMENT LIABILITY	947,004.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	<b>13,852,681.</b>

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements	1	14,244,966.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	6,738,318.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	1,086.
d	Other (Describe in Part XIII.)	2d	-946,312.
e	Add lines 2a through 2d	2e	5,793,092.
3	Subtract line 2e from line 1	3	8,451,874.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	1,634,684.
c	Add lines 4a and 4b	4c	1,634,684.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	10,086,558.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements	1	6,374,759.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	6,374,759.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	1,069,990.
b	Other (Describe in Part XIII.)	4b	239,304.
c	Add lines 4a and 4b	4c	1,309,294.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	7,684,053.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X, LINE 2: THE FOUNDATION FOLLOWS THE ACCOUNTING FOR UNCERTAINTY**

**IN INCOME TAXES STANDARD WHICH REQUIRES THE FOUNDATION TO REPORT UNCERTAIN TAX POSITIONS, RELATED INTEREST AND PENALTIES, AND TO ADJUST ITS ASSETS AND LIABILITIES RELATED TO UNRECOGNIZED TAX BENEFITS AND ACCRUED INTEREST AND PENALTIES ACCORDINGLY. AS OF DECEMBER 31, 2012, THE FOUNDATION DETERMINED THAT THERE ARE NO MATERIAL UNRECOGNIZED TAX BENEFITS TO REPORT.**

**THE FOUNDATION FILES INFORMATION RETURNS IN THE UNITED STATES FEDERAL AND**

**Part XIII** Supplemental Information (continued)

MASSACHUSETTS STATE JURISDICTIONS. RETURNS FILED FOR YEARS ENDING BEFORE  
DECEMBER 31, 2009, ARE NO LONGER SUBJECT TO EXAMINATION BY THESE TAX  
AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

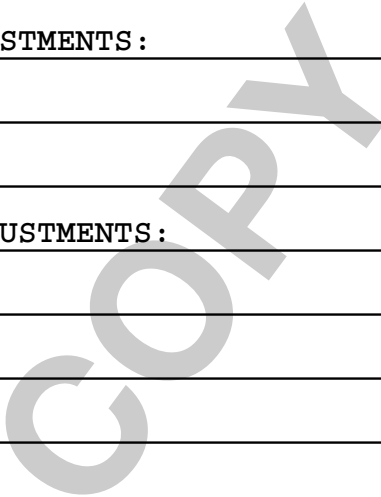
CHG IN VALUE OF SPLIT INTEREST AGREEMENT	123,678.
INVESTMENT EXPENSES	-1,069,990.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	-946,312.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

AGENCY INCOME	1,634,684.
---------------	------------

PART XII, LINE 4B - OTHER ADJUSTMENTS:

AGENCY EXPENSE	239,304.
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**SCHEDULE F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b, 15, or 16.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization  
**GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

Employer identification number  
**04-2572276**

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

**1 For grantmakers.** Does the organization maintain records to substantiate the amount of its grants and other assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? .....  Yes  No

**2 For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

**3 Activities per Region.** (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA AND THE CARIBBEAN -	0	0	INVESTMENTS		18,003,437.
<b>3 a</b> Sub-total .....	0	0			18,003,437.
<b>b</b> Total from continuation sheets to Part I .....	0	0			0.
<b>c Totals</b> (add lines 3a and 3b) .....	0	0			18,003,437.

**GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

**Part II** **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

COPY

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ..... ▶ \_\_\_\_\_

3 Enter total number of other organizations or entities ..... ▶ \_\_\_\_\_



**Part IV Foreign Forms**

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* .....  Yes  No
- 2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* .....  Yes  No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations. (see Instructions for Form 5471)* .....  Yes  No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* .....  Yes  No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect To Certain Foreign Partnerships. (see Instructions for Form 8865)* .....  Yes  No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report. (see Instructions for Form 5713)* .....  Yes  No

Schedule F (Form 990) 2012



**Part V** Supplemental Information

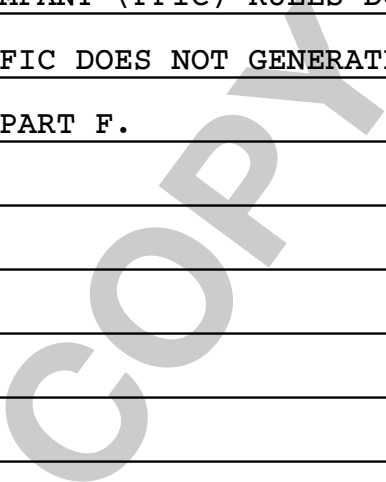
Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

SCHEDULE F, PART IV, LINE 3

THE FOUNDATION IS NOT REQUIRED TO FILL OUT FORM 5471 AS GREATER  
WORCESTER COMMUNITY FOUNDATION DID NOT MEET THE 10% OWNERSHIP  
THRESHOLD.

SCHEDULE F, PART IV, LINE 4

THE FOUNDATION IS ALSO NOT REQUIRED TO FILL OUT FORM 8621 AS THE  
PRIVATE FOREIGN INVESTMENT COMPANY (PFIC) RULES DO NOT APPLY TO TAX  
EXEMPT ORGANIZATIONS AS THE PFIC DOES NOT GENERATE ANY INCOME UNDER  
INTERNAL REVENUE CODE 952 SUBPART F.





GREATER WORCESTER COMMUNITY FOUNDATION,

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))	
		LYONS ROAD RACE		NONE		
		(event type)	(event type)	(total number)		
Revenue	1	Gross receipts	28,663.			28,663.
	2	Less: Contributions	1,583.			1,583.
	3	Gross income (line 1 minus line 2)	27,080.			27,080.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes	1,051.			1,051.
	6	Rent/facility costs				
	7	Food and beverages	1,093.			1,093.
	8	Entertainment				
	9	Other direct expenses	11,001.			11,001.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				( 13,145 )
	11	Net income summary. Combine line 3, column (d), and line 10				13,935.

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				( _____ )
8	Net gaming income summary. Combine line 1, column d, and line 7				

9 Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
 b If "No," explain: \_\_\_\_\_  
 \_\_\_\_\_  
 10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
 b If "Yes," explain: \_\_\_\_\_  
 \_\_\_\_\_



**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

**Employer identification number  
04-2572276**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
15-40 CONNECTION PO BOX 1153 WESTBOROUGH, MA 01581	26-2873903	501(C)(3)	12,500.	0.			OPERATING SUPPORT
ABBY'S HOUSE 52 HIGH STREET WORCESTER, MA 01609-2195	04-2648411	501(C)(3)	40,322.	0.			PROGRAM SUPPORT
AFRICAN COMMUNITY EDUCATION PROGRAM - 24 CHATHAM ST - WORCESTER, MA 01609-2195	14-1970474	501(C)(3)	35,246.	0.			PROGRAM SUPPORT
AIDS PROJECT WORCESTER 85 GREEN STREET WORCESTER, MA 01604	04-2970467	501(C)(3)	10,325.	0.			PROGRAM SUPPORT
ALTERNATIVES UNLIMITED 50 DOUGLAS RD. WHITINSVILLE, MA 01588	04-2587863	501(C)(3)	5,000.	0.			VALLEYCAST
AMERICAN ANTIQUARIAN SOCIETY 185 SALISBURY STREET WORCESTER, MA 01609-2195	04-2103652	501(C)(3)	18,100.	0.			OPERATING SUPPORT

- 2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **▶ 167.**
- 3** Enter total number of other organizations listed in the line 1 table **▶ 7.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN RED CROSS OF CENTRAL MASSACHUSETTS - 2000 CENTURY DRIVE - WORCESTER, MA 01606	53-0196605	501(C)(3)	22,750.	0.			UNRESTRICTED
ANNA MARIA COLLEGE 50 SUNSET LANE PAXTON, MA 01612-1198	04-2002060	501(C)(3)	23,500.	0.			NURSING SCHOLARSHIP
APPLE TREE ARTS 1 GRAFTON COMMON, STE 23 GRAFTON, MA 01519	04-3267088	501(C)(3)	16,000.	0.			CAPITAL CAMPAIGN
ARTSWORCESTER 660 MAIN STREET WORCESTER, MA 01610-3100	04-2768202	501(C)(3)	20,445.	0.			PROGRAM SUPPORT
ASSOCIATED GRANT MAKERS 55 COURT STREET, SUITE 520 BOSTON, MA 02108	04-2457605	501(C)(3)	8,300.	0.			PROGRAM SUPPORT
AUBURN YOUTH & FAMILY SERVICES 21 PHEASANT CT. AUBURN, MA 01501-2457	04-2658899	501(C)(3)	18,000.	0.			PROGRAM SUPPORT
BANCROFT SCHOOL 110 SHORE DRIVE WORCESTER, MA 01605-3198	04-2103861	501(C)(3)	55,302.	0.			ANNUAL FUND
BECKER COLLEGE 61 SEVER STREET WORCESTER, MA 01609-2195	04-2108346	501(C)(3)	24,500.	0.			NURSING SCHOLARSHIP
BEST BUDDIES MASSACHUSETTS 401 MAIN STREET, SUITE 15 AMHERST, MA 01002	52-1614576	501(C)(3)	9,000.	0.			PROGRAM SUPPORT

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BIG BROTHERS/BIG SISTERS OF CENTRAL MASS/METROWEST - 484 MAIN STREET, SUITE 360 - WORCESTER, MA 01608-1173	04-2317926	501(C)(3)	36,500.	0.			PROGRAM SUPPORT
BLACKSTONE VALLEY BOYS & GIRLS CLUB - 115 CANAL STREET - BLACKSTONE, MA 01504	04-3200499	501(C)(3)	6,000.	0.			PROGRAM SUPPORT
BOTTOM LINE 40 SOUTHBIDGE STREET, SUITE #500 WORCESTER, MA 01608	04-3351427	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
BOYS & GIRLS CLUB OF WEBSTER-DUDLEY - 55 OXFORD AVENUE - DUDLEY, MA 01571	04-2238069	501(C)(3)	7,000.	0.			PROGRAM SUPPORT
BOYS & GIRLS CLUB OF WORCESTER 65 TAINTER STREET WORCESTER, MA 01610-2520	04-2105851	501(C)(3)	16,840.	0.			PROGRAM SUPPORT
BRIDGE OF CENTRAL MASSACHUSETTS 4 MANN STREET WORCESTER, MA 01602-0243	04-2701581	501(C)(3)	18,000.	0.			SAFE HOMES
CAMP PUTNAM, INC 141 RUTHERFORD ROAD NEW BRAINTREE, MA 01531	04-6004880	501(C)(3)	10,000.	0.			RESIDENTIAL SUMMER CAMP
CATHOLIC CHARITIES WORCESTER COUNTY - 10 HAMMOND STREET - WORCESTER, MA 01610-1513	04-2103979	501(C)(3)	16,500.	0.			PROGRAM SUPPORT
CENTER FOR NONVIOLENT SOLUTIONS 901 PLEASANT STREET WORCESTER, MA 01602	90-0581384	501(C)(3)	5,000.	0.			PROGRAM SUPPORT

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CENTRAL MASSACHUSETTS AREA HEALTH EDUCATION CENTER - 35 HARVARD STREET, SUITE 300 - WORCESTER, MA 01609-2828	04-2775264	501(C)(3)	35,000.	0.			PROGRAM SUPPORT
CENTRAL MASSACHUSETTS HOUSING ALLIANCE - 6 INSTITUTE ROAD - WORCESTER, MA 01609	04-2791448	501(C)(3)	21,531.	0.			PROGRAM SUPPORT
CENTRO LAS AMERICAS, INC. 11 SYCAMORE STREET WORCESTER, MA 01608	04-2714991	501(C)(3)	10,000.	0.			LATINO ELDER PROGRAM
CHILDREN'S FRIEND, INC. 21 CEDAR STREET WORCESTER, MA 01609	04-2105856	501(C)(3)	50,957.	0.			UNRESTRICTED
CITY OF WORCESTER HEALTH AND HUMAN SERVICES - EXECUTIVE OFFICE/ ELDER AFFAIR - WORCESTER, MA 01604	04-6001418	GOVT ENTITY	35,000.	0.			PROGRAM SUPPORT
CLAFLIN HILL MUSIC PERFORMANCE FOUNDATION - 54 CLAFLIN STREET - MILFORD, MA 01757	04-3392231	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
CLARK UNIVERSITY 950 MAIN STREET WORCESTER, MA 01610	04-2111203	501(C)(3)	64,294.	0.			ANNUAL FUND
COLLEGES OF WORCESTER CONSORTIUM 484 MAIN STREET, SUITE 500 WORCESTER, MA 01608	23-7055676	501(C)(3)	12,500.	0.			COLLEGE SUCCESS INITIATIVE
COMMUNITY HARVEST PROJECT, INC. 37 WHEELER ROAD NORTH GRAFTON, MA 01536	04-3424018	501(C)(3)	44,000.	0.			UNRESTRICTED

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COMMUNITY HEALTHLINK 72 JAQUES AVENUE, THIRD FLOOR WORCESTER, MA 01610-2480	04-2626179	501(C)(3)	29,988.	0.			PROGRAM SUPPORT
COMMUNITY LEGAL AID 405 MAIN STREET, 4TH FLOOR WORCESTER, MA 01608	04-2446242	501(C)(3)	23,426.	0.			PROGRAM SUPPORT
COMMUNITY SERVINGS, INC. 18 MARBURY TERRACE JAMAICA PLAIN, MA 02130	22-3154028	501(C)(3)	7,840.	0.			PROGRAM SUPPORT
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE ARLINGTON, VA 22202	13-6068327	501(C)(3)	12,160.	0.			PROGRAM SUPPORT
CRAWFORD MEMORIAL LIBRARY 40 SCHOFIELD AVENUE DUDLEY, MA 01571	04-6001134	GOVT ENTITY	9,687.	0.			PROGRAM SUPPORT
DEPARTMENT OF CHILDREN AND FAMILIES KIDS FUND - CENTRAL OFFICE - BOSTON, MA 02210	04-3443890	501(C)(3)	25,000.	0.			PROGRAM SUPPORT
DISMAS HOUSE OF CENTRAL MASSACHUSETTS - PO BOX 30125 - WORCESTER, MA 01603	54-2075825	501(C)(3)	15,900.	0.			OPERATING SUPPORT
DRESS FOR SUCCESS WORCESTER INC. PO BOX 16115 WORCESTER, MA 01608	26-3168663	501(C)(3)	9,000.	0.			GENERAL OPERATING SUPPORT
DYNAMY, INC. 27 SEVER STREET WORCESTER, MA 01609	04-2621500	501(C)(3)	15,000.	0.			YOUTH ACADEMY

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EAST DOUGLAS EVERGREEN CEMETERY COMPANY - 12 GROVE STREET - DOUGLAS, MA 01516	04-6002475	501(C)13	13,274.	0.			MAINTENANCE OF EVERGREEN CEMETERY
EASTER SEALS OF MASSACHUSETTS 484 MAIN STREET, 6TH FLOOR WORCESTER, MA 01608	04-2103867	501(C)(3)	5,805.	0.			OPERATING SUPPORT
ECOTARIUM 222 HARRINGTON WAY WORCESTER, MA 01604	04-2105868	501(C)(3)	51,750.	0.			UNRESTRICTED
EDWARD M. KENNEDY COMMUNITY HEALTH CENTER - 2000 CENTURY DRIVE - WORCESTER, MA 01606	04-2513817	501(C)(3)	24,448.	0.			PROGRAM SUPPORT
EDWARD STREET CHILD SERVICES INC 50 PORTLAND STREET WORCESTER, MA 01608	04-2133874	501(C)(3)	78,756.	0.			PROGRAM SUPPORT
ELDER SERVICES OF WORCESTER AREA, INC. - 67 MILLBROOK STREET, SUITE 100 - WORCESTER, MA 01606	04-2545221	501(C)(3)	11,525.	0.			PROGRAM SUPPORT
FAMILY HEALTH CENTER OF WORCESTER 26 QUEEN STREET WORCESTER, MA 01610	04-2485308	501(C)(3)	78,202.	0.			PROGRAM SUPPORT
FIRST NIGHT WORCESTER PO BOX 351 WORCESTER, MA 01614	04-2925272	501(C)(3)	8,000.	0.			OPERATING SUPPORT
FIRST UNITARIAN CHURCH 90 MAIN STREET WORCESTER, MA 01608-1173	04-2125013	501(C)(3)	24,952.	0.			OPERATING SUPPORT

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FITCHBURG CULTURAL ALLIANCE 633 MAIN STREET FITCHBURG, MA 01420	22-2571430	501(C)(3)	8,000.	0.			PROGRAM SUPPORT
FRANCIS W. PARKER CHARTER ESSENTIAL SCHOOL - 49 ANTIETAM STREET - DEVENS, MA 01434	14-1874834	501(C)(3)	6,000.	0.			PROGRAM SUPPORT
FRIENDLY HOUSE 36 WALL STREET WORCESTER, MA 01604	04-2104239	501(C)(3)	27,500.	0.			PROGRAM SUPPORT
FRIENDS OF GALE FREE LIBRARY 23 HIGHLAND STREET HOLDEN, MA 01520	22-3021983	501(C)(3)	12,640.	0.			PROGRAM SUPPORT
FRIENDS OF THE WORCESTER PUBLIC LIBRARY - 3 SALEM SQUARE - WORCESTER, MA 01608	04-2608388	501(C)(3)	6,000.	0.			PROGRAM SUPPORT
GENESIS CLUB 274 LINCOLN STREET WORCESTER, MA 01605	04-2983234	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
GIRLS INC., OF WORCESTER 125 PROVIDENCE STREET WORCESTER, MA 01604	04-2123666	501(C)(3)	23,049.	0.			OPERATING SUPPORT
GREATER WORCESTER LAND TRUST 4 ASH STREET, APT. 1 WORCESTER, MA 01608	22-2857318	501(C)(3)	8,407.	0.			OPERATING SUPPORT
GROWING PLACES GARDEN PROJECT, INC. - 500 MAIN STREET, STE. 209 - CLINTON, MA 01510	10-0004885	501(C)(3)	10,000.	0.			PROGRAM SUPPORT

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HABITAT FOR HUMANITY NORTH CENTRAL MASSACHUSETTS - ONE OAK HILL ROAD - FITCHBURG, MA 01420	04-2999854	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
HABITAT FOR HUMANITY-METROWEST/GREATER WORCESTER - 11 DISTRIBUTOR ROAD - WORCESTER, MA 01605	22-2583590	501(C)(3)	16,900.	0.			PROGRAM SUPPORT
HEARTS FOR HEAT, LEICESTER CHAPTER 325 AUBURN STREET CHERRY VALLEY, MA 01611	26-4796836	501(C)(3)	6,243.	0.			PROGRAM SUPPORT
HEYWOOD HOSPITAL 242 GREEN STREET GARDNER, MA 01440	042-103-581	501(C)(3)	30,000.	0.			PROGRAM SUPPORT
HILLSIDE SCHOOL 404 ROBIN HILL ROAD MARLBOROUGH, MA 01752	04-2111216	501(C)(3)	6,216.	0.			OPERATING SUPPORT
HOPE COALITION 26 QUEEN STREET WORCESTER, MA 01610	04-3108190	501(C)(3)	12,500.	0.			PROGRAM SUPPORT
HORIZONS FOR HOMELESS CHILDREN 1705 COLUMBUS AVENUE ROXBURY, MA 02119	22-2915188	501(C)(3)	8,000.	0.			PROGRAM SUPPORT
HOUSE OF PEACE AND EDUCATION 20 BARTHEL AVENUE GARDNER, MA 01440-2502	04-3300490	501(C)(3)	17,000.	0.			OPERATING SUPPORT
HOUSEHOLD GOODS RECYCLING OF MASSACHUSETTS - 530 MAIN STREET - ACTON, MA 01720	04-3468139	501(C)(3)	7,000.	0.			PROGRAM SUPPORT

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INTERFAITH HOSPITALITY NETWORK OF GREATER WORCESTER - 91 JUNE STREET - WORCESTER, MA 01602	04-2104239	501(C)(3)	10,000.	0.			OPERATING SUPPORT
JERICHO ROAD PROJECT 20 LEXINGTON ROAD CONCORD, MA 01742	82-0553404	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
JEWISH FAMILY SERVICE OF WORCESTER 646 SALISBURY STREET WORCESTER, MA 01609	04-2104350	501(C)(3)	9,500.	0.			OPERATING SUPPORT
JOY OF MUSIC PROGRAM, INC. 1 GORHAM STREET WORCESTER, MA 01605	04-3055099	501(C)(3)	25,159.	0.			PROGRAM SUPPORT
LATINO EDUCATION INSTITUTE 486 CHANDLER STREET WORCESTER, MA 01602	22-3248067	501(C)(3)	30,000.	0.			PROGRAM SUPPORT
LEICESTER COUNCIL ON AGING LEICESTER SENIOR CENTER LEICESTER, MA 01524-1113	04-6001197	GOVT ENTITY	6,295.	0.			TECHNOLOGY UPGRADE
LEICESTER POLICE DEPARTMENT 90 SOUTH MAIN ST. LEICESTER, MA 01524	04-6001197	501(C)(3)	5,095.	0.			PROGRAM SUPPORT
LEICESTER SUMMER CONCERT SERIES COMMITTEE - 130 PLEASANT STREET - LEICESTER, MA 01524	04-3484292	501(C)(3)	5,000.	0.			OPERATING SUPPORT
LITERACY VOLUNTEERS OF GREATER WORCESTER - WORCESTER PUBLIC LIBRARY - WORCESTER, MA 01608	04-2914294	501(C)(3)	22,395.	0.			PROGRAM SUPPORT

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LUCKY HORSE EQUINE RESCUE 185 CENTURY MILL ROAD BOLTON, MA 01740	27-0250028	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
LUK CRISIS CENTER 545 WESTMINSTER STREET FITCHBURG, MA 01420	04-2483679	501(C)(3)	5,400.	0.			PROGRAM SUPPORT
LUTHERAN SOCIAL SERVICES OF NEW ENGLAND - 14 EAST WORCESTER STREET, SUITE 300 - WORCESTER, MA 01604	04-2496563	501(C)(3)	34,000.	0.			PROGRAM SUPPORT
MASSACHUSETTS AUDUBON SOCIETY 208 SOUTH GREAT ROAD LINCOLN, MA 01773	04-2104702	501(C)(3)	54,934.	0.			PROGRAM SUPPORT
MASSACHUSETTS COLLEGE OF PHARMACY AND HEALTH SCIENCES - 179 LONGWOOD AVENUE - BOSTON, MA 02115	04-2104700	501(C)(3)	15,500.	0.			UNRESTRICTED
MASSACHUSETTS GENERAL HOSPITAL DEVELOPMENT OFFICE BOSTON, MA 02114	04-1564655	501(C)(3)	11,500.	0.			PROGRAM SUPPORT
MASSACHUSETTS MEDICAL SOCIETY AND ALLIANCE CHARITABLE FOUNDATION - C/O MASS. MEDICAL SOCIETY - WALTHAM, MA 02451	22-3199624	501(C)(3)	6,000.	0.			PROGRAM SUPPORT
MATTHEW 25, INC. 52 QUEEN ST., #1 WORCESTER, MA 01610	22-2967513	501(C)(3)	11,334.	0.			PROGRAM SUPPORT
MOHEGAN COUNCIL BOY SCOUTS OF AMERICA - 19 HARVARD STREET - WORCESTER, MA 01609-2870	04-2105867	501(C)(3)	14,778.	0.			PROGRAM SUPPORT

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MONTACHUSETT INTERFAITH HOSPITALITY NETWORK - 923 MAIN STREET - LEOMINSTER, MA 01453	03-0387748	501(C)(3)	15,000.	0.			PROGRAM SUPPORT
MOUNT GRACE LAND CONSERVATION TRUST - 1461 OLD KEENE ROAD - ATHOL, MA 01331-9689	04-2938967	501(C)(3)	6,500.	0.			PROGRAM SUPPORT
MSPCA-ANGELL 350 SOUTH HUNTINGTON AVENUE JAMAICA PLAIN, MA 02130	04-2103597	501(C)(3)	5,000.	0.			OPERATING SUPPORT
MSPCC 99 SUMMER STREET BOSTON, MA 02110	04-2103596	501(C)(3)	8,000.	0.			PROGRAM SUPPORT
MUSIC WORCESTER 323 MAIN STREET WORCESTER, MA 01608-1511	04-2171207	501(C)(3)	12,585.	0.			OPERATING SUPPORT
NATIVITY SCHOOL OF WORCESTER 67 LINCOLN STREET WORCESTER, MA 01605	03-0385377	501(C)(3)	16,500.	0.			UNRESTRICTED
NEADS/DOGS FOR DEAF AND DISABLED AMERICANS - PO BOX 213 - WEST BOYLSTON, MA 01583	23-7281887	501(C)(3)	33,687.	0.			OPERATING SUPPORT
NORMAN ROCKWELL MUSEUM PO BOX 308 RTE 183 STOCKBRIDGE, MA 01262	04-2450813	501(C)(3)	25,000.	0.			CAPITAL
NORTH BROOKFIELD YOUTH CENTER P.O. BOX 86 NORTH BROOKFIELD, MA 01535-0086	04-3497157	501(C)(3)	14,000.	0.			PROGRAM SUPPORT

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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTH QUABBIN CITIZEN ADVOCACY PO BOX 362 ORANGE, MA 01364	04-3218759	501(C)(3)	8,000.	0.			OPERATING SUPPORT
NORTHBRIDGE COUNCIL ON AGING 20 HIGHLAND STREET WHITINSVILLE, MA 01588	04-6001250	501(C)(3)	5,000.	0.			TRANSPORTATION COORDINATOR
OAK HILL COMMUNITY DEVELOPMENT CORPORATION - 74 PROVIDENCE STREET - WORCESTER, MA 01604	22-2599363	501(C)(3)	30,000.	0.			PROGRAM SUPPORT
OLD STURBRIDGE VILLAGE 1 OLD STURBRIDGE VILLAGE ROAD STURBRIDGE, MA 01566	04-2104809	501(C)(3)	210,500.	0.			CAMPAIGN
OUR FATHER'S HOUSE, INC. 199 SUMMER STREET FITCHBURG, MA 01420	22-2515061	501(C)(3)	24,208.	0.			PROGRAM SUPPORT
PAKACHOAG MUSIC SCHOOL OF GREATER WORCESTER - 203 PAKACHOAG STREET - AUBURN, MA 01501	04-3029253	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
PATHWAYS FOR CHANGE 588 MAIN STREET WORCESTER, MA 01608	04-2734584	501(C)(3)	15,500.	0.			PROGRAM SUPPORT
PERNET FAMILY HEALTH SERVICE 237 MILLBURY STREET WORCESTER, MA 01610	04-2453851	501(C)(3)	6,500.	0.			OPERATING SUPPORT
PLANNED PARENTHOOD LEAGUE OF MASSACHUSETTS - 1055 COMMONWEALTH AVENUE - BOSTON, MA 02215-1001	04-2698497	501(C)(3)	5,000.	0.			OPERATING SUPPORT

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
PLEASANT STREET NEIGHBORHOOD NETWORK CENTER - 301 PLEASANT STREET - WORCESTER, MA 01609	77-0690887	501(C)(3)	8,000.	0.			ORGANIZATIONAL SUPPORT
POMFRET SCHOOL PO BOX 128 POMFRET, CT 06258	06-0646784	501(C)(3)	53,900.	0.			PROGRAM SUPPORT
PRESERVATION WORCESTER 10 CEDAR STREET WORCESTER, MA 01609-2520	23-7073959	501(C)(3)	11,250.	0.			OPERATING SUPPORT
QUINSIGAMOND COMMUNITY COLLEGE FOUNDATION - 670 WEST BOYLSTON ST - WORCESTER, MA 01606	04-2897624	501(C)(3)	33,365.	0.			NURSING SCHOLARSHIP
RACHEL'S TABLE OF THE JEWISH FEDERATION OF CENTRAL MASS INC. - 633 SALISBURY STREET - WORCESTER, MA 01609	04-2104363	501(C)(3)	18,788.	0.			PROGRAM SUPPORT
RAINBOW CHILD DEVELOPMENT CENTER 10 EDWARD STREET WORCESTER, MA 01605	04-2507815	501(C)(3)	22,500.	0.			PROGRAM SUPPORT
REACH OUT AND READ 56 ROLAND STREET, SUITE 100 D BOSTON, MA 02129	04-3481253	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
RECTORY SCHOOL DEVELOPMENT OFFICE POMFRET, CT 06258	06-0646805	501(C)(3)	5,000.	0.			UNRESTRICTED
REFUGEE AND IMMIGRANT ASSISTANCE CENTER - 340 MAIN ST, SUITE 800 - WORCESTER, MA 01608	04-3430294	501(C)(3)	13,331.	0.			CASE MANAGEMENT

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
REGIONAL ENVIRONMENTAL COUNCIL PO BOX 255 WORCESTER, MA 01613	04-6364350	501(C)(3)	20,500.	0.			PROGRAM SUPPORT
REHABILITATIVE RESOURCES, INC. 1 PICKER ROAD STURBRIDGE, MA 01566	04-2593315	501(C)(3)	7,500.	0.			PROGRAM SUPPORT
RISE ABOVE FOUNDATION P.O. BOX #174 NORTHBRIDGE, MA 01534	27-1409946	501(C)(3)	5,000.	0.			PROGRAM SUPPORT
RURAL CEMETERY AND CREMATORY (PROPRIETORS OF RURAL CEMETERY) - 180 GROVE STREET - WORCESTER, MA 01605-1711	04-1795920	501(C)13	12,970.	0.			OPERATING SUPPORT
SALVATION ARMY WORCESTER CITADEL CORPS WORCESTER, MA 01608-2021	04-2103624	501(C)(3)	11,200.	0.			OPERATING SUPPORT
SHREWSBURY PUBLIC LIBRARY 609 MAIN STREET SHREWSBURY, MA 01545	04-6001300	GOVT ENTITY	6,685.	0.			PROGRAM SUPPORT
SOUTH HIGH COMMUNITY SCHOOL 170 APRICOT STREET WORCESTER, MA 01603	04-6001418	GOVT ENTITY	12,000.	0.			PROGRAM SUPPORT
SOUTHEAST ASIAN COALITION OF CENTRAL MASSACHUSETTS - 484 MAIN STREET - WORCESTER, MA 01608	04-3393955	501(C)(3)	62,787.	0.			PROGRAM SUPPORT
SPANISH AMERICAN CENTER 112 SPRUCE STREET LEOMINSTER, MA 01453	04-2761759	501(C)(3)	6,000.	0.			PROGRAM SUPPORT

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ST. JOSEPH AND ST. PIUS X PARISHES 759 MAIN STREET LEICESTER, MA 01524	53-0196617	501(C)(3)	5,000.	0.			FOOD PANTRY
STAND FOR CHILDREN LEADERSHIP CENTER - 38 CHAUNCY STREET, SUITE 700 - BOSTON, MA 02110	52-1957214	501(C)(3)	7,500.	0.			WORCESTER PROGRAM
STRAIGHT AHEAD MINISTRIES, INC. 791 MAIN STREET WORCESTER, MA 01610	04-3103694	501(C)(3)	15,000.	0.			WORCESTER PROGRAM
TEMPLE SINAI 661 SALISBURY STREET WORCESTER, MA 01609	22-6057081	501(C)(3)	40,000.	0.			OPERATING EXPENSES
TENACITY, INC. 38 EVERETT STREET, SUITE 50 BOSTON, MA 02134	04-3452763	501(C)(3)	9,000.	0.			WORCESTER PROGRAM
THE CASA PROJECT 100 GROVE STREET WORCESTER, MA 01605	04-2711865	501(C)(3)	18,000.	0.			OPERATING SUPPORT
THE DISCOVERY MUSEUMS 177 MAIN STREET ACTON, MA 01720	04-2741645	501(C)(3)	7,500.	0.			PROGRAM SUPPORT
TOWN OF AUBURN TOWN HALL AUBURN, MA 01501	04-6001076	GOVT ENTITY	460,083.	0.			RECREATION CENTER
TRINITY LUTHERAN CHURCH 73 LANCASTER STREET WORCESTER, MA 01608	41-1568278	501(C)(3)	25,572.	0.			OPERATING SUPPORT

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TUFTS UNIVERSITY CUMMINGS SCHOOL OF VETERINARY MEDICINE - 200 WESTBORO STREET - NORTH GRAFTON, MA 01536	04-2103634	501(C)(3)	7,500.	0.			WILDLIFE CLINIC
TWIN CITIES COMMUNITY DEVELOPMENT CORPORATION - 470 MAIN STREET - FITCHBURG, MA 01420-4292	04-2690210	501(C)(3)	12,500.	0.			OPERATING SUPPORT
UMASS MEMORIAL FOUNDATION DEVELOPMENT OFFICE SHREWSBURY, MA 01545-7807	04-3108190	501(C)(3)	46,755.	0.			HEALTH PROGRAMS
UMASS MEMORIAL HEALTH CARE ONE BIOTECH WORCESTER, MA 01605-2192	04-3358564	501(C)(3)	10,000.	0.			PROGRAM SUPPORT
UNITED NEIGHBORS OF FITCHBURG, INC. - DBA CLEGHORN NEIGHBORHOOD CENTER - FITCHBURG, MA 01420	04-2706755	501(C)(3)	11,500.	0.			PROGRAM SUPPORT
UNITED WAY LEE, HENDRY & GLADES 7273 CONCOURSE DRIVE FORT MYERS, FL 33908	59-1005169	501(C)(3)	10,000.	0.			COMMUNITY CAMPAIGN
UNITED WAY OF CENTRAL MASSACHUSETTS - 484 MAIN STREET, STE. 300 - WORCESTER, MA 01608-1880	04-2104017	501(C)(3)	165,001.	0.			UNRESTRICTED
UNIVERSITY OF MASSACHUSETTS GRADUATE SCHOOL OF NURSING - GRADUATE SCHOOL OF NURSING - WORCESTER, MA 01655	04-3167352	501(C)(3)	20,950.	0.			NURSING SCHOLARSHIP
VALLEY RESIDENTS FOR IMPROVEMENT, INC. - 107 TACOMA STREET - WORCESTER, MA 01605	04-2702167	501(C)(3)	18,000.	0.			SUMMER PROGRAM

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(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
VETERANS, INC. 69 GROVE STREET WORCESTER, MA 01605	04-3098024	501(C)(3)	20,640.	0.			PROGRAM SUPPORT
VNA CARE NETWORK AND HOSPICE 120 THOMAS STREET WORCESTER, MA 01608	04-2103825	501(C)(3)	7,500.	0.			HEALTH PROGRAMS
VSA ARTS OF MASSACHUSETTS 89 SOUTH STREET, SUITE 101 BOSTON, MA 02111	04-2699540	501(C)(3)	5,000.	0.			WORCESTER PROGRAMS
WCUW, INC., 910 MAIN STREET WORCESTER, MA 01610	23-7247980	501(C)(3)	10,000.	0.			OPERATING SUPPORT
WEBSTER EDUCATION FOUNDATION 41 EAST MAIN STREET WEBSTER, MA 01570	41-2277668	501(C)(3)	7,000.	0.			PROGRAM SUPPORT
WHITIN MEMORIAL COMMUNITY CENTER 60 MAIN STREET WHITINSVILLE, MA 01588	04-6087769	501(C)(3)	10,929.	0.			YOUTH OUTREACH PROGRAMS
WILDLIFE REHABILITATORS ASSOCIATION OF MASSACHUSETTS - 62 COMMON STREET - GROTON, MA 01450	04-3174534	501(C)(3)	6,000.	0.			PROGRAM SUPPORT
WINDHAM COUNTY 4-H FOUNDATION 326 TAFT POND ROAD POMFRET CENTER, CT 06259	06-6044157	501(C)(3)	6,000.	0.			UNRESTRICTED
WING MEMORIAL HOSPITAL 40 WRIGHT STREET PALMER, MA 01069	04-2105839	501(C)(3)	100,000.	0.			EMERGENCY CARE CENTER

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WORCESTER ACADEMY 81 PROVIDENCE STREET WORCESTER, MA 01604	04-2105855	501(C)(3)	36,214.	0.			OPERATING SUPPORT
WORCESTER AREA MISSION SOCIETY 6 INSTITUTE ROAD WORCESTER, MA 01609	13-1957221	501(C)(3)	6,000.	0.			UNRESTRICTED
WORCESTER ART MUSEUM 55 SALISBURY STREET WORCESTER, MA 01609	04-1988530	501(C)(3)	204,377.	0.			UNRESTRICTED
WORCESTER CHAMBER MUSIC SOCIETY PO BOX 21001 WORCESTER, MA 01602	20-8538873	501(C)(3)	7,000.	0.			EDUCATION AND OUTREACH
WORCESTER COMMUNITY ACTION COUNCIL 484 MAIN STREET, SUITE 200 WORCESTER, MA 01608-1810	04-2382160	501(C)(3)	21,500.	0.			PROGRAM SUPPORT
WORCESTER COMMUNITY HOUSING RESOURCES - 11 PLEASANT STREET, SUITE 300 - WORCESTER, MA 01609	22-2719744	501(C)(3)	21,000.	0.			UNRESTRICTED
WORCESTER COUNTY FOOD BANK, INC. 474 BOSTON TURNPIKE SHREWSBURY, MA 01545	04-3071457	501(C)(3)	5,835.	0.			OPERATING SUPPORT
WORCESTER COUNTY HORTICULTURAL SOCIETY/TOWER HILL BOTANIC GARDEN - 11 FRENCH DRIVE - BOYLSTON, MA 01505	04-1988945	501(C)(3)	158,124.	0.			WORCESTER TREE INITIATIVE
WORCESTER COUNTY MECHANICS ASSOCIATION/MECHANICS HALL - 321 MAIN STREET - WORCESTER, MA 01608	04-1988955	501(C)(3)	23,550.	0.			UNRESTRICTED

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WORCESTER COUNTY POETRY ASSOCIATION - 1 EKMAN STREET - WORCESTER, MA 01607	23-7157372	501(C)(3)	5,292.	0.			OPERATING SUPPORT
WORCESTER EDUCATION COLLABORATIVE 484 MAIN STREET WORCESTER, MA 01608	04-2104017	501(C)(3)	12,000.	0.			OPERATING SUPPORT
WORCESTER HISTORICAL MUSEUM 30 ELM STREET WORCESTER, MA 01609	04-2105858	501(C)(3)	117,557.	0.			OPERATING SUPPORT
WORCESTER JEWISH COMMUNITY CENTER 633 SALISBURY STREET WORCESTER, MA 01609	04-2104353	501(C)(3)	18,981.	0.			GENERAL
WORCESTER POLYTECHNIC INSTITUTE 100 INSTITUTE ROAD WORCESTER, MA 01609	04-2121659	501(C)(3)	2,500.	0.			SUPPORT FOR SCHOLARSHIP FUND
WORCESTER PUBLIC SCHOOLS 20 IRVING STREET WORCESTER, MA 01609	04-8001418	GOVT ENTITY	30,854.	0.			PROGRAM SUPPORT
WORCESTER ROOTS PROJECT 5 PLEASANT STREET, 3RD FLOOR WORCESTER, MA 01609	05-0566468	501(C)(3)	10,000.	0.			STAFFING
WORCESTER STATE FOUNDATION 486 CHANDLER STREET WORCESTER, MA 01602-2597	22-3248067	501(C)(3)	21,926.	0.			NURSING SCHOLARSHIP
WORCESTER STATE UNIVERSITY 486 CHANDLER STREET WORCESTER, MA 01602-2597	22-3248067	501(C)(3)	60,000.	0.			THE FUTURE OF NURSING

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**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

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WORCESTER YOUTH CENTER INC 326 CHANDLER STREET WORCESTER, MA 01602	04-3245867	501(C)(3)	22,250.	0.			OPERATING SUPPORT
Y.O.U., INC. 81 PLANTATION STREET WORCESTER, MA 01604	23-7112665	501(C)(3)	57,285.	0.			PROGRAM SUPPORT
YMCA OF CENTRAL MASSACHUSETTS 766 MAIN STREET WORCESTER, MA 01610	04-2105885	501(C)(3)	34,079.	0.			PROGRAM SUPPORT
YMCA OF GREATER HARTFORD 241 TRUMBULL STREET HARTFORD, CT 06103	06-0881325	501(C)(3)	24,500.	0.			FOR THE PUTNAM PROJECT
YOUTHNET 484 MAIN STREET, SUITE 560 WORCESTER, MA 01608	23-7112665	501(C)(3)	17,500.	0.			YOUTHNET SUMMER 2012
YWCA OF CENTRAL MASSACHUSETTS ONE SALEM SQUARE WORCESTER, MA 01608	04-2105873	501(C)(3)	61,850.	0.			PROGRAM SUPPORT



**GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
COLLEGE SCHOLARSHIPS AND MERIT AWARDS	387	585,565.	0.		

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE FOUNDATION REQUIRES AND RECEIVES WRITTEN PROGRESS EVALUATION REPORTS AND FINANCIAL AUDITS FROM GRANT RECIPIENTS AND CONDUCTS SITE VISITS WITH FUNDED AGENCIES. THE FOUNDATION ALSO CONVENES NONPROFIT GRANT RECIPIENTS FOR PEER LEARNING AND INFORMATION EXCHANGE RESULTING IN EXPANDED AWARENESS OF COMMUNITY IMPACTS AND INCREASED COLLABORATION FOR PUBLIC BENEFIT.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION, INC.**

Employer identification number  
**04-2572276**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....	X	10	414,645.	FAIR VALUE ON GIFT D
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( _____ )				
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

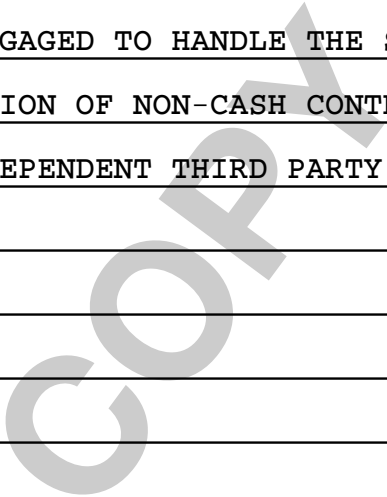
**Part II**

**Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B): GREATER WORCESTER COMMUNITY

FOUNDATIONS REPORTS TOTAL NUMBER OF CONTRIBUTORS IN COLUMN B.

SCHEDULE M, LINE 32B: THE FOUNDATION TYPICALLY USES ONE BROKERAGE FIRM FOR PUBLICLY TRADED SECURITY TRANSACTIONS AND ALSO HOLDS ACCOUNTS AT A SMALL NUMBER OF OTHER FIRMS TO FACILITATE EFFICIENT TRANSFERS FOR DONORS. WHEN SECURITIES ARE RECEIVED, THE SHARES ARE SOLD AS SOON AS POSSIBLE. WHEN THE FOUNDATION ACCEPTS GIFTS OF REAL ESTATE, AN INDEPENDENT THIRD PARTY IS ENGAGED TO HANDLE THE SALE. THE FOUNDATION IS NOT INVOLVED IN THE VALUATION OF NON-CASH CONTRIBUTIONS. DONOR ARE RESPONSIBLE FOR OBTAINING INDEPENDENT THIRD PARTY VALUATION



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization <b>GREATER WORCESTER COMMUNITY FOUNDATION, INC.</b>	Employer identification number <b>04-2572276</b>
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FOUNDATION WORKS WITH DONORS, BUILDS CHARITABLE ENDOWMENTS, AND  
PROVIDES SUPPORT TO NONPROFITS IN THE AREA.

FORM 990, PART VI, SECTION A, LINE 2: GOVERNING BODY/BUSINESS

RELATIONSHIPS: TWO DIRECTORS HAVE A BUSINESS RELATIONSHIP AS SHAREHOLDERS  
IN THE SAME LAW FIRMS

FORM 990, PART VI, SECTION A, LINE 6: GOVERNING BODY/MEMBERS: THE

FOUNDATION HAS 300 CORPORATORS, WHOSE RIGHTS AND RESPONSIBILITIES ARE  
LIMITED TO ELECTING NEW CORPORATORS AND THE BOARD OF DIRECTORS, APPROVING  
AMENDMENTS TO THE BY-LAWS AND THE CHARTER, AND APPROVING MAJOR CORPORATE  
ACTIONS SUCH AS MERGER OR DISSOLUTION. THE BOARD OF DIRECTORS IS  
RESPONSIBLE FOR GOVERNANCE AND OVERSIGHT OF ALL OTHER BUSINESS OF THE  
FOUNDATION.

FORM 990, PART VI, SECTION A, LINE 7A: SEE EXPLANATION FOR PART VI, LINE 6

FORM 990, PART VI, SECTION A, LINE 7B: SEE EXPLANATION FOR PART VI, LINE 6

FORM 990, PART VI, SECTION B, LINE 11: POLICIES/GOVERNANCE REVIEW OF 990:

A DRAFT OF THE FORM 990 IS REVIEWED BY THE AUDIT COMMITTEE AND SENT TO EACH  
MEMBER OF THE BOARD OF DIRECTORS FOR REVIEW BEFORE IT IS FILED.

FORM 990, PART VI, SECTION B, LINE 12C: POLICIES/CONFLICT OF INTEREST: THE

FOUNDATION ANNUALLY REVIEWS INFORMATION FROM KEY EMPLOYEES, BOARD MEMBERS,

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

Employer identification number  
**04-2572276**

AND MEMBERS OF KEY COMMITTEES. EACH INDIVIDUAL ANNUALLY COMPLETES A  
DECLARATION OF AFFILIATIONS TO ENSURE THAT THE INFORMATION IS CURRENT.  
THIS IS DONE TO ENSURE COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY.

FORM 990, PART VI, SECTION B, LINE 15: COMPENSATION REVIEW FOR THE  
PRESIDENT/CEO AND OTHER KEY EMPLOYEES: ON AN ANNUAL BASIS AND IN 2012, THE  
BOARD CONDUCTS AN APPRAISAL OF THE PRESIDENT AND CEO AND ESTABLISHES  
COMPENSATION FOR THE PRESIDENT AND ALL KEY EMPLOYEES USING INDEPENDENT  
REVIEW OF COMPARABLE POSITIONS AT SIMILAR ORGANIZATIONS.

FORM 990, PART VI, SECTION C, LINE 19: DISCLOSURE: GOVERNING DOCUMENTS,  
POLICIES, FINANCIAL STATEMENTS AND INFORMATIONAL RETURNS ARE DISTRIBUTED  
UPON REQUEST. FINANCIAL STATEMENTS AND FEDERAL FORM 990 ARE POSTED ON THE  
ORGANIZATION'S WEBSITE. THE ORGANIZATION'S TAX RETURNS ARE ALSO POSTED ON  
OTHERS' WEBSITES.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

RECOVERY OF PRIOR YEAR GRANTS	1,086.
CHG IN VALUE OF SPLIT INT. AGREEMENT & REMAINDER INT. IN REAL ESTATE	123,678.
AGENCY ACTIVITY: GIFTS	-447,353.
AGENCY ACTIVITY: GRANTS	239,304.
AGENCY ACTIVITY: INVESTMENTS	-1,241,850.
AGENCY ACTIVITY: FEES	54,519.
TOTAL TO FORM 990, PART XI, LINE 9	-1,270,616.

FORM 990, PART XII, LINE 2C:

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

Employer identification number  
**04-2572276**

COPY

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **GREATER WORCESTER COMMUNITY FOUNDATION, INC.** Employer identification number **04-2572276**

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
FAIRLAWN FOUNDATION - 04-2983690 370 MAIN STREET WORCESTER, MA 01608	HEALTH GRANTMAKING	MASSACHUSETTS	501(C)(3)	LINE 11D, III-O	N/A		X

**GREATER WORCESTER COMMUNITY FOUNDATION,  
INC.**

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No



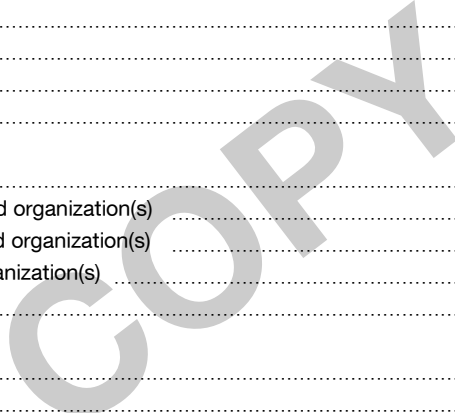
**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties or **(iv)** rent from a controlled entity .....
- b** Gift, grant, or capital contribution to related organization(s) .....
- c** Gift, grant, or capital contribution from related organization(s) .....
- d** Loans or loan guarantees to or for related organization(s) .....
- e** Loans or loan guarantees by related organization(s) .....
  
- f** Dividends from related organization(s) .....
- g** Sale of assets to related organization(s) .....
- h** Purchase of assets from related organization(s) .....
- i** Exchange of assets with related organization(s) .....
- j** Lease of facilities, equipment, or other assets to related organization(s) .....
  
- k** Lease of facilities, equipment, or other assets from related organization(s) .....
- l** Performance of services or membership or fundraising solicitations for related organization(s) .....
- m** Performance of services or membership or fundraising solicitations by related organization(s) .....
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) .....
- o** Sharing of paid employees with related organization(s) .....
  
- p** Reimbursement paid to related organization(s) for expenses .....
- q** Reimbursement paid by related organization(s) for expenses .....
  
- r** Other transfer of cash or property to related organization(s) .....
- s** Other transfer of cash or property from related organization(s) .....

	Yes	No
<b>1a</b>		X
<b>1b</b>		X
<b>1c</b>	X	
<b>1d</b>		X
<b>1e</b>		X
<b>1f</b>		X
<b>1g</b>		X
<b>1h</b>		X
<b>1i</b>		X
<b>1j</b>		X
<b>1k</b>		X
<b>1l</b>		X
<b>1m</b>		X
<b>1n</b>		X
<b>1o</b>		X
<b>1p</b>		X
<b>1q</b>		X
<b>1r</b>		X
<b>1s</b>		X



**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
<b>(1) FAIRLAWN FOUNDATION</b>	C	104,068.	FAIR MARKET VALUE
<b>(2)</b>			
<b>(3)</b>			
<b>(4)</b>			
<b>(5)</b>			
<b>(6)</b>			



