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.

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)
**Part III | Statement of Program Service Accomplishments**

Check if Schedule O contains a response to any question in this Part III: [X]

1. Briefly describe the organization's mission:

   **TO IMPROVE THE QUALITY OF LIFE OF LOW-INCOME AND DISADVANTAGED INDIVIDUALS AND FAMILIES BY ADVOCATING FOR THEIR NEEDS AND RIGHTS; PROVIDING SERVICES; EDUCATING THE COMMUNITY; BUILDING A COMMUNITY OF SUPPORT; PARTICIPATING IN COALITIONS WITH OTHER ADVOCATES AND**

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

   If "Yes," describe these new services on Schedule O.

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

   If "Yes," describe these changes on Schedule O.

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 and section 4947(a)(1) trusts 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.**

<table>
<thead>
<tr>
<th>Code:</th>
<th>Expenses $30,987,328. including grants of $</th>
<th>Revenue $31,867,455.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ENERGY AND FINANCIAL ASSISTANCE</strong> - PROVIDES FUEL, ENERGY AND RENTAL ASSISTANCE TO LOW INCOME PEOPLE IN ORDER TO HELP THEM AFFORD THE RISING COST OF UTILITIES, RENT AND OTHER COSTS OF LIVING.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

   **4b.**

<table>
<thead>
<tr>
<th>Code:</th>
<th>Expenses $7,700,126. including grants of $</th>
<th>Revenue $7,918,831.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>ADVOCACY PROGRAM</strong> - PROVIDE INIDIVIDUALS WITH ACCESS TO RESOURCES THAT ENABLE THEM TO BECOME FINANCIALLY SELF-SUFFICIENT AND ECONOMICALLY INDEPENDENT.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

   **4c.**

<table>
<thead>
<tr>
<th>Code:</th>
<th>Expenses $7,310,726. including grants of $</th>
<th>Revenue $7,518,371.</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>EDUCATION AND CHILD CARE</strong> - ADVOCACY DAYCARE IN A HEALTHY, SAFE AND LOVING ENVIRONMENT WHICH IS CONDUCTIVE TO LEARNING AND GROWTH, TO CHILDREN WHOSE PARENTS NEED FULL-TIME CARE TO PURSUE EMPLOYMENT.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

   **4d.** Other program services (Describe in Schedule O.)

   | Expenses $12,972,058. including grants of $ | Revenue $13,340,501. |

   **4e.** Total program service expenses $58,970,238.
Part IV Checklist of Required Schedules

1. Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
   If "Yes," complete Schedule A

2. Is the organization required to complete Schedule B, Schedule of Contributors?

3. Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4. Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

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? If "Yes," complete Schedule C, Part III

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? If "Yes," complete Schedule D, Part I

7. Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8. Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9. Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10. Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

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? If "Yes," complete Schedule D, Part VI
   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? If "Yes," complete Schedule D, Part VII
   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? If "Yes," complete Schedule D, Part VIII
   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? If "Yes," complete Schedule D, Part IX
   e. Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part 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)? If "Yes," complete Schedule D, Part XI, XII, and XIII

12a. Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII
   b. Was the organization included in consolidated, independent audited financial statements for the tax year?
      If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional

13. Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a. Did the organization maintain an office, employees, or agents outside of the United States?
   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? If "Yes," complete Schedule F, Parts I and IV

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? If "Yes," complete Schedule F, Parts II and IV

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? If "Yes," complete Schedule F, Parts III and IV

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? If "Yes," complete Schedule G, Part I

18. Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19. Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a. Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
   b. If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?
<table>
<thead>
<tr>
<th></th>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>21</td>
<td>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? If &quot;Yes,&quot; complete Schedule I, Parts I and II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>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? If &quot;Yes,&quot; complete Schedule I, Parts I and III</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Did the organization answer &quot;Yes&quot; 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? If &quot;Yes,&quot; complete Schedule J</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>24a</td>
<td>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? If &quot;Yes,&quot; answer lines 24b through 24d and complete Schedule K. If &quot;No&quot;, go to line 25</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>24b</td>
<td>Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24c</td>
<td>Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>24d</td>
<td>Did the organization act as an &quot;on behalf of&quot; issuer for bonds outstanding at any time during the year?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25a</td>
<td>Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If &quot;Yes,&quot; complete Schedule L, Part I</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>25b</td>
<td>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? If &quot;Yes,&quot; complete Schedule L, Part I</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>26</td>
<td>Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization’s tax year? If &quot;Yes,&quot; complete Schedule L, Part II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>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? If &quot;Yes,&quot; complete Schedule L, Part III</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>28</td>
<td>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):</td>
<td></td>
<td></td>
</tr>
<tr>
<td>28a</td>
<td>A current or former officer, director, trustee, or key employee? If &quot;Yes,&quot; complete Schedule L, Part IV</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>28b</td>
<td>A family member of a current or former officer, director, trustee, or key employee? If &quot;Yes,&quot; complete Schedule L, Part IV</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>28c</td>
<td>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? If &quot;Yes,&quot; complete Schedule L, Part IV</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>29</td>
<td>Did the organization receive more than $25,000 in non-cash contributions? If &quot;Yes,&quot; complete Schedule M</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>30</td>
<td>Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If &quot;Yes,&quot; complete Schedule M</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Did the organization liquidate, terminate, or dissolve and cease operations? If &quot;Yes,&quot; complete Schedule N, Part I</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>32</td>
<td>Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If &quot;Yes,&quot; complete Schedule N, Part II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If &quot;Yes,&quot; complete Schedule R, Part I</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>Was the organization related to any tax-exempt or taxable entity? If &quot;Yes,&quot; complete Schedule R, Parts II, III, IV, and V, line 1</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>35a</td>
<td>Did the organization have a controlled entity within the meaning of section 512(b)(13)?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>35b</td>
<td>Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If &quot;Yes,&quot; complete Schedule R, Part V, line 2</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>36</td>
<td>Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If &quot;Yes,&quot; complete Schedule R, Part V, line 2</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>37</td>
<td>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? If &quot;Yes,&quot; complete Schedule R, Part VI</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>38</td>
<td>Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

**Note.** All Form 990 filers are required to complete Schedule O.
### Part V Statements Regarding Other IRS Filings and Tax Compliance

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

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Enter the number reported in Box 3 of Form 1096. Enter “0” if not applicable</td>
<td>1348</td>
<td></td>
</tr>
<tr>
<td>1b Enter the number of Forms W-2G included in line 1a. Enter “0” if not applicable</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>1c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a 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</td>
<td>774</td>
<td></td>
</tr>
<tr>
<td>2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>3a Did the organization have unrelated business gross income of $1,000 or more during the year?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>3b If &quot;Yes,&quot; has it filed a Form 990-T for this year? If &quot;No,&quot; provide an explanation in Schedule O</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4a 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)?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>4b If &quot;Yes,&quot; enter the name of the foreign country:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>5c If &quot;Yes,&quot; to line 5a or 5b, did the organization file Form 8886-?”</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>6a 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?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>6b If &quot;Yes,&quot; did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7 Organizations that may receive deductible contributions under section 170(c).</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a 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?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7b If &quot;Yes,&quot; did the organization notify the donor of the value of the goods or services provided?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7d If &quot;Yes,&quot; indicate the number of Forms 8282 filed during the year</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>9 Sponsoring organizations maintaining donor advised funds.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9a Did the organization make any taxable distributions under section 4966?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>9b Did the organization make a distribution to a donor, donor advisor, or related person?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>10 Section 501(c)(7) organizations. Enter:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Initiation fees and capital contributions included on Part VIII, line 12</td>
<td>10a</td>
<td></td>
</tr>
<tr>
<td>10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities</td>
<td>10b</td>
<td></td>
</tr>
<tr>
<td>11 Section 501(c)(12) organizations. Enter:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11a Gross income from members or shareholders</td>
<td>11a</td>
<td></td>
</tr>
<tr>
<td>11b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)</td>
<td>11b</td>
<td></td>
</tr>
<tr>
<td>12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?</td>
<td>12a</td>
<td></td>
</tr>
<tr>
<td>12b If &quot;Yes,&quot; enter the amount of tax-exempt interest received or accrued during the year</td>
<td>12b</td>
<td></td>
</tr>
<tr>
<td>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13a Is the organization licensed to issue qualified health plans in more than one state?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>13b 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</td>
<td>13b</td>
<td></td>
</tr>
<tr>
<td>13c Enter the amount of reserves on hand</td>
<td>13c</td>
<td></td>
</tr>
<tr>
<td>14a Did the organization receive any payments for indoor tanning services during the tax year?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>14b If &quot;Yes,&quot; has it filed a Form 720 to report these payments? If &quot;No,&quot; provide an explanation in Schedule O</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>
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

1a 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.
   1a 23

1b Enter the number of voting members included in line 1a, above, who are independent
   1b 22

2 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?
   2 X

3 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?
   3 X

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?
   4 X

5 Did the organization become aware during the year of a significant diversion of the organization’s assets?
   5 X

6 Did the organization have members or stockholders?
   6 X

7a 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?
   7a X

7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?
   7b X

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:
   a The governing body?
   8a X

   b Each committee with authority to act on behalf of the governing body?
   8b X

9 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.
   9 X

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

10a Did the organization have local chapters, branches, or affiliates?
   10a X

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?
   11a X

12a Did the organization have a written conflict of interest policy? If "No," go to line 13
   12a X

   b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?
   12b X

   c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done
   12c X

13 Did the organization have a written whistleblower policy?
   13 X

14 Did the organization have a written document retention and destruction policy?
   14 X

15 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?
   a The organization’s CEO, Executive Director, or top management official
   15a X

   b Other officers or key employees of the organization
   15b X

   If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?
   16a X

   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?
   16b X

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
   X Upon request

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:
   JOHN R. ARSENEAULT, CFO – (508) 620-2648
   300 HOWARD STREET, FRAMINGHAM, MA 01702
### 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.

<table>
<thead>
<tr>
<th>(A) Name and Title</th>
<th>(B) Average hours per week</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)</td>
</tr>
<tr>
<td></td>
<td>Individual trustee director</td>
</tr>
<tr>
<td></td>
<td>(D) Reportable compensation from the organization (W-2/1099-MISC)</td>
</tr>
<tr>
<td></td>
<td>(E) Reportable compensation from related organizations (W-2/1099-MISC)</td>
</tr>
<tr>
<td></td>
<td>(F) Estimated amount of other compensation from the organization and related organizations</td>
</tr>
</tbody>
</table>

1. **BRUCE HULME**
   - Position: PRESIDENT/DIR/PUBLIC REP
   - Average hours per week: 3.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

2. **ISABEL HARRISON**
   - Position: DIRECTOR/PUBLIC REP
   - Average hours per week: 1.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

3. **PAUL PRIOR**
   - Position: TREASURER/DIR/PUBLIC REP
   - Average hours per week: 3.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

4. **DOROTHY KENNEDY**
   - Position: DIRECTOR/PUBLIC REP
   - Average hours per week: 1.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

5. **PAMULA ZICKO**
   - Position: DIRECTOR/PRIVATE REP
   - Average hours per week: 1.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

6. **LAWRENCE SCULT**
   - Position: DIRECTOR/PUBLIC REP
   - Average hours per week: 1.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

7. **JEFFREY FISHER**
   - Position: VP/DIRECTOR/PRIVATE REP
   - Average hours per week: 3.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

8. **ROBERT KAYS**
   - Position: DIRECTOR/PUBLIC REP
   - Average hours per week: 1.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

9. **LARRY KAPLAN, M.D.**
   - Position: DIRECTOR/PRIVATE REP
   - Average hours per week: 1.00
   - Reportable compensation from the organization: 0.
   - Reportable compensation from related organizations: 0.
   - Estimated amount of other compensation: 0.

10. **BRIAN CHANDLEY**
    - Position: DIRECTOR/PRIVATE REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

11. **YVONNE B. BROWN**
    - Position: DIRECTOR/CITIZEN REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

12. **PATRICIA GREELEY**
    - Position: DIRECTOR/CITIZEN REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

13. **RON ORDWAY**
    - Position: DIRECTOR/CITIZEN REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

14. **JOSE LEMOS, PH.D.**
    - Position: DIRECTOR/CITIZEN REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

15. **CARL MCCARTHY**
    - Position: DIRECTOR/PRIVATE REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

16. **KENNETH CANDITO**
    - Position: DIRECTOR/PRIVATE REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.

17. **JIM SHAY**
    - Position: TREASURER/DIR/PUBLIC REP
    - Average hours per week: 1.00
    - Reportable compensation from the organization: 0.
    - Reportable compensation from related organizations: 0.
    - Estimated amount of other compensation: 0.
### Part VII. 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.

<table>
<thead>
<tr>
<th>Name and business address</th>
<th>Description of services</th>
<th>Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>LANDMARK STRUCTURES CORP.</strong> 282 MONTVALE AVE., WOBURN, MA 01801</td>
<td>CONSTRUCTION</td>
<td>1,276,741.</td>
</tr>
<tr>
<td><strong>RETROTEC INSULATION</strong> P.O. BOX 268, SLATERSVILLE, RI 02876</td>
<td>WEATHERIZATION</td>
<td>516,344.</td>
</tr>
<tr>
<td><strong>BOWDITCH &amp; DEWEY, 175 CROSSING BLVD., SUITE 500, FRAMINGHAM, MA 01702</strong></td>
<td>REPAIRS</td>
<td>448,787.</td>
</tr>
<tr>
<td><strong>ADVANCED WINDOWS</strong> 507 CRESCENT STREET, BROCKTON, MA 02402</td>
<td>WEATHERIZATION</td>
<td>348,120.</td>
</tr>
<tr>
<td><strong>MICHAEL MCMAHON</strong> 19 FIELDSTONE WAY, PLYMOUTH, MA 02360</td>
<td>CONSTRUCTION</td>
<td>300,120.</td>
</tr>
</tbody>
</table>

**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: 12
<table>
<thead>
<tr>
<th>Name and title</th>
<th>Average hours per week</th>
<th>Position (check all that apply)</th>
<th>Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(27) JOAN RASTANI</td>
<td>1.00 X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR/PUBLIC REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(28) STEVE PENNA</td>
<td>1.00 X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR/PRIVATE REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(29) HEATHER HOLT</td>
<td>1.00 X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>DIRECTOR/CITIZEN REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(30) JAMES D. HANRAHAN</td>
<td>3.00 X</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CLERK/DIR/PRIVATE REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(31) JAMES T. CUDDY</td>
<td>35.00 X</td>
<td></td>
<td>254,225.</td>
<td>37,268.</td>
<td></td>
</tr>
<tr>
<td>EXECUTIVE DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(32) JOHN R. ARSENEAULT</td>
<td>35.00 X</td>
<td></td>
<td>111,201.</td>
<td>32,231.</td>
<td></td>
</tr>
<tr>
<td>CPO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(33) CHARLES GAGNON</td>
<td>35.00 X</td>
<td></td>
<td>150,097.</td>
<td>33,308.</td>
<td></td>
</tr>
<tr>
<td>COO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(34) JEFFREY S. HANDLER</td>
<td>35.00 X</td>
<td></td>
<td>106,106.</td>
<td>35,468.</td>
<td></td>
</tr>
<tr>
<td>DIVISION DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(35) JEFFREY M. PALACIOS</td>
<td>35.00 X</td>
<td></td>
<td>109,183.</td>
<td>11,399.</td>
<td></td>
</tr>
<tr>
<td>MEDICAL DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(36) RENE L. KAHLAU</td>
<td>35.00 X</td>
<td></td>
<td>101,966.</td>
<td>23,218.</td>
<td></td>
</tr>
<tr>
<td>CHIEF OF STAFF</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total to Part VII, Section A, line 1c: 832,778. 172,892.
### Part VIII Statement of Revenue

<table>
<thead>
<tr>
<th>(A) Total revenue</th>
<th>(B) Related or exempt function revenue</th>
<th>(C) Unrelated business revenue</th>
<th>(D) Revenue excluded from tax under sections 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Contributions, Gifts, Grants and Other Similar Amounts</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Federated campaigns</td>
<td>1a</td>
<td>183,974</td>
<td></td>
</tr>
<tr>
<td>b. Membership dues</td>
<td>1b</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Fundraising events</td>
<td>1c</td>
<td>84,748</td>
<td></td>
</tr>
<tr>
<td>d. Related organizations</td>
<td>1d</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e. Government grants (contributions)</td>
<td>1e</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f. All other contributions, gifts, grants, and similar amounts not included above</td>
<td>1f</td>
<td>127,540</td>
<td></td>
</tr>
<tr>
<td>g. Total. Add lines 1a-1f</td>
<td></td>
<td></td>
<td>396,262</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Program Service Revenue</strong></th>
<th>Business Code</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>2.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. GOV. FEES AND CONTRACT</td>
<td>900099</td>
<td></td>
<td>56,391,296</td>
</tr>
<tr>
<td>b. THIRD PARTY BILLINGS</td>
<td>900099</td>
<td></td>
<td>3326057</td>
</tr>
<tr>
<td>c. TUITION INCOME</td>
<td>611600</td>
<td></td>
<td>371,479</td>
</tr>
<tr>
<td>d. CLIENT FEES REVENUE</td>
<td>900099</td>
<td></td>
<td>278,501</td>
</tr>
<tr>
<td>e. RENTAL INCOME</td>
<td>532000</td>
<td></td>
<td>33,379</td>
</tr>
<tr>
<td>f. All other program service revenue</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g. Total. Add lines 2a-2f</td>
<td></td>
<td></td>
<td>60,400,712</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Other Revenue</strong></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>3.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Investment income (including dividends, interest, and other similar amounts)</td>
<td></td>
<td></td>
<td>1,327</td>
</tr>
<tr>
<td>4.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Income from investment of tax-exempt bond proceeds</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Royalties</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Real</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(ii) Personal</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Gross rents</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Less: rental expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Rental income or (loss)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d. Net rental income or (loss)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Securities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(ii) Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Gross amount from sales of assets other than inventory</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Less: cost or other basis and sales expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Gain or (loss)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d. Net gain or (loss)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Securities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(ii) Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Gross income from fundraising events (not including $ 84,748 of contributions reported on line 1c). See Part IV, line 18</td>
<td></td>
<td></td>
<td>18,787</td>
</tr>
<tr>
<td>b. Less: direct expenses</td>
<td></td>
<td></td>
<td>18,787</td>
</tr>
<tr>
<td>c. Net income or (loss) from fundraising events</td>
<td></td>
<td></td>
<td>0</td>
</tr>
<tr>
<td>9.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Securities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(ii) Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Gross income from gaming activities. See Part IV, line 19</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Less: direct expenses</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Net income or (loss) from gaming activities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(i) Securities</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(ii) Other</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. Gross sales of inventory, less returns and allowances</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b. Less: cost of goods sold</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c. Net income or (loss) from sales of inventory</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th><strong>Miscellaneous Revenue</strong></th>
<th>Business Code</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>11.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a. RWA/SES REVENUE</td>
<td>900099</td>
<td></td>
<td>1191374</td>
</tr>
<tr>
<td>b. ADMIN SERVICE REVENUE</td>
<td>900099</td>
<td></td>
<td>245,553</td>
</tr>
<tr>
<td>c. MANAGE/Maintain Fee</td>
<td>900099</td>
<td></td>
<td>121,981</td>
</tr>
<tr>
<td>d. All other revenue</td>
<td>900099</td>
<td></td>
<td>102,048</td>
</tr>
<tr>
<td>e. Total. Add lines 11a-11d</td>
<td></td>
<td></td>
<td>1660956</td>
</tr>
<tr>
<td>12.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total revenue. See instructions.</td>
<td></td>
<td></td>
<td>62,459,257</td>
</tr>
</tbody>
</table>
**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) but are not required to complete columns (B), (C), and (D).

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

<table>
<thead>
<tr>
<th></th>
<th>(A) Total expenses</th>
<th>(B) Program service expenses</th>
<th>(C) Management and general expenses</th>
<th>(D) Fundraising expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Grants and other assistance to governments and organizations in the United States. See Part IV, line 21</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Grants and other assistance to individuals in the United States. See Part IV, line 22</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Benefits paid to or for members</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Compensation of current officers, directors, trustees, and key employees</td>
<td>618,330.</td>
<td>618,330.</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Other salaries and wages</td>
<td>14,573,572.</td>
<td>13,686,256.</td>
<td>887,316.</td>
</tr>
<tr>
<td>8</td>
<td>Pension plan accruals and contributions (Include section 401(k) and section 403(b) employer contributions)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Other employee benefits</td>
<td>3,549,222.</td>
<td>3,087,705.</td>
<td>461,517.</td>
</tr>
<tr>
<td>10</td>
<td>Payroll taxes</td>
<td>1,072,997.</td>
<td>907,194.</td>
<td>165,803.</td>
</tr>
<tr>
<td>11</td>
<td>Fees for services (non-employees):</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Management</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Legal</td>
<td>193,988.</td>
<td>193,988.</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Accounting</td>
<td>65,594.</td>
<td>65,594.</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Lobbying</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Professional fundraising services. See Part IV, line 17</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Investment management fees</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Other</td>
<td>2,255,929.</td>
<td>1,807,984.</td>
<td>447,945.</td>
</tr>
<tr>
<td>12</td>
<td>Advertising and promotion</td>
<td>34,471.</td>
<td>29,842.</td>
<td>4,629.</td>
</tr>
<tr>
<td>13</td>
<td>Office expenses</td>
<td>182,767.</td>
<td>167,821.</td>
<td>14,946.</td>
</tr>
<tr>
<td>14</td>
<td>Information technology</td>
<td>77,543.</td>
<td>67,534.</td>
<td>10,009.</td>
</tr>
<tr>
<td>15</td>
<td>Royalties</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td>Occupancy</td>
<td>4,178,842.</td>
<td>4,051,253.</td>
<td>127,589.</td>
</tr>
<tr>
<td>17</td>
<td>Travel</td>
<td>478,584.</td>
<td>441,443.</td>
<td>37,141.</td>
</tr>
<tr>
<td>18</td>
<td>Payments of travel or entertainment expenses for any federal, state, or local public officials</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Conferences, conventions, and meetings</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Interest</td>
<td>38,963.</td>
<td>38,963.</td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Payments to affiliates</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Depreciation, depletion, and amortization</td>
<td>92,524.</td>
<td>11,681.</td>
<td>80,843.</td>
</tr>
<tr>
<td>23</td>
<td>Insurance</td>
<td>200,560.</td>
<td>192,278.</td>
<td>8,282.</td>
</tr>
<tr>
<td>24</td>
<td>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.)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>CLIENT ASSISTANCE</td>
<td>25,396,292.</td>
<td>25,396,292.</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>SUPPLIES</td>
<td>8,566,463.</td>
<td>8,465,166.</td>
<td>101,297.</td>
</tr>
<tr>
<td>c</td>
<td>DIETARY</td>
<td>347,624.</td>
<td>340,369.</td>
<td>7,255.</td>
</tr>
<tr>
<td>d</td>
<td>TRAINING</td>
<td>213,829.</td>
<td>208,251.</td>
<td>5,578.</td>
</tr>
<tr>
<td>e</td>
<td>All other expenses</td>
<td>207,560.</td>
<td>109,169.</td>
<td>97,783.</td>
</tr>
<tr>
<td>25</td>
<td>Total functional expenses. Add lines 1 through 24e</td>
<td>62,345,654.</td>
<td>58,970,238.</td>
<td>3,374,808.</td>
</tr>
</tbody>
</table>

26 Joint costs. 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)
<table>
<thead>
<tr>
<th>Assets</th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Cash - non-interest-bearing</td>
<td>855,134.</td>
<td>3,032,074.</td>
</tr>
<tr>
<td>2 Savings and temporary cash investments</td>
<td>260,345.</td>
<td>296,064.</td>
</tr>
<tr>
<td>3 Pledges and grants receivable, net</td>
<td>3</td>
<td></td>
</tr>
<tr>
<td>4 Accounts receivable, net</td>
<td>2,850,296.</td>
<td>3,033,900.</td>
</tr>
<tr>
<td>5 Receivables from current and former officers, directors, trustees,</td>
<td></td>
<td></td>
</tr>
<tr>
<td>key employees, and highest compensated employees. Complete Part II</td>
<td></td>
<td></td>
</tr>
<tr>
<td>of Schedule L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Receivables from other disqualified persons (as defined under section</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4958(f)(1)), persons described in section 4958(c)(3)(B), and</td>
<td></td>
<td></td>
</tr>
<tr>
<td>contributing employers and sponsoring organizations of section 501(c)(9)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>voluntary employees' beneficiary organizations (see instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Notes and loans receivable, net</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>8 Inventories for sale or use</td>
<td>8</td>
<td></td>
</tr>
<tr>
<td>9 Prepaid expenses and deferred charges</td>
<td>447,941.</td>
<td>429,475.</td>
</tr>
<tr>
<td>10a Land, buildings, and equipment: cost or other basis. Complete Part</td>
<td>1,936,868.</td>
<td></td>
</tr>
<tr>
<td>10b Less: accumulated depreciation</td>
<td>1,499,033.</td>
<td>174,049.</td>
</tr>
<tr>
<td>11 Investments - publicly traded securities</td>
<td>11</td>
<td></td>
</tr>
<tr>
<td>12 Investments - other securities. See Part IV, line 11</td>
<td>12</td>
<td></td>
</tr>
<tr>
<td>13 Investments - program-related. See Part IV, line 11</td>
<td>13</td>
<td></td>
</tr>
<tr>
<td>14 Intangible assets</td>
<td>14</td>
<td></td>
</tr>
<tr>
<td>15 Other assets. See Part IV, line 11</td>
<td>6,266,909.</td>
<td>6,642,473.</td>
</tr>
<tr>
<td>16 Total assets. Add lines 1 through 15 (must equal line 34)</td>
<td>10,854,674.</td>
<td>13,871,821.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Liabilities</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>17 Accounts payable and accrued expenses</td>
<td>3,129,986.</td>
<td>2,191,663.</td>
</tr>
<tr>
<td>18 Grants payable</td>
<td>18</td>
<td></td>
</tr>
<tr>
<td>19 Deferred revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Tax-exempt bond liabilities</td>
<td>20</td>
<td></td>
</tr>
<tr>
<td>21 Escrow or custodial account liability. Complete Part IV of Schedule</td>
<td>21</td>
<td></td>
</tr>
<tr>
<td>22 Payables to current and former officers, directors, trustees, key</td>
<td></td>
<td></td>
</tr>
<tr>
<td>employees, and highest compensated employees, and disqualified persons.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Complete Part II of Schedule L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23 Secured mortgages and notes payable to unrelated third parties</td>
<td>35,000.</td>
<td>25,000.</td>
</tr>
<tr>
<td>24 Unsecured notes and loans payable to unrelated third parties</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25 Other liabilities (including federal income tax, payables to related</td>
<td>1,462,125.</td>
<td>4,327,200.</td>
</tr>
<tr>
<td>third parties, and other liabilities not included on lines 17-24).</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Complete Part X of Schedule D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>26 Total liabilities. Add lines 17 through 25</td>
<td>6,648,245.</td>
<td>9,007,348.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Net Assets or Fund Balances</th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Organizations that follow SFAS 117, check here ▶ X and complete lines</td>
<td></td>
<td></td>
</tr>
<tr>
<td>27 Unrestricted net assets</td>
<td>4,206,429.</td>
<td>4,864,473.</td>
</tr>
<tr>
<td>28 Temporarily restricted net assets</td>
<td>28</td>
<td></td>
</tr>
<tr>
<td>29 Permanently restricted net assets</td>
<td>29</td>
<td></td>
</tr>
<tr>
<td>Organizations that do not follow SFAS 117, check here ▶ □ and complete</td>
<td></td>
<td></td>
</tr>
<tr>
<td>lines 30 through 34.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30 Capital stock or trust principal, or current funds</td>
<td>30</td>
<td></td>
</tr>
<tr>
<td>31 Paid-in or capital surplus, or land, building, or equipment fund</td>
<td>31</td>
<td></td>
</tr>
<tr>
<td>32 Retained earnings, endowment, accumulated income, or other funds</td>
<td>32</td>
<td></td>
</tr>
<tr>
<td>33 Total net assets or fund balances</td>
<td>4,206,429.</td>
<td>4,864,473.</td>
</tr>
<tr>
<td>34 Total liabilities and net assets/fund balances</td>
<td>10,854,674.</td>
<td>13,871,821.</td>
</tr>
</tbody>
</table>
### Part XI Reconciliation of Net Assets

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (must equal Part VIII, column (A), line 12)</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (must equal Part IX, column (A), line 25)</td>
</tr>
<tr>
<td>3</td>
<td>Revenue less expenses. Subtract line 2 from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))</td>
</tr>
<tr>
<td>5</td>
<td>Other changes in net assets or fund balances (explain in Schedule O)</td>
</tr>
<tr>
<td>6</td>
<td>Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))</td>
</tr>
</tbody>
</table>

### Part XII Financial Statements and Reporting

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

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Accounting method used to prepare the Form 990:</td>
</tr>
<tr>
<td></td>
<td>□ Cash  [X] Accrual  [ ] Other</td>
</tr>
<tr>
<td>2a</td>
<td>Were the organization’s financial statements compiled or reviewed by an independent accountant? [X]</td>
</tr>
<tr>
<td>2b</td>
<td>Were the organization’s financial statements audited by an independent accountant? [X]</td>
</tr>
<tr>
<td>2c</td>
<td>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? [X]</td>
</tr>
<tr>
<td>3a</td>
<td>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]</td>
</tr>
<tr>
<td>3b</td>
<td>If &quot;Yes,&quot; 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. [X]</td>
</tr>
</tbody>
</table>
**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.*

<table>
<thead>
<tr>
<th>Name of the organization</th>
<th>Employer identification number</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC</td>
<td>04-2389659</td>
</tr>
</tbody>
</table>

**Part I  Reason for Public Charity Status**

(All organizations must complete this part.) See instructions.

<table>
<thead>
<tr>
<th>The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).</td>
</tr>
<tr>
<td>2</td>
<td>A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)</td>
</tr>
<tr>
<td>3</td>
<td>A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).</td>
</tr>
<tr>
<td>4</td>
<td>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:</td>
</tr>
<tr>
<td>5</td>
<td>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.)</td>
</tr>
<tr>
<td>6</td>
<td>A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).</td>
</tr>
<tr>
<td>7</td>
<td>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.)</td>
</tr>
<tr>
<td>8</td>
<td>A community trust described in section 170(b)(1)(A)(vii). (Complete Part II.)</td>
</tr>
<tr>
<td>9</td>
<td>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.)</td>
</tr>
<tr>
<td>10</td>
<td>An organization organized and operated exclusively to test for public safety. See section 509(a)(4).</td>
</tr>
<tr>
<td>11</td>
<td>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.</td>
</tr>
<tr>
<td>a</td>
<td>Type I</td>
</tr>
<tr>
<td>b</td>
<td>Type II</td>
</tr>
<tr>
<td>c</td>
<td>Type III - Functionally integrated</td>
</tr>
<tr>
<td>d</td>
<td>Type III - Other</td>
</tr>
<tr>
<td>e</td>
<td>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).</td>
</tr>
<tr>
<td>f</td>
<td>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</td>
</tr>
<tr>
<td>g</td>
<td>Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?</td>
</tr>
<tr>
<td>i</td>
<td>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?</td>
</tr>
<tr>
<td>ii</td>
<td>A family member of a person described in (i) above?</td>
</tr>
<tr>
<td>iii</td>
<td>A 35% controlled entity of a person described in (i) or (ii) above?</td>
</tr>
</tbody>
</table>

**Provide the following information about the supported organization(s).**

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

**Total**

**LHA**

*For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.*

SCHEDULE A (Form 990 or 990-EZ) 2011

132021
01-24-12

15
### Section A. Public Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and</td>
<td>2,346,360</td>
<td>333,051</td>
<td>381,097</td>
<td>406,112</td>
<td>415,049</td>
<td>3,881,669</td>
</tr>
<tr>
<td>membership fees received. (Do not</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>include any 'unusual grants.') ............</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Tax revenues levied for the</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>organization's benefit and either paid to</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>or expended on its behalf ...</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 The value of services or facilities</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>furnished by a governmental unit to</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>the organization without charge ...</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Total. Add lines 1 through 3 ...</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The portion of total contributions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>by each person (other than a</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>governmental unit or publicly</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>supported organization) included</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>on line 1 that exceeds 2% of the amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>shown on line 11, column (f) ...</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Public support. Subtract line 5 from</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>line 4 ...</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7 Amounts from line 4...</td>
<td>2,346,360</td>
<td>333,051</td>
<td>381,097</td>
<td>406,112</td>
<td>415,049</td>
<td>3,881,669</td>
</tr>
<tr>
<td>8 Gross income from interest,</td>
<td>44,753</td>
<td>10,035</td>
<td>623</td>
<td>1,741</td>
<td>1,327</td>
<td>58,479</td>
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<tr>
<td>dividends, payments received on</td>
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<td>securities loans, rents, royalties and</td>
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<td>income from similar sources ...</td>
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<tr>
<td>9 Net income from unrelated business</td>
<td>850</td>
<td>183,290</td>
<td>237,683</td>
<td>389,531</td>
<td>266,388</td>
<td>1,077,742</td>
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<td>activities, whether or not the business</td>
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<td>is regularly carried on ...</td>
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<tr>
<td>10 Other income. Do not include gain or</td>
<td>5,017,890</td>
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<td>loss from the sale of capital</td>
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<td>assets (Explain in Part IV.)</td>
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<td>11 Total support. Add lines 7 through 10</td>
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<td>12 Gross receipts from related activities,</td>
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<td>etc. (see instructions) ...</td>
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<td>13 First five years. If the Form 990 is</td>
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<td>for the organization's first, second,</td>
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<td>section 501(c)(3) organization, check this</td>
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<td>box and stop here</td>
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</table>

### Section C. Computation of Public Support Percentage

| 14 Public support percentage for 2011      | 14       | 77.36 % |
| (line 6, column (f) divided by line 11,    |          |          |
| column (f)) ...                            |          |          |
| 15 Public support percentage from 2010     | 15       | 85.91 % |
| Schedule A, Part II, line 14               |          |          |

16a 33 1/3% support test - 2011. If the    |          |          |
organization did not check the box on line  |          |          |
13, and line 14 is 33 1/3% or more, check    |          |          |
this box and stop here. The organization     |          |          |
qualifies as a publicly supported organization |          |          |

16b 33 1/3% support test - 2010. 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 stop here. The           |          |          |
organization qualifies as a publicly        |          |          |
supported organization ...                  |          |          |

17a 10% facts-and-circumstances test - 2011.|          |          |
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 stop here. Explain in Part IV how   |          |          |
the organization meets the "facts-and-      |          |          |
circumstances" test. The organization       |          |          |
qualifies as a publicly supported organization |          |          |

17b 10% facts-and-circumstances test - 2010.|          |          |
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 stop here. Explain in     |          |          |
Part IV how the organization meets the      |          |          |
"facts-and-circumstances" test. The         |          |          |
organization qualifies as a publicly        |          |          |
supported organization ...                  |          |          |

18 Private foundation. If the organization  |          |          |
did not check a box on line 13, 16a, 16b,   |          |          |
17a, or 17b, check this box and see         |          |          |
instructions ...                            |          |          |

Schedule A (Form 990 or 990-EZ) 2011
### 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

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received.</td>
<td></td>
<td></td>
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<tr>
<td>2 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</td>
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<td></td>
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<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513</td>
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<tr>
<td>4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf</td>
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<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
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<tr>
<td>6 Total. Add lines 1 through 5</td>
<td></td>
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</tr>
<tr>
<td>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>7b 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</td>
<td></td>
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<tr>
<td>7c Add lines 7a and 7b</td>
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<tr>
<td>8 Public support</td>
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</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6</td>
<td></td>
<td></td>
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<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
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<tr>
<td>10c Add lines 10a and 10b</td>
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<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</td>
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<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)</td>
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<tr>
<td>13 Total support (Add lines 9, 10c, 11, and 12)</td>
<td></td>
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</tr>
<tr>
<td>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</td>
<td></td>
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</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>15 Public support percentage for 2011</td>
<td></td>
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</tr>
<tr>
<td>16 Public support percentage from 2010 Schedule A, Part III, line 15</td>
<td></td>
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</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>17 Investment income percentage for 2011</td>
<td></td>
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</tr>
<tr>
<td>18 Investment income percentage from 2010 Schedule A, Part III, line 17</td>
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</tr>
<tr>
<td>19a 33 1/3% support tests - 2011. 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</td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td>19b 33 1/3% support tests - 2010. 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</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Schedule B (Form 990, 990-EZ, or 990-PF)  
Schedule of Contributors  
Attach to Form 990, Form 990-EZ, or Form 990-PF.

Name of the organization: SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC  
Employer identification number: 04-2389659

Organization type (check one):

- Form 990 or 990-EZ: 
  - 501(c)(3) (enter number) organization  
  - 4947(a)(1) nonexempt charitable trust not treated as a private foundation  
  - 527 political organization

- Form 990-PF:  
  - 501(c)(3) exempt private foundation  
  - 4947(a)(1) nonexempt charitable trust treated as a private foundation  
  - 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

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

Special Rules  
- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) $5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

#### (a) No.  (b) Name, address, and ZIP + 4  (c) Total contributions  (d) Type of contribution

1. **JAMES P. SHAY**  
   9A WYNDENMERE DRIVE  
   SOUTHBORO, MA 01772  
   **$ 25,000.**  
   Person [X]  
   Payroll [ ]  
   Noncash [ ]  
   (Complete Part II if there is a noncash contribution.)

2. **EVENING OF GIVING**  
   354 HOSMER STREET  
   MARLBORO, MA 01752  
   **$ 23,000.**  
   Person [X]  
   Payroll [ ]  
   Noncash [ ]  
   (Complete Part II if there is a noncash contribution.)

---

Complete Part II if there is a noncash contribution. 

---

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)
<table>
<thead>
<tr>
<th>No. from Part I</th>
<th>Description of noncash property given</th>
<th>FMV (or estimate) (see instructions)</th>
<th>Date received</th>
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<tbody>
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<td>(a) No. from Part I</td>
<td>(b) Purpose of gift</td>
<td>(c) Use of gift</td>
<td>(d) Description of how gift is held</td>
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<td>(a) No. from Part I</td>
<td>(b) Purpose of gift</td>
<td>(c) Use of gift</td>
<td>(d) Description of how gift is held</td>
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<td>(a) No. from Part I</td>
<td>(b) Purpose of gift</td>
<td>(c) Use of gift</td>
<td>(d) Description of how gift is held</td>
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<td>(a) No. from Part I</td>
<td>(b) Purpose of gift</td>
<td>(c) Use of gift</td>
<td>(d) Description of how gift is held</td>
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</table>
If the organization answered “Yes” to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered “Yes” to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered “Yes” to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then
- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

The form is completed by the organization providing details of their activities during 2011. The section focuses on political campaign and lobbying activities, and section 527 organizations.

### Part I-A
Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1. Provide a description of the organization’s direct and indirect political campaign activities in Part IV.

### Part I-B
Complete if the organization is exempt under section 501(c)(3).

1. Enter the amount of any excise tax incurred by the organization under section 4955.
2. Enter the amount of any excise tax incurred by organization managers under section 4955.
3. If the organization incurred a section 4955 tax, did it file Form 4720 for this year?
4a. Was a correction made?

### Part I-C
Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1. Enter the amount directly expended by the filing organization for section 527 exempt function activities.
2. Enter the amount of the filing organization’s funds contributed to other organizations for section 527 exempt function activities.
3. Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b.
4. Did the filing organization file Form 1120-POL for this year?
5. Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization’s funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

<table>
<thead>
<tr>
<th>(a) Name</th>
<th>(b) Address</th>
<th>(c) EIN</th>
<th>(d) Amount paid from filing organization’s funds. If none, enter -0-.</th>
<th>(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.</th>
</tr>
</thead>
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<td></td>
<td></td>
<td></td>
</tr>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
Part II-A
Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check □ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member’s name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check □ if the filing organization checked box A and “limited control” provisions apply.

Limits on Lobbying Expenditures
(The term "expenditures" means amounts paid or incurred.)

<table>
<thead>
<tr>
<th>Limits on Lobbying Expenditures</th>
<th>(a) Filing organization's totals</th>
<th>(b) Affiliated group totals</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Total lobbying expenditures</td>
<td></td>
<td></td>
</tr>
<tr>
<td>to influence public opinion</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(grass roots lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Total lobbying expenditures</td>
<td></td>
<td></td>
</tr>
<tr>
<td>to influence a legislative</td>
<td></td>
<td></td>
</tr>
<tr>
<td>body (direct lobbying)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total lobbying expenditures</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(add lines 1a and 1b)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Other exempt purpose</td>
<td></td>
<td></td>
</tr>
<tr>
<td>expenditures</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Total exempt purpose</td>
<td></td>
<td></td>
</tr>
<tr>
<td>expenditures (add lines 1c and 1d)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Lobbying nontaxable amount.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Enter the amount from the</td>
<td></td>
<td></td>
</tr>
<tr>
<td>following table in both</td>
<td></td>
<td></td>
</tr>
<tr>
<td>columns.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>If the amount on line 1e, column (a) or (b) is:</th>
<th>The lobbying nontaxable amount is:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Not over $500,000</td>
<td>20% of the amount on line 1e.</td>
</tr>
<tr>
<td>Over $500,000 but not over $1,000,000</td>
<td>$100,000 plus 15% of the excess over $500,000.</td>
</tr>
<tr>
<td>Over $1,000,000 but not over $1,500,000</td>
<td>$175,000 plus 10% of the excess over $1,000,000.</td>
</tr>
<tr>
<td>Over $1,500,000 but not over $17,000,000</td>
<td>$225,000 plus 5% of the excess over $1,500,000.</td>
</tr>
<tr>
<td>Over $17,000,000</td>
<td>$1,000,000.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Grassroots nontaxable amount (enter 25% of line 1f)</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Subtract line 1g from line 1a. If zero or less,</td>
<td>Subtract line 1f from line 1c. If</td>
</tr>
<tr>
<td>enter -0-.</td>
<td>zero or less, enter -0-.</td>
</tr>
</tbody>
</table>

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? □ Yes □ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>2a Lobbying nontaxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Lobbying ceiling amount (150% of line 2a,</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>column(e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Total lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Grassroots nontaxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Grassroots ceiling amount (150% of line 2d,</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>column (e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Grassroots lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Schedule C (Form 990 or 990-EZ) 2011
### Part II-B
Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Volunteers?</td>
<td>X</td>
</tr>
<tr>
<td>b</td>
<td>Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?</td>
<td>X</td>
</tr>
<tr>
<td>c</td>
<td>Media advertisements?</td>
<td>X</td>
</tr>
<tr>
<td>d</td>
<td>Mailings to members, legislators, or the public?</td>
<td>X</td>
</tr>
<tr>
<td>e</td>
<td>Publications, or published or broadcast statements?</td>
<td>X</td>
</tr>
<tr>
<td>f</td>
<td>Grants to other organizations for lobbying purposes?</td>
<td>X</td>
</tr>
<tr>
<td>g</td>
<td>Direct contact with legislators, their staffs, government officials, or a legislative body?</td>
<td>X</td>
</tr>
<tr>
<td>h</td>
<td>Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?</td>
<td>X 36,000.</td>
</tr>
<tr>
<td>i</td>
<td>Other activities?</td>
<td>X</td>
</tr>
<tr>
<td>j</td>
<td>Total. Add lines 1c through 1i</td>
<td>36,000.</td>
</tr>
</tbody>
</table>

#### Part III-A
Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Were substantially all (90% or more) dues received nondeductible by members?</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Did the organization make only in-house lobbying expenditures of $2,000 or less?</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Did the organization agree to carry over lobbying and political expenditures from the prior year?</td>
<td>3</td>
</tr>
</tbody>
</table>

#### Part III-B
Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Dues, assessments and similar amounts from members</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Current year</td>
<td>2a</td>
</tr>
<tr>
<td>b</td>
<td>Carryover from last year</td>
<td>2b</td>
</tr>
<tr>
<td>c</td>
<td>Total</td>
<td>2c</td>
</tr>
<tr>
<td>3</td>
<td>Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Taxable amount of lobbying and political expenditures (see instructions)</td>
<td>5</td>
</tr>
</tbody>
</table>

### Part IV
Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

**PART II-B, LINE 1, LOBBYING ACTIVITIES:**

**LOBBYIST EXPENSE PAID TO PHILIP JOHNSTON ASSOC. AND MASSACHUSETTS TECHNOLOGY GROUP, LTD.**
<table>
<thead>
<tr>
<th>Part I</th>
<th>Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered “Yes” to Form 990, Part IV, line 6.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total number at end of year</td>
</tr>
<tr>
<td>2</td>
<td>Aggregate contributions to (during year)</td>
</tr>
<tr>
<td>3</td>
<td>Aggregate grants from (during year)</td>
</tr>
<tr>
<td>4</td>
<td>Aggregate value at end of year</td>
</tr>
<tr>
<td>5</td>
<td>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?</td>
</tr>
<tr>
<td>6</td>
<td>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?</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Part II</th>
<th>Conservation Easements. Complete if the organization answered “Yes” to Form 990, Part IV, line 7.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Purpose(s) of conservation easements held by the organization (check all that apply).</td>
</tr>
<tr>
<td>2</td>
<td>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.</td>
</tr>
<tr>
<td>a</td>
<td>Total number of conservation easements</td>
</tr>
<tr>
<td>b</td>
<td>Total acreage restricted by conservation easements</td>
</tr>
<tr>
<td>c</td>
<td>Number of conservation easements on a certified historic structure included in (a)</td>
</tr>
<tr>
<td>d</td>
<td>Number of conservation easements acquired after 8/17/06, and not on a historic structure listed in the National Register</td>
</tr>
<tr>
<td>3</td>
<td>Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year.</td>
</tr>
<tr>
<td>4</td>
<td>Number of states where property subject to conservation easement is located</td>
</tr>
<tr>
<td>5</td>
<td>Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?</td>
</tr>
<tr>
<td>6</td>
<td>Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year</td>
</tr>
<tr>
<td>7</td>
<td>Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year</td>
</tr>
<tr>
<td>8</td>
<td>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)?</td>
</tr>
<tr>
<td>9</td>
<td>In Part XIV, 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.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Part III</th>
<th>Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered “Yes” to Form 990, Part IV, line 8.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>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 XIV, the text of the footnote to its financial statements that describes these items.</td>
</tr>
<tr>
<td>1b</td>
<td>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:</td>
</tr>
<tr>
<td>2a</td>
<td>Revenues received or held for 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:</td>
</tr>
<tr>
<td>2b</td>
<td>Assets included in Form 990, Part X</td>
</tr>
</tbody>
</table>
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 XIV.

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 XIV and complete the following table:

<table>
<thead>
<tr>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>1c</td>
</tr>
<tr>
<td>1d</td>
</tr>
<tr>
<td>1e</td>
</tr>
<tr>
<td>1f</td>
</tr>
</tbody>
</table>

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

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

1a Beginning of year balance

<table>
<thead>
<tr>
<th>(a) Current year</th>
<th>(b) Prior year</th>
<th>(c) Two years back</th>
<th>(d) Three years back</th>
<th>(e) Four years back</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

b Contributions

c Net investment earnings, gains, and losses

d Grants or scholarships

e Other expenditures for facilities and programs

f Administrative expenses

g End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ☐

<table>
<thead>
<tr>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
</tr>
</tbody>
</table>

b Permanent endowment ☐

c Temporarily restricted endowment ☐

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:

(i) unrelated organizations ☐

  Yes ☐ No

(ii) related organizations ☐

  Yes ☐ No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

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

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

<table>
<thead>
<tr>
<th>Description of property</th>
<th>(a) Cost or other basis (investment)</th>
<th>(b) Cost or other basis (other)</th>
<th>(c) Accumulated depreciation</th>
<th>(d) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Land</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b Buildings</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1c Leasehold improvements</td>
<td>252,110.</td>
<td>101,537.</td>
<td>150,573.</td>
<td></td>
</tr>
<tr>
<td>1d Equipment</td>
<td>1,684,758.</td>
<td>1,397,496.</td>
<td>287,262.</td>
<td></td>
</tr>
<tr>
<td>1e Other</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total, Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ☐

<table>
<thead>
<tr>
<th>Total</th>
<th>437,835.</th>
</tr>
</thead>
</table>

Schedule D (Form 990) 2011
### Part VII Investments - Other Securities

(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) | | |
   (B) | | |
   (C) | | |
   (D) | | |
   (E) | | |
   (F) | | |
   (G) | | |
   (H) | | |
   (I) | | |
**Total.** (Col (b) must equal Form 990, Part X, col (B) line 12.) | | |

### Part VIII Investments - Program Related

(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) | | |
**Total.** (Col (b) must equal Form 990, Part X, col (B) line 13.) | | |

### Part IX Other Assets

(a) Description | (b) Book value
---|---
(1) DUE FROM SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC. | $4,594,974.
(2) DUE FROM SOUTH MIDDLESEX OPPORTUNITY PROPERTIES, INC. | $147,414.
(3) DUE FROM WORCESTER PUBLIC INEBRIATE PROGRAM, INC. | $860,329.
(4) DUE FROM FREEDOM VILLAGE, LLC | $95,362.
(5) DUE FROM CHANDLER 237 REALTY, INC. | $873,747.
(6) DUE FROM MARTIN LUTHER KING, JR. BUSINESS EMPOWERMENT CENTER | $70,647.
(7) | |
(8) | |
(9) | |
(10) | |
**Total.** (Column (b) must equal Form 990, Part X, col (B) line 15.) | $6,642,473.

### Part X Other Liabilities

1. (a) Description of liability | (b) Book value
---|---
(1) Federal income taxes | |
(2) DUE TO P.I.P. FOUNDATION, INC. | $648,331.
(3) DUE TO OPEN PANTRY COMMUNITY SERVICES, INC. | $145,420.
(4) OTHER LIABILITIES | $1,033,449.
(5) LINE OF CREDIT | $2,500,000.
(6) | |
(7) | |
(8) | |
(9) | |
(10) | |
(11) | |
**Total.** (Column (b) must equal Form 990, Part X, col (B) line 25.) | $4,327,200.


---

**Notes:**
- Federal income taxes and other liabilities reported on this schedule provide the basis for the organization's financial statements that report the organization's liability for uncertain tax positions under FIN 48 (ASC 740).
- Federal income taxes and other liabilities reported on this schedule provide the basis for the organization's financial statements that report the organization's liability for uncertain tax positions under FIN 48 (ASC 740).
Schedule D (Form 990) 2011  SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC  04-2389659  Page 4

Part XI  Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (Form 990, Part VIII, column (A), line 12)</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (Form 990, Part IX, column (A), line 25)</td>
</tr>
<tr>
<td>3</td>
<td>Excess or (deficit) for the year. Subtract line 2 from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Net unrealized gains (losses) on investments</td>
</tr>
<tr>
<td>5</td>
<td>Donated services and use of facilities</td>
</tr>
<tr>
<td>6</td>
<td>Investment expenses</td>
</tr>
<tr>
<td>7</td>
<td>Prior period adjustments</td>
</tr>
<tr>
<td>8</td>
<td>Other (Describe in Part XIV.)</td>
</tr>
<tr>
<td>9</td>
<td>Total adjustments (net). Add lines 4 through 8</td>
</tr>
<tr>
<td>10</td>
<td>Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9</td>
</tr>
</tbody>
</table>

Part XII  Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue, gains, and other support per audited financial statements</td>
</tr>
<tr>
<td>2</td>
<td>Amounts included on line 1 but not on Form 990, Part VIII, line 12:</td>
</tr>
<tr>
<td></td>
<td>a Net unrealized gains on investments</td>
</tr>
<tr>
<td></td>
<td>b Donated services and use of facilities</td>
</tr>
<tr>
<td></td>
<td>c Recoveries of prior year grants</td>
</tr>
<tr>
<td></td>
<td>d Other (Describe in Part XIV.)</td>
</tr>
<tr>
<td></td>
<td>e Add lines 2a through 2d</td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2e from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Amounts included on Form 990, Part VIII, line 12, but not on line 1:</td>
</tr>
<tr>
<td></td>
<td>a Investment expenses not included on Form 990, Part VIII, line 7b</td>
</tr>
<tr>
<td></td>
<td>b Other (Describe in Part XIV.)</td>
</tr>
<tr>
<td></td>
<td>c Add lines 4a and 4b</td>
</tr>
<tr>
<td>5</td>
<td>Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)</td>
</tr>
</tbody>
</table>

Part XIII  Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total expenses and losses per audited financial statements</td>
</tr>
<tr>
<td>2</td>
<td>Amounts included on line 1 but not on Form 990, Part IX, line 25:</td>
</tr>
<tr>
<td></td>
<td>a Donated services and use of facilities</td>
</tr>
<tr>
<td></td>
<td>b Prior year adjustments</td>
</tr>
<tr>
<td></td>
<td>c Other losses</td>
</tr>
<tr>
<td></td>
<td>d Other (Describe in Part XIV.)</td>
</tr>
<tr>
<td></td>
<td>e Add lines 2a through 2d</td>
</tr>
<tr>
<td>3</td>
<td>Subtract line 2e from line 1</td>
</tr>
<tr>
<td>4</td>
<td>Amounts included on Form 990, Part IX, line 25, but not on line 1:</td>
</tr>
<tr>
<td></td>
<td>a Investment expenses not included on Form 990, Part VIII, line 7b</td>
</tr>
<tr>
<td></td>
<td>b Other (Describe in Part XIV.)</td>
</tr>
<tr>
<td></td>
<td>c Add lines 4a and 4b</td>
</tr>
<tr>
<td>5</td>
<td>Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)</td>
</tr>
</tbody>
</table>

Part XIV  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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART X, LINE 2: THE ORGANIZATION IS QUALIFIED UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND ARE EXEMPT FROM FEDERAL AND STATE INCOME TAXES.

THE ORGANIZATION FOLLOWS FASB ASC 740, INCOME TAXES, WHICH CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES BY PRESCRIBING THE RECOGNITION THRESHOLD A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. IT ALSO PROVIDES GUIDANCE ON DERECOGNITION.
CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE AND TRANSITION. MANAGEMENT BELIEVES THAT THE ORGANIZATION HAS NO MATERIAL UNCERTAINTIES IN INCOME TAXES.

THE ORGANIZATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009. THE ORGANIZATION WILL ACCOUNT FOR INTEREST AND PENALTIES, IF ANY AS PART OF OPERATING EXPENSES.

PART XI, LINE 8 - OTHER ADJUSTMENTS:
GAIN ON AFFILIATION 544,441.

PART XII, LINE 2D - OTHER ADJUSTMENTS:
GAIN ON AFFILIATE 544,441.

PART XII, LINE 4B - OTHER ADJUSTMENTS:
FUNDRAISING EVENTS DIRECT EXPENSE REPORTED ON FORM 990,
PART VIII, LINE 8B -18,787.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:
FUNDRAISING EVENTS DIRECT EXPENSE REPORTED ON FORM 990,
PART VIII, LINE 8B 18,787.
### Fundraising Activities

**Part I**

1. Indicate whether the organization raised funds through any of the following activities. Check all that apply.
   - [ ] Mail solicitations
   - [ ] Internet and email solicitations
   - [ ] Phone solicitations
   - [ ] In-person solicitations
   - [ ] Solicitation of non-government grants
   - [ ] Solicitation of government grants
   - [ ] Special fundraising events

2. **a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  
   - [ ] Yes  
   - [ ] No

   **b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

<table>
<thead>
<tr>
<th>(i) Name and address of individual or entity (fundraiser)</th>
<th>(ii) Activity</th>
<th>(iii) Did fundraiser have custody or control of contributions?</th>
<th>(iv) Gross receipts from activity</th>
<th>(v) Amount paid to (or retained by) fundraiser listed in col. (i)</th>
<th>(vi) Amount paid to (or retained by) organization</th>
</tr>
</thead>
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</tbody>
</table>

**Total**

3. List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

   - 
   - 
   - 
   - 
   - 
   - 
   - 
   - 
   - 
   - 

---

**LHA** Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
### 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.

<table>
<thead>
<tr>
<th>Revenue</th>
<th>(a) Event #1</th>
<th>(b) Event #2</th>
<th>(c) Other events</th>
<th>(d) Total events</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gross receipts</td>
<td>52,075.</td>
<td>32,780.</td>
<td>18,680.</td>
<td>103,535.</td>
</tr>
<tr>
<td>2 Less: Charitable contributions</td>
<td>36,666.</td>
<td>32,780.</td>
<td>15,302.</td>
<td>84,748.</td>
</tr>
<tr>
<td>3 Gross income (line 1 minus line 2)</td>
<td>15,409.</td>
<td>3,378.</td>
<td>18,787.</td>
<td></td>
</tr>
</tbody>
</table>

### Direct Expenses

<table>
<thead>
<tr>
<th>Event type</th>
<th>(event type)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash prizes</td>
<td></td>
</tr>
<tr>
<td>Noncash prizes</td>
<td></td>
</tr>
<tr>
<td>Rent/facility costs</td>
<td></td>
</tr>
<tr>
<td>Food and beverages</td>
<td></td>
</tr>
<tr>
<td>Entertainment</td>
<td>15,409.</td>
</tr>
<tr>
<td>Other direct expenses</td>
<td>3,378.</td>
</tr>
</tbody>
</table>

### 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.

<table>
<thead>
<tr>
<th>Revenue</th>
<th>(a) Bingo</th>
<th>(b) Pull tabs/instant bingo/progressive bingo</th>
<th>(c) Other gaming</th>
<th>(d) Total gaming</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gross revenue</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Cash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Noncash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Rent/facility costs</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Other direct expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Enter the state(s) in which the organization operates gaming activities:

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: ____________________________
SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC04-2389659

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in:
   a The organization’s facility ☐
   b An outside facility ☐

   13a ☐ 13b ☐

14 Enter the name and address of the person who prepares the organization’s gaming/special events books and records:

   Name ➤
   Address ➤

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

   b If "Yes," enter the amount of gaming revenue received by the organization ➤ $ ➤ and the amount of gaming revenue retained by the third party ➤ $ ➤.

   c If "Yes," enter name and address of the third party:

   Name ➤
   Address ➤

16 Gaming manager information:

   Name ➤

   Gaming manager compensation ➤ $ ➤

   Description of services provided ➤

   ☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

   a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

   b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization’s own exempt activities during the tax year ➤ $

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).
**SCHEDULE J**

(Form 990)

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

- Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- Attach to Form 990. See separate instructions.

**Name of the organization**

SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC

**Employer identification number**

04-2389659

**Part I Questions Regarding Compensation**

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>First-class or charter travel</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Travel for companions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Tax indemnification and gross-up payments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Discretionary spending account</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Housing allowance or residence for personal use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Payments for business use of personal residence</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Health or social club dues or initiation fees</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Personal services (e.g., maid, chauffeur, chef)</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain. 1b

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? 2

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- Compensation committee
- Independent compensation consultant
- Form 990 of other organizations
- Written employment contract
- Compensation survey or study
- Approval by the board or compensation committee

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

a Receive a severance payment or change-of-control payment? 4a X

b Participate in, or receive payment from, a supplemental nonqualified retirement plan? 4b X

c Participate in, or receive payment from, an equity-based compensation arrangement? 4c X

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

a The organization? 5a X

b Any related organization? 5b X

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

a The organization? 6a X

b Any related organization? 6b X

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III 7

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III 8

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? 9

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

Schedule J (Form 990) 2011
**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

<table>
<thead>
<tr>
<th>(A) Name</th>
<th>(B) Breakdown of W-2 and/or 1099-MISC compensation</th>
<th>(C) Retirement and other deferred compensation</th>
<th>(D) Nontaxable benefits</th>
<th>(E) Total of columns (B)(i)-(D)</th>
<th>(F) Compensation reported as deferred in prior Form 990</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(i) Base compensation</td>
<td>(ii) Bonus &amp; incentive compensation</td>
<td>(iii) Other reportable compensation</td>
<td></td>
<td></td>
</tr>
<tr>
<td>JAMES T. CUDDY</td>
<td>253,037. 0. 1,188. 5,000. 32,268. 291,493. 0.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CHARLES GAGNON</td>
<td>149,906. 0. 191. 3,120. 30,188. 183,405. 0.</td>
<td></td>
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</tr>
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<td></td>
<td>0. 0. 0. 0. 0. 0. 0.</td>
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<td>0. 0. 0. 0. 0. 0. 0.</td>
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<td>0. 0. 0. 0. 0. 0. 0.</td>
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<td>0. 0. 0. 0. 0. 0. 0.</td>
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<td>0. 0. 0. 0. 0. 0. 0.</td>
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<td>0. 0. 0. 0. 0. 0. 0.</td>
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</tbody>
</table>
### Part I: Excess Benefit Transactions

Complete if the organization answered “Yes” on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

<table>
<thead>
<tr>
<th></th>
<th>(a) Name of disqualified person</th>
<th>(b) Description of transaction</th>
<th>(c) Corrected?</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td>2</td>
<td>Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958</td>
<td>$</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Enter the amount of tax, if any, on line 2, above, reimbursed by the organization</td>
<td>$</td>
<td></td>
</tr>
</tbody>
</table>

### Part II: Loans to and/or From Interested Persons.

Complete if the organization answered “Yes” on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

<table>
<thead>
<tr>
<th></th>
<th>(a) Name of interested person and purpose</th>
<th>(b) Loan to or from the organization?</th>
<th>(c) Original principal amount</th>
<th>(d) Balance due</th>
<th>(e) In default?</th>
<th>(f) Approved by board or committee?</th>
<th>(g) Written agreement?</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>To</td>
<td>From</td>
<td></td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td></td>
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</table>

Total | $ |

### Part III: Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered “Yes” on Form 990, Part IV, line 27.

<table>
<thead>
<tr>
<th></th>
<th>(a) Name of interested person</th>
<th>(b) Relationship between interested person and the organization</th>
<th>(c) Amount and type of assistance</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
### Part IV Business Transactions Involving Interested Persons

Complete if the organization answered “Yes” on Form 990, Part IV, line 28a, 28b, or 28c.

<table>
<thead>
<tr>
<th>(a) Name of interested person</th>
<th>(b) Relationship between interested person and the organization</th>
<th>(c) Amount of transaction</th>
<th>(d) Description of transaction</th>
<th>(e) Sharing of organization’s revenues?</th>
</tr>
</thead>
<tbody>
<tr>
<td>MICHAEL G. HANRAHAN</td>
<td>FAMILY MEMBER OF JA</td>
<td>22,038.00</td>
<td>EMPLOYMENT</td>
<td>X</td>
</tr>
<tr>
<td>JAMES CYRUS CUDDY</td>
<td>FAMILY MEMBER OF JA</td>
<td>25,672.00</td>
<td>EMPLOYMENT</td>
<td>X</td>
</tr>
<tr>
<td>HOLLY BUERLEN</td>
<td>FAMILY MEMBER OF HU</td>
<td>20,734.00</td>
<td>EMPLOYMENT</td>
<td>X</td>
</tr>
</tbody>
</table>

### Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: MICHAEL G. HANRAHAN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
   FAMILY MEMBER OF JAMES D. HANRAHAN, OFFICER OF THE ORGANIZATION’S BOARD

(C) AMOUNT OF TRANSACTION $ 22,038.

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: JAMES CYRUS CUDDY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
   FAMILY MEMBER OF JAMES T. CUDDY, EXECUTIVE DIRECTOR OF THE ORGANIZATION

(C) AMOUNT OF TRANSACTION $ 25,672.

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: HOLLY BUERLEN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
   FAMILY MEMBER OF HUGO HOLLERORTH, DIRECTOR OF THE ORGANIZATION’S BOARD

(C) AMOUNT OF TRANSACTION $ 20,734.

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT
Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

(E) SHARING OF ORGANIZATION REVENUES? = NO
FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:
SEARCHING FOR NEW RESOURCES AND PARTNERSHIPS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:
MENTAL HEALTH SERVICES - CLINICAL SERVICES THAT BEGINS WITH LISTENING TO CLIENTS AND FROM THERE DEVELOPING A DIAGNOSTIC ASSESSMENT TO IDENTIFY THE SYMPTOMS AND ISSUES THAT PROMPTED THE INDIVIDUALS TO SEEK COUNSELING.
EXPENSES $ 2,829,322. INCLUDING GRANTS OF $ 0. REVENUE $ 2,909,683.

SUBSTANCE ABUSE
EXPENSES $ 2,796,154. INCLUDING GRANTS OF $ 0. REVENUE $ 2,875,573.

NUTRITION
EXPENSES $ 847,326. INCLUDING GRANTS OF $ 0. REVENUE $ 871,392.

SHELTER
EXPENSES $ 5,532,277. INCLUDING GRANTS OF $ 0. REVENUE $ 5,689,409.

CRISIS INTERVENTION
EXPENSES $ 966,979. INCLUDING GRANTS OF $ 0. REVENUE $ 994,444.

FORM 990, PART VI, SECTION A, LINE 8B: NO COMMITTEE HAS THE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY; THEREFORE, THIS QUESTION IS NOT APPLICABLE.

FORM 990, PART VI, SECTION B, LINE 12C: ANY AND ALL CONFLICTS OF INTEREST ARE REQUIRED TO BE DISCLOSED THROUGHOUT THE YEAR ON A REAL-TIME BASIS. ON-GOING DISCUSSIONS ARE HELD WITH APPLICABLE PARTIES TO DISCLOSE ANY CONFLICTS OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15: FOR DETERMINING THE ORGANIZATION'S EXECUTIVE DIRECTOR'S COMPENSATION, COMPENSATION DATA IS REVIEWED FOR COMPARABLE AGENCIES TO ENSURE THE ORGANIZATION IS COMPENSATING THE EXECUTIVE DIRECTOR WITHIN THE SALARY RANGE FOR THE POSITION. THE BOARD OF DIRECTORS MAKES THE FINAL RECOMMENDATION FOR THE EXECUTIVE DIRECTOR'S SALARY. IN ADDITION, THE ORGANIZATION INSTITUTED A PERFORMANCE REVIEW FOR THE EXECUTIVE DIRECTOR BASED ON STRATEGIC GOALS WHICH THE EXECUTIVE DIRECTOR'S SALARY INCREASE WOULD BE BASED ON.

WITH REGARDS TO OTHER KEY EXECUTIVES, THEIR SALARIES WOULD GO THROUGH A REGULAR REVIEW PROCESS WHICH INCLUDES RECOMMENDATION FROM THEIR MANAGER, A REVIEW BY THE HUMAN RESOURCE DEPARTMENT, IN SOME INSTANCES, RECOMMENDATION BY THE CFO, AND LASTLY, FINAL APPROVAL BY THE EXECUTIVE DIRECTOR. IF THERE IS A CONFLICT, THE EXECUTIVE DIRECTOR WOULD DISCUSS IT WITH KEY BOARD MEMBERS.
FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FORM 990, AND FINANCIALS STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST. IN ADDITION, THE FORM 990 IS AVAILABLE VIA GUIDESTAR AND THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

GAIN ON AFFILIATION 544,441.
**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of disregarded entity</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Total income</th>
<th>(e) End-of-year assets</th>
<th>(f) Direct controlling entity</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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</tbody>
</table>

**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.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Exempt Code section</th>
<th>(e) Public charity status (if section 501(c)(3))</th>
<th>(f) Direct controlling entity</th>
<th>(g) Section 512(b)(13) controlled entity?</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY PROPERTIES, INC. -</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td>04-3093032, 300 HOWARD STREET, FRAMINGHAM, MA 01702</td>
<td>HUD PROJECT</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 11A, I</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>FRAMINGHAM COMMUNITY LAND TRUST, INC. -</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>04-3010544, 300 HOWARD STREET, FRAMINGHAM, MA 01702</td>
<td>COMMUNITY PROGRAMS</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 8</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>SOUTH MIDDLESEX NON-PROFIT HOUSING CORP., INC. -</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>04-2921318, 300 HOWARD STREET, FRAMINGHAM, MA 01702</td>
<td>LOW INCOME HOUSING</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 11A, I</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>WORCESTER PUBLIC INEBRIATE PROGRAM, INC. -</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>04-2661664, 300 HOWARD STREET, FRAMINGHAM, MA 01702</td>
<td>TEMPORARY SHELTER</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7</td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see the Instructions for Form 990.
<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Exempt Code section</th>
<th>(e) Public charity status (if section 501(c)(3))</th>
<th>(f) Direct controlling entity</th>
<th>(g) Section 512(b)(13) controlled organization?</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC. - 04-2389659</td>
<td>HOLD REAL ESTATE FOR P.I.P, PUBLIC INEBRIATE PROGRAM FOUNDATION, INC. - 04-3056955, 701 MAIN STREET, WORCESTER, MA 01601</td>
<td>MASSACHUSETTS</td>
<td>501(c)(2)</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>OPEN PANTRY COMMUNITY SERVICES, INC. - 52-1084599, P.O. BOX 5127, SPRINGFIELD, MA 01101</td>
<td>FOOD PANTRY</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>THE MARTIN LUTHER KING, JR. BUSINESS EMPOWERMENT CENTER - 04-3221277, 237 DIVERSE WORCESTER AREA CHANDLER STREET, WORCESTER, MA 01609</td>
<td>FOSTER ADVANCEMENT OF A BUSINESS COMMUNITY</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>CHANDLER 237 REALTY, INC. - 45-4557067 237 CHANDLER STREET WORCESTER, MA 01609</td>
<td>HOLD REAL ESTATE</td>
<td>MASSACHUSETTS</td>
<td>501(c)(2)</td>
<td></td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
</tbody>
</table>

132222 05-01-11
### 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.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Direct controlling entity</th>
<th>(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Disproportionate allocations?</th>
<th>(i) Code VUBI amount in box 20 of Schedule K-1 (Form 1065)</th>
<th>(j) General or managing partner?</th>
<th>(k) Percentage ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>FREEDOM VILLAGE, LLC - 20-8445568, 300 HOWARD LOW INCOME SOUTH MIDDLESEX NON-PROFIT HOUSING MA HOUSING RELATED 225,682, 6,663,964. X N/A X 90.00%</td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

SEE PART VII FOR CONTINATIONS
### Part V  Transactions With Related Organizations

(Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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?**
   - Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
   - Gift, grant, or capital contribution to related organization(s)
   - Gift, grant, or capital contribution from related organization(s)
   - Loans or loan guarantees to or for related organization(s)
   - Loans or loan guarantees by related organization(s)
   - Sale of assets to related organization(s)
   - Purchase of assets from related organization(s)
   - Exchange of assets with related organization(s)
   - Lease of facilities, equipment, or other assets to related organization(s)
   - Lease of facilities, equipment, or other assets from related organization(s)
   - Performance of services or membership or fundraising solicitations for related organization(s)
   - Performance of services or membership or fundraising solicitations by related organization(s)
   - Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
   - Sharing of paid employees with related organization(s)
   - Reimbursement paid to related organization(s) for expenses
   - Reimbursement paid by related organization(s) for expenses
   - Other transfer of cash or property to related organization(s)
   - Other transfer of cash or property from related organization(s)

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.**

<table>
<thead>
<tr>
<th>(a) Name of other organization</th>
<th>(b) Transaction type (a-r)</th>
<th>(c) Amount involved</th>
<th>(d) Method of determining amount involved</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(1)</strong> WORCESTER PUBLIC INEBRIATE PROGRAM, INC.</td>
<td>K</td>
<td>125,553. FAIR MARKET VALUE</td>
<td></td>
</tr>
<tr>
<td><strong>(2)</strong> SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC</td>
<td>K</td>
<td>120,000. FAIR MARKET VALUE</td>
<td></td>
</tr>
<tr>
<td><strong>(3)</strong> SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC</td>
<td>J</td>
<td>968,123. FAIR MARKET VALUE</td>
<td></td>
</tr>
<tr>
<td><strong>(4)</strong> OPEN PANTRY COMMUNITY SERVICES, INC.</td>
<td>K</td>
<td>141,581. FAIR MARKET VALUE</td>
<td></td>
</tr>
</tbody>
</table>

(Continued)
Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of entity</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Predominant income (related, unrelated, excluded from tax under section 512-514)</th>
<th>(e) Are all partners sec. 501(c)(3) orgs.?</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Disproportionate allocations?</th>
<th>(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)</th>
<th>(j) General or managing partner?</th>
<th>(k) Percentage ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
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<td></td>
<td></td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
<td>No</td>
<td></td>
</tr>
</tbody>
</table>
PART III, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIP:

NAME OF RELATED ORGANIZATION:
FREEDOM VILLAGE, LLC

DIRECT CONTROLLING ENTITY: SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION
**Part I**

**Election To Expense Certain Property Under Section 179**

<table>
<thead>
<tr>
<th>Note: If you have any listed property, complete Part V before you complete Part I.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Maximum amount (see instructions)</td>
</tr>
<tr>
<td>2. Total cost of section 179 property placed in service (see instructions)</td>
</tr>
<tr>
<td>3. Threshold cost of section 179 property before reduction in limitation</td>
</tr>
<tr>
<td>4. Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-</td>
</tr>
<tr>
<td>5. Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-</td>
</tr>
<tr>
<td>If married filing separately, see instructions</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>(a) Description of property</th>
<th>(b) Cost (business use only)</th>
<th>(c) Elected cost</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>7. Listed property. Enter the amount from line 29</th>
</tr>
</thead>
<tbody>
<tr>
<td>8. Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7</td>
</tr>
<tr>
<td>9. Tentative deduction. Enter the smaller of line 5 or line 8</td>
</tr>
<tr>
<td>10. Carryover of disallowed deduction from line 13 of your 2010 Form 4562</td>
</tr>
<tr>
<td>11. Business income limitation. Enter the smaller of business income (not less than zero) or line 5</td>
</tr>
<tr>
<td>12. Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11</td>
</tr>
<tr>
<td>13. Carryover of disallowed deduction to 2012. Add lines 9 and 10, less line 12</td>
</tr>
</tbody>
</table>

**Part II**

**Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

| 14. Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year |
| 15. Property subject to section 168(f)(1) election |
| 16. Other depreciation (including ACRS) |

| 17. MACRS deductions for assets placed in service in tax years beginning before 2011 |
| 18. If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here |

**Part III**

**MACRS Depreciation (Do not include listed property.)**

(See instructions.)

**Section A**

**Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System**

<table>
<thead>
<tr>
<th>(a) Classification of property</th>
<th>(b) Month and year placed in service</th>
<th>(c) Basis for depreciation (business/investment use only - see instructions)</th>
<th>(d) Recovery period</th>
<th>(e) Convention</th>
<th>(f) Method</th>
<th>(g) Depreciation deduction</th>
</tr>
</thead>
<tbody>
<tr>
<td>19a 3-year property</td>
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<td></td>
</tr>
<tr>
<td>b 5-year property</td>
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<tr>
<td>c 7-year property</td>
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<tr>
<td>d 10-year property</td>
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<td>e 15-year property</td>
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<td>f 20-year property</td>
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<td>g 25-year property</td>
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<tr>
<td>h Residential rental property</td>
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</tr>
<tr>
<td>i Nonresidential real property</td>
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</tr>
</tbody>
</table>

**Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System**

| 20a Class life |
| 20b S/L |
| 20c S/L |

**Part IV**

**Summary (See instructions.)**

<table>
<thead>
<tr>
<th>21. Listed property. Enter amount from line 28</th>
</tr>
</thead>
<tbody>
<tr>
<td>22. Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.</td>
</tr>
<tr>
<td>23. For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs</td>
</tr>
</tbody>
</table>

**Note:** Do not use Part II or Part III below for listed property. Instead, use Part V.
### Section A - Depreciation and Other Information

<table>
<thead>
<tr>
<th>Type of property</th>
<th>Date placed in service</th>
<th>Business/investment use percentage</th>
<th>Basis for depreciation (business/investment use only)</th>
<th>Recovery period</th>
<th>Method/Convention</th>
<th>Depreciation deduction</th>
<th>Elected section 179 cost</th>
</tr>
</thead>
<tbody>
<tr>
<td>(a)</td>
<td>(b)</td>
<td>(c)</td>
<td>(d)</td>
<td>(e)</td>
<td>(f)</td>
<td>(g)</td>
<td>(i)</td>
</tr>
<tr>
<td>(list vehicles first)</td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

**24a** Do you have evidence to support the business/investment use claimed? [ ] Yes [ ] No

**24b** If "Yes," is the evidence written? [ ] Yes [ ] No

**25** Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

**26** Property used more than 50% in a qualified business use:

**27** Property used 50% or less in a qualified business use:

**28** Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

**29** Add amounts in column (i), line 26. Enter here and on line 7, page 1

### Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

**30** Total business/investment miles driven during the year **(do not include commuting miles)**

**31** Total commuting miles driven during the year

**32** Total other personal (noncommuting) miles driven

**33** Total miles driven during the year. Add lines 30 through 32

**34** Was the vehicle available for personal use during off-duty hours?

**35** Was the vehicle used primarily by a more than 5% owner or related person?

**36** Is another vehicle available for personal use?

### Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

**37** Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?

**38** Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners

**39** Do you treat all use of vehicles by employees as personal use?

**40** Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?

**41** Do you meet the requirements concerning qualified automobile demonstration use?

**Note:** If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

### Part VI - Amortization

**42** Amortization of costs that begins during your 2011 tax year:

**43** Amortization of costs that began before your 2011 tax year

**44** Total. Add amounts in column (f). See the instructions for where to report
**Part I**  
**Type of Return and Return Information** (Whole Dollars Only)

Check the box for the type of return being filed with Form 8453-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a below and the amount on that line of the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). If you entered -0- on the return, then enter -0- on the applicable line below. **Do not complete more than one line in Part I.**

1a Form 990 check here ▶  
   Office income, if any (Form 990, Part VIII, column (A), line 12) ............... 1b 62459257

2a Form 990-EZ check here ▶  
   Total revenue, if any (Form 990-EZ, line 9) ................................... 2b

3a Form 1120-POL check here ▶  
   Total tax (Form 1120-POL, line 22) ........................................... 3b

4a Form 990-PF check here ▶  
   Tax based on investment income (Form 990-PF, Part VI, line 5) ............ 4b

5a Form 8868 check here ▶  
   Balance due (Form 8868, Part I, line 3c or Part II, line 8c) ................. 5b

**Part II**  
**Declaration of Officer**

6  
☐ I authorize the U.S. Treasury and its designated Financial Agent to initiate an Automated Clearing House (ACH) electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization’s federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If a copy of this return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I certify that I executed the electronic disclosure consent contained within this return allowing disclosure by the IRS of this Form 990/990-EZ/990-PF (as specifically identified in Part I above) to the selected state agency(ies).

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization’s 2011 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization’s return filed with the IRS, and have followed all other requirements in Pub. 4163, Modernized e-file (MeF) Information for Authorized IRS Providers for Business Returns. If I am also the Paid Preparer, under penalties of perjury I declare that I have examined the above organization’s return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

**Part III**  
**Declaration of Electronic Return Originator (ERO) and Paid Preparer** (see instructions)

I declare that I have reviewed the above organization’s return and that the entries on Form 8453-EO are complete and correct to the best of my knowledge. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. The organization officer will have signed this form before I submit the return. I will give the officer a copy of all forms and information to be known. If I am only a collector, I am not responsible for reviewing the return and only declare that this form accurately reflects the data on the return. If I entered -0- on the return, then enter -0- on the applicable line below. **Do not complete more than one line in Part I.**

**Part III A**  
**Declaration of ERO’s**

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization’s 2011 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

**Part III B**  
**Declaration of Paid Preparer**

Under penalties of perjury, I declare that I am an officer of the above named organization and that I have examined a copy of the organization’s 2011 electronic return and accompanying schedules and statements, and to the best of my knowledge and belief, they are true, correct, and complete. This Paid Preparer declaration is based on all information of which I have any knowledge.

**Sign Here**  
Signature of officer  
Date  
CFO  
Title

**Address**  
Firm’s name (or yours if self-employed), address, and ZIP code

**Phone no.**  
EIN  
PTIN

**Fax no.**  
For use with Forms 990, 990-EZ, 990-PF, 1120-POL, and 8868  
See instructions.
Form 8868 (Rev. 1-2012)

**Part II** Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

<table>
<thead>
<tr>
<th>Application Is For</th>
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<td>10</td>
</tr>
<tr>
<td>Form 990-PF</td>
<td>04</td>
<td>Form 6069</td>
<td>11</td>
</tr>
<tr>
<td>Form 990-T (sec. 401(a) or 408(a) trust)</td>
<td>05</td>
<td>Form 8870</td>
<td>12</td>
</tr>
<tr>
<td>Form 990-T (trust other than above)</td>
<td>06</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

John R. Arsenault, CFO

Telephone No. (508) 620-2648 FAX No. (508) 620-2310

If the organization does not have an office or place of business in the United States, check this box _______________.

If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN) ______________. If this is for the whole group, check this box _______________. If it is for part of the group, check this box _______________ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2013.

5 For calendar year JUL 1, 2011, or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

6 If the tax year entered in line 5 is for less than 12 months, check reason: □ Initial return □ Final return □ Change in accounting period

State in detail why you need the extension

**ADDITIONAL TIME IS REQUIRED TO FILE AN ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 8a $ 0.

8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868. 8b $ 0.

8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 8c $ 0.

**Signature and Verification must be completed for Part II only.**

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

Signature ▶ Title ▶ TAX DIRECTOR Date ▶
Caution: Forms printed from within Adobe Acrobat products may not meet IRS or state taxing agency specifications. When using Acrobat 5.x products, uncheck the "Shrink oversized pages to paper size" and uncheck the "Expand small pages to paper size" options, in the Adobe "Print" dialog. When using Acrobat 6.x and later products versions, select "None" in the "Page Scaling" selection box in the Adobe "Print" dialog.
| Prepared for                        | SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC  
|                                  | 300 HOWARD STREET  
|                                  | FRAMINGHAM, MA 01702 |
| Prepared by                       | MCGLADREY LLP  
|                                  | 80 CITY SQUARE  
|                                  | BOSTON, MA 02129-3742 |
| Amount due or refund              | BALANCE DUE OF $1,000 |
| Make check payable to            | COMMONWEALTH OF MASSACHUSETTS |
| Mail tax return and check (if applicable) to | NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIV  
|                                  | OFFICE OF THE ATTORNEY GENERAL  
|                                  | ONE ASHBURTON PLACE  
|                                  | BOSTON, MA 02108 |
| Return must be mailed on or before | MAY 15, 2013 |
| Special Instructions              | FORM PC MUST BE SIGNED AND DATED BY THE AUTHORIZED INDIVIDUAL(S). ALSO BE SURE THAT ALL THE NECESSARY ATTACHMENTS ARE INCLUDED WITH FORM PC BEFORE FILING.  
|                                  | INCLUDE THE ORGANIZATION'S MASSACHUSETTS ATTORNEY GENERAL SIX-DIGIT ACCOUNT NUMBER AND "2011 FORM PC" ON THE REMITTANCE. ALSO INCLUDE THE ORGANIZATION'S FISCAL YEAR END DATE IN THIS FORMAT (06/12). |
Report for the Fiscal Period: 07/01/11 to 06/30/12

Attorney General's Account #: 015695

Federal ID #: 04-2389659

When did the organization first engage in charitable work in Massachusetts? 10/11/1965

Has the organization applied for or been granted IRS tax exempt status? Yes

If yes, date of application OR date of determination letter: 08/01/66

IRS Exemption under 501(c): 3

If exempt under 501(c), are contributions to the organization tax deductible as charitable contributions? Yes

Organization Data

Name: SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC

Mailing Address: 300 HOWARD STREET

City: FRAMINGHAM State: MA ZIP: 01702

Phone Number: (508) 620-2300 Fax Number: (508) 620-2310

Email: JARSENEAULT@SMOC.ORG Website: WWW.SMOC.ORG

In the table below, please enter the appropriate codes from the corresponding tables found in the instructions.
Enter up to 2 codes from Table 3 for your organization’s main purpose(s)

<table>
<thead>
<tr>
<th>Category</th>
<th>Code</th>
<th>Category</th>
<th>Code</th>
</tr>
</thead>
<tbody>
<tr>
<td>County (Table 1)</td>
<td>9</td>
<td>Organization Purpose Code 1</td>
<td>13</td>
</tr>
<tr>
<td>Type of Organization (Table 2)</td>
<td>16</td>
<td>Organization Purpose Code 2</td>
<td>15</td>
</tr>
</tbody>
</table>

Please check box if final return prior to dissolution: 

Office Use Only: Payment Received
AG# 015695

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

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box.
- Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).**

<table>
<thead>
<tr>
<th>Type or print</th>
<th>File by the due date for filing your return. See instructions.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of exempt organization or other filer, see instructions</td>
<td>Employer identification number (EIN) or social security number (SSN)</td>
</tr>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC</td>
<td>04-2389659</td>
</tr>
<tr>
<td>Number, street, and room or suite no. If a P.O. box, see instructions.</td>
<td></td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
<td></td>
</tr>
<tr>
<td>City, town or post office, state, and ZIP code. For a foreign address, see instructions.</td>
<td></td>
</tr>
<tr>
<td>FRAMINGHAM, MA 01702</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
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<tr>
<td>Form 990-T (sec. 401(a) or 408(a) trust)</td>
<td>05</td>
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<td>12</td>
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<td>Form 990-T (trust other than above)</td>
<td>06</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

**JOHN ARSENEAULT, CFO**

Telephone No. (508) 620-2300

FAX No. (508) 620-2310

- The books are in the care of 300 HOWARD STREET - FRAMINGHAM, MA 01702

- If the organization does not have an office or place of business in the United States, check this box.

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) if this is for the whole group, check this box. If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until MAY 15, 2013.

5 For calendar year 2013, or other tax year beginning JUL 1, 2011, and ending JUN 30, 2012.

6 If the tax year entered in line 5 is for less than 12 months, check reason: initial return Final return Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO FILE AN ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.

8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.

8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.

| 8a | $ | 0. |
| 8b | $ | 0. |
| 8c | $ | 0. |

**Signature and Verification must be completed for Part II only.**

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

Signature Title TAX DIRECTOR Date 2/13/12

Form 8868 (Rev. 1-2012)
Form 8868

Application for Extension of Time To File an Exempt Organization Return

AG #015695

Department of the Treasury
Internal Revenue Service

OMB No. 1545-1709

If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box .................................................. ▶ X

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

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

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

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

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

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

Type or print

Name of exempt organization or other filer, see instructions.

SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC

Employer identification number (EIN) or

X 04-2389659

Social security number (SSN)

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

300 HOWARD STREET

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

FRAMINGHAM, MA 01702

Enter the Return code for the return that this application is for (file a separate application for each return) .................................................................................................................. 0 1

Application

Return Code

Is For

Application

Is For

Return Code

Form 990

01

Form 990-T (corporation)

07

Form 990-BL

02

Form 1041-A

08

Form 990-EZ

01

Form 4720

09

Form 990-PF

04

Form 5227

10

Form 990-T (sec. 401(a) or 403(b) trust)

05

Form 6069

11

Form 990-T (trust other than above)

06

Form 8870

12

JOHN ARSENEault, CFO

Telephone No. ▶(508)620-2300▶ FAX No. ▶(508)620-2310

- The books are in the care of ▶ 300 HOWARD STREET - FRAMINGHAM, MA 01702

- The organization does not have an office or place of business in the United States, check this box .......................................................... ▶

- If this is for a Group Return, enter the organization’s four digit Group Exemption Number (GEN) ▶. If this is for the whole group, check this box ▶. If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization’s return for:

▶ calendar year or ▶ tax year beginning JUL 1, 2011 and ending JUN 30, 2012.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ▶ Initial return ◐ Final return

Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a $ 0.

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b $ 0.

c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c $ 0.

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

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

Form 8868 (Rev. 1-2012)
1. On what date was the organization created? **10/11/1965**

2. Where was the organization created? **MASSACHUSETTS**

3. What is the form of organization? (check one)

<table>
<thead>
<tr>
<th>Corporation</th>
<th>X</th>
</tr>
</thead>
<tbody>
<tr>
<td>Testamentary Trust</td>
<td></td>
</tr>
<tr>
<td>Unincorporated Association</td>
<td></td>
</tr>
<tr>
<td>Inter Vivos Trust</td>
<td></td>
</tr>
</tbody>
</table>

Other (please describe):

4. Was your organization related to any other organization(s) during the reporting year (see definition of "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14. **Yes**

5. Enter your summary of financial data:

<table>
<thead>
<tr>
<th>Financial Data</th>
<th>Amounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Contributions, gifts, grants, and similar amounts received</td>
<td>396,262.</td>
</tr>
<tr>
<td>B. Gross support and revenue</td>
<td>62,459,257.</td>
</tr>
<tr>
<td>C. Program services and similar amounts paid out</td>
<td>58,970,238.</td>
</tr>
<tr>
<td>D. Fundraising expenses</td>
<td>608.</td>
</tr>
<tr>
<td>E. Management and general expenses</td>
<td>3,374,808.</td>
</tr>
<tr>
<td>F. Payments to affiliates</td>
<td>0.</td>
</tr>
<tr>
<td>G. Total expenses</td>
<td>62,345,654.</td>
</tr>
<tr>
<td>H. Net assets or fund balances at the end of the year</td>
<td>4,864,473.</td>
</tr>
</tbody>
</table>

6. List the total compensation you provided to your five highest paid employees:

<table>
<thead>
<tr>
<th>Name/Title</th>
<th>Hrs/Week</th>
<th>Salary and Other Income</th>
<th>Benefit Plans</th>
<th>Other Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES T. CUDDY</td>
<td>35.00</td>
<td>254,225.</td>
<td>37,268.</td>
<td>0.</td>
</tr>
<tr>
<td>EXECUTIVE DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>CHARLES GAGNON</td>
<td>35.00</td>
<td>150,097.</td>
<td>33,308.</td>
<td>0.</td>
</tr>
<tr>
<td>COO</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JOHN R. ARSENEAULT</td>
<td>35.00</td>
<td>111,201.</td>
<td>32,231.</td>
<td>0.</td>
</tr>
<tr>
<td>CFO</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JEFFREY M. PALACIOS</td>
<td>35.00</td>
<td>109,183.</td>
<td>11,399.</td>
<td>0.</td>
</tr>
<tr>
<td>MEDICAL DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>JEFFREY S. HANDLER</td>
<td>35.00</td>
<td>106,106.</td>
<td>35,468.</td>
<td>0.</td>
</tr>
<tr>
<td>DIVISION DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

7. Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). **No**
8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization’s five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

<table>
<thead>
<tr>
<th>Name/Title</th>
<th>Amount of Compensation</th>
<th>Type(s) of Service</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. LANDMARK STRUCTURES CORP.</td>
<td>1,276,741</td>
<td>CONSTRUCTION</td>
</tr>
<tr>
<td>2. RETROTEC INSULATION</td>
<td>516,344</td>
<td>REPAIRS</td>
</tr>
<tr>
<td>3. BOWDITCH &amp; DEWEY</td>
<td>448,787</td>
<td>LEGAL SERVICES</td>
</tr>
<tr>
<td>4. ADVANCED WINDOWS</td>
<td>348,120</td>
<td>WEATHERIZATION</td>
</tr>
<tr>
<td>5. MICHAEL MCMAHON</td>
<td>300,120</td>
<td>CONSTRUCTION</td>
</tr>
</tbody>
</table>

9. Bank(s) in which the organization’s funds are deposited (include bank addresses and phone numbers):

<table>
<thead>
<tr>
<th>Bank</th>
<th>Address</th>
<th>Phone Number</th>
</tr>
</thead>
<tbody>
<tr>
<td>MIDDLESEX SAVINGS BANK</td>
<td>10 MAIN STREET, HOPKINTON, MA</td>
<td>(508) 435-6888</td>
</tr>
</tbody>
</table>

10. What is the organization’s accounting method?  
☐ Cash  ☑ Accrual  
☐ Other (specify):  

11. If organization’s mailing address is a P.O. Box, list the organization’s full street address:

Address:  
City:  State:  ZIP Code:  

12. Contact Person Name: JOHNN ARSENEAULT

Street Address: 300 HOWARD STREET

City: Framingham  State: MA  ZIP Code: 01702

Phone Number: (508) 620-2648
If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf?  
   Yes  No

14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions?  
   Yes  No

If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

15. If you are claiming an exemption from the solicitation certificate requirement, please indicate by checking the box to the right to identify which exemption applies to your organization.

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>a religious organization</td>
<td></td>
</tr>
<tr>
<td>an organization which: (a) does not raise more than $5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers.</td>
<td></td>
</tr>
</tbody>
</table>

(The conditions at both (a) and (b) must be met for your organization to qualify for this exemption.)

16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.

17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.

   STATEMENT 1

18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.

   STATEMENT 2

19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state?  
   Yes  No

If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted.
<table>
<thead>
<tr>
<th>NAME AND ADDRESS</th>
<th>TITLE</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAMES T. CUDDY</td>
<td>EXECUTIVE DIRECTOR</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
<td></td>
</tr>
<tr>
<td>FRAMINGHAM, MA 01702</td>
<td></td>
</tr>
<tr>
<td>CHARLES GAGNON</td>
<td>COO</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>FRAMINGHAM, MA 01702</td>
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<tr>
<td>JOHN R. ARSENEAULT</td>
<td>CFO</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>FRAMINGHAM, MA 01702</td>
<td></td>
</tr>
<tr>
<td>BRUCE HULME</td>
<td>PRESIDENT/DIR/PUBLIC REP</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>FRAMINGHAM, MA 01702</td>
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</tr>
<tr>
<td>ISABEL HARRISON</td>
<td>DIRECTOR/PUBLIC REP</td>
</tr>
<tr>
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<tr>
<td>PAUL PRIOR</td>
<td>TREASURER/DIR/PUBLIC REP</td>
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<td>300 HOWARD STREET</td>
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<tr>
<td>JAMES D. HANRAHAN</td>
<td>CLERK/DIR/PRIVATE REP</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>FRAMINGHAM, MA 01702</td>
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</tr>
<tr>
<td>DOROTHY KENNEDY</td>
<td>DIRECTOR/PUBLIC REP</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>NAME AND ADDRESS</td>
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<tr>
<td>----------------------------------------</td>
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</tr>
<tr>
<td>PAMULA ZICKO</td>
<td>DIRECTOR/PRIVATE REP</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>LAWRENCE SCULT</td>
<td>DIRECTOR/PUBLIC REP</td>
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<tr>
<td>JEFFREY FISHMAN</td>
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<tr>
<td>ROBERT KAYS</td>
<td>DIRECTOR/PUBLIC REP</td>
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<td>FRAMINGHAM, MA 01702</td>
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<tr>
<td>LARRY KAPLAN, M.D.</td>
<td>DIRECTOR/PRIVATE REP</td>
</tr>
<tr>
<td>300 HOWARD STREET</td>
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<td>FRAMINGHAM, MA 01702</td>
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<tr>
<td>BRIAN CHANDLEY</td>
<td>DIRECTOR/PRIVATE REP</td>
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<td>FRAMINGHAM, MA 01702</td>
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<tr>
<td>YVONNE B. BROWN</td>
<td>DIRECTOR/CITIZEN REP</td>
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<tr>
<td>PATRICIA GREELEY</td>
<td>DIRECTOR/CITIZEN REP</td>
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<tr>
<td>300 HOWARD STREET</td>
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<tr>
<td>RON ORDWAY</td>
<td>DIRECTOR/CITIZEN REP</td>
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<tr>
<td>300 HOWARD STREET</td>
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<td>FRAMINGHAM, MA 01702</td>
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<tr>
<td>NAME AND ADDRESS</td>
<td>TITLE</td>
</tr>
<tr>
<td>------------------------------------------------------</td>
<td>----------------------------</td>
</tr>
<tr>
<td>JOSE LEMOS, PH.D. 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/CITIZEN REP</td>
</tr>
<tr>
<td>CARL MCCARTHY 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/PRIVATE REP</td>
</tr>
<tr>
<td>KENNETH CANDITO 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/PRIVATE REP</td>
</tr>
<tr>
<td>JIM SHAY 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>TREASURER/DIR/PUBLIC REP</td>
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<tr>
<td>RUTH HIBBARD 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/CITIZEN REP</td>
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<tr>
<td>HUGO HOLLERORTH 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/CITIZEN REP</td>
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<tr>
<td>RICHARD TWOMEY 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
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<td>PATRICK HENRY 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/PRIVATE REP</td>
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<tr>
<td>REV. ROBERT BACHELDER 300 HOWARD STREET FRAMINGHAM, MA 01702</td>
<td>DIRECTOR/PRIVATE REP</td>
</tr>
<tr>
<td>Name and Address</td>
<td>Title</td>
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<tr>
<td>------------------------------------------------------</td>
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</tr>
<tr>
<td>Kathleen A. Lavezzo</td>
<td>Director/Citizen Rep</td>
</tr>
<tr>
<td>300 Howard Street</td>
<td></td>
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<td>Framingham, MA 01702</td>
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<tr>
<td>Kassia Pereira</td>
<td>Director/Citizen Rep</td>
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<tr>
<td>Kim Battle</td>
<td>Director/Citizen Rep</td>
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<td>300 Howard Street</td>
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<tr>
<td>Cara Tirrell</td>
<td>Director/Public Rep</td>
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<tr>
<td>Joan Rastani</td>
<td>Director/Public Rep</td>
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<td></td>
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<tr>
<td>Steve Penna</td>
<td>Director/Private Rep</td>
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<tr>
<td>300 Howard Street</td>
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<td>Framingham, MA 01702</td>
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<td></td>
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<tr>
<td>Heather Holt</td>
<td>Director/Citizen Rep</td>
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<tr>
<td>300 Howard Street</td>
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<td>Framingham, MA 01702</td>
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<td></td>
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</tr>
<tr>
<td>NAME</td>
<td>AREA OF RESPONSIBILITY</td>
</tr>
<tr>
<td>-----------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>JOHN R. ARSENEAULT</td>
<td>RESPONSIBLE FOR CUSTODY OF FUNDS</td>
</tr>
<tr>
<td>JAMES T. CUDDY</td>
<td>RESPONSIBLE FOR DISTRIBUTION OF FUNDS</td>
</tr>
<tr>
<td>JAMES T. CUDDY</td>
<td>RESPONSIBLE FOR FUNDRAISING</td>
</tr>
<tr>
<td>JOHN R. ARSENEAULT</td>
<td>CUSTODY OF FINANCIAL RECORDS</td>
</tr>
<tr>
<td>JAMES T. CUDDY</td>
<td>AUTHORIZED TO SIGN CHECKS</td>
</tr>
<tr>
<td>JOHN R. ARSENEAULT</td>
<td>AUTHORIZED TO SIGN CHECKS</td>
</tr>
</tbody>
</table>

300 HOWARD STREET, FRAMINGHAM, MA 01702
<table>
<thead>
<tr>
<th>Name</th>
<th>Area of Responsibility</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charles Gagnon</td>
<td>Authorized to sign checks</td>
</tr>
<tr>
<td>Margaret H. Davitt</td>
<td>Authorized to sign checks</td>
</tr>
<tr>
<td>Jeffrey S. Handler</td>
<td>Authorized to sign checks</td>
</tr>
<tr>
<td>Rene Kahlau</td>
<td>Authorized to sign checks</td>
</tr>
</tbody>
</table>

Address

300 Howard Street, Framingham, MA 01702
20. Has this organization or any of its officers, directors, or employees:
   If yes, please attach an explanation.
   (a) Been enjoined or otherwise prohibited by a government agency/court from operating
       or soliciting contributions?  □ Yes  □ No
   (b) Ever been refused registration or had its registration or tax exemption denied, suspended,
       modified or revoked by a governmental agency?  □ Yes  □ No
   (c) Been the subject of a proceeding regarding any solicitation or registration?  □ Yes  □ No
   (d) Entered into a voluntary agreement of compliance or consent judgment with any government
       agency or in a case before a court or administrative agency?  □ Yes  □ No

21. Have any restrictions been removed during the year from donor-restricted funds?
   If yes, please attach an explanation.
   □ Yes  □ No

22. Have donor-restricted funds been loaned to unrestricted funds?
   If yes, please attach an explanation.
   □ Yes  □ No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (see instructions and definition sections). Report only if payments made or promised to any individual are in excess of four months salary or $100,000, whichever dollar amount is less.
   (a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described
       in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above?  □ Yes  □ No
   (b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing
       such an agreement?  □ Yes  □ No

If you answered yes for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.
24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a “Related Party” and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver of interest not otherwise reported).

*If the answer to any part of Question 24 is yes, attach a schedule stating the name and address of the related party, the nature of the transaction, the value or the amounts involved in the transaction, and the procedure followed in authorizing the transaction.*

<table>
<thead>
<tr>
<th>During the year:</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Has your organization sold or transferred assets to or purchased assets from or exchanged assets with a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>B. Has your organization leased assets to or leased assets from a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>C. Has your organization been indebted to a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>D. Has your organization allowed a related party to be indebted to it?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>E. Has your organization made or held an investment in a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>F. Has your organization furnished goods, services, or facilities to a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>G. Has your organization acquired goods, services, or facilities from a related party who received compensation or other value in return?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>H. Has your organization paid or became obligated to pay wages, salary, or other compensation to a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>I. Has your organization transferred income or assets to or for use by a related party?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>J. Was your organization a party to any transaction in which any of its officers, directors, or trustees has a material financial interest, or did any officer, director, or trustee receive anything of value not reported as compensation?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>K. Has your organization invested in any corporate stock of a company in which any officer, director, or trustee owns more than 10% of the outstanding shares?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>L. Is any property of the organization held in the name of or commingled with the property of any other person or organization?</td>
<td>☑ Yes ☑ No</td>
</tr>
<tr>
<td>M. Did your organization make a grant award or contribution to any other organization in which any of this organization’s officers, directors, or trustees has a relationship?</td>
<td>☑ Yes ☑ No</td>
</tr>
</tbody>
</table>
FORM MA PC, QUESTION 24(b):

South Middlesex Opportunity Council, Inc. leased office space from South Middlesex Non-profit Housing Corporation. At year ended June 30, 2012, South Middlesex Opportunity Council, Inc. incurred rental expense of $968,123.

FORM MA PC, QUESTION 24(c/d):


All significant intercompany account balances and transactions have been eliminated in combination. Advances are provided in the normal course of operations within the related party group on more favorable terms that could be obtained from an outside lender. No interest or set payment schedules are required.

FORM MA PC, QUESTION 24(e):

South Middlesex Opportunity Council, Inc. indirectly owns 90% of Freedom Village LLC through a wholly-owned subsidiary, South Middlesex Non-Profit Housing Corporation, Inc. Freedom Village LLC will provide low income and affordable housing.

FORM MA PC, QUESTION 24(f):

SMOC charges management fees to its affiliated corporations for administrative services and space provided during the year, which have been eliminated in combination.

For the year ended June 30, 2012, SMOC received $141,581, $120,000 and $125,553 in management fees from Open Pantry Community Services, Inc., South Middlesex Non-Profit Housing Corporation, Inc., and Worcester Public Inebriate Program, Inc., respectively.

FORM MA PC, QUESTION 24(g):

A member of the Organization's board of directors (James Hanrahan) is a partner in a law firm (Bowditch & Dewey, LLP) that represents the South Middlesex Opportunity Council, Inc. (“SMOC”) and Affiliates (South Middlesex Non-Profit Housing Corporation, Framingham Community Land Trust, Inc., South Middlesex Opportunity Properties, Inc., Worcester Public Inebriate Program, Inc., P.I.P. Foundation, Inc., Chandler 237 Realty, Inc., and Martin Luther King, Jr. Business Empowerment Center) (The “Organization”). During the year ended June 30, 2012, legal fees incurred by the Organization to this firm totaled $847,744 which is net of discounts totaling $210,212. In addition, the law firm provided donated services in its capacity as general counsel to the Organization totaling $40,000 in fiscal year 2012. Amounts included in
accrued expenses and accounts payable relating to these transactions totaled $482,825 as of June 30, 2012.

A member (Bruce Hulme) of the Organization’s board of directors is an employee of a family owned insurance agency (Fitts Insurance Agency) that is a member of a consortium which provides services to the Organization. During the year ended June 30, 2012, the Organization incurred $509,806 in insurance expense for policies serviced by the consortium.

An officer (Paul Prior) of a bank with whom the Organization is indebted through various loan agreements is also a member of the board of directors. Middlesex Savings provide business banking services in the form of checking, sweep and mortgage accounts. An employee of each bank is on the board of SMOC.

All fees paid for services rendered were reviewed during the audit. They were judged to appear reasonable and appropriate in the normal course of business at market rates. Business policies and procedures were consistent and applied in connection with aforementioned transactions.

All related party transactions have been duly reviewed and noted in the audited financial statements of the organizations. An unqualified opinion was given for the year ended June 30, 2012.

**FORM MA PC, QUESTION 24(h):**

See Form 990, Part VII.
Signature Required

Under penalty of perjury, I declare that the information furnished in this report, including all attachments, is true and correct to the best of my knowledge.

Signature: __________________________________________ Date: ________________

Printed Name: JOHN R. ARSENEAULT

Title: CFO

Name of Preparer: MCGLADREY LLP

Address 80 CITY SQUARE

City BOSTON State MA ZIP Code 02129-3742

Phone Number 617-912-9000
List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.


Types of solicitation activities in which you expect to engage (check all that apply):

<table>
<thead>
<tr>
<th>Activity</th>
<th>Method</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mass Mailing</td>
<td>X Via the Internet</td>
</tr>
<tr>
<td>Door-to-door</td>
<td>X Raffle, beano, bingo or gaming event</td>
</tr>
<tr>
<td>Entertainment event</td>
<td>X Sale of goods other than by telephone</td>
</tr>
<tr>
<td>Telemarketing without sale of goods or ads</td>
<td>Individual Mailings</td>
</tr>
<tr>
<td>Telemarketing with sale of goods</td>
<td>Corporate solicitations</td>
</tr>
<tr>
<td>Telemarketing with sale of ads</td>
<td>Grant Proposals</td>
</tr>
</tbody>
</table>

Other (specify): ________________________________

Identify the method or methods you expect to use for the fundraising (check all that apply):

<table>
<thead>
<tr>
<th>Method</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Professional solicitor*</td>
<td></td>
</tr>
<tr>
<td>Own employees</td>
<td>X</td>
</tr>
<tr>
<td>Professional fundraising counsel*</td>
<td></td>
</tr>
<tr>
<td>Volunteers</td>
<td>X</td>
</tr>
<tr>
<td>Commercial co-venturer*</td>
<td></td>
</tr>
</tbody>
</table>

* Provide applicable names and addresses:

Professional Solicitor Name: ________________________________

Address ________________________________

City ________________________________ State ________________________________ ZIP Code ________________________________

Professional Fundraising Counsel Name: ________________________________

Address ________________________________

City ________________________________ State ________________________________ ZIP Code ________________________________

Commercial Co-Venturer Name: ________________________________

Address ________________________________

City ________________________________ State ________________________________ ZIP Code ________________________________
Identify the individuals who will have final responsibility for the charity’s custody of contributions:

JOHN R. ARSENEAULT
Name and Title: CFO
Address: 300 HOWARD STREET
City: FRAMINGHAM State: MA ZIP Code: 01702

Identify the individuals who will have final responsibility for the charity’s distribution of contributions:

JAMES T. CUDDY
Name and Title: EXECUTIVE DIRECTOR
Address: 300 HOWARD STREET
City: FRAMINGHAM State: MA ZIP Code: 01702
SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC  04-2389659
Schedule A-2
Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

List any names which will be used by the organization in connection with the solicitation of funds, other than the official name which appears on page 1.

________________________________________________________________________________________________________________________________________________________

Types of solicitation activities in which you expect to engage (check all that apply):

<table>
<thead>
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<td>X</td>
</tr>
<tr>
<td>Other (specify):</td>
<td></td>
</tr>
</tbody>
</table>

Identify the method or methods you expect to use for the fundraising (check all that apply):

<table>
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<tr>
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</tr>
<tr>
<td>Commercial co-venturer*</td>
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</tr>
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</table>

* Provide applicable names and addresses:

Professional Solicitor Name: ____________________________
Address ____________________________________________
City ____________________________ State ___________ ZIP Code ___________

Professional Fundraising Counsel Name: ____________________________
Address ____________________________________________
City ____________________________ State ___________ ZIP Code ___________

Commercial Co-Venturer Name: ____________________________
Address ____________________________________________
City ____________________________ State ___________ ZIP Code ___________
Identify the individuals who will have final responsibility for the charity’s custody of contributions:

**JOHN R. ARSENEAULT**

Name and Title: **CFO**

Address: 300 HOWARD STREET

City: FRAMINGHAM  State: MA  ZIP Code: 01702

Identify the individuals who will have final responsibility for the charity’s distribution of contributions:

**JAMES T. CUDDY**

Name and Title: **EXECUTIVE DIRECTOR**

Address: 300 HOWARD STREET

City: FRAMINGHAM  State: MA  ZIP Code: 01702
Certification by Organization

Two different signatures required. Signers must be organization president or other authorized officer or trustee.

Under penalty of perjury, we declare that the information furnished in this report, including all attachments, is true and correct to the best of our knowledge.

Signature: ___________________________ Date: _______________

Print Name: JOHN R. ARSENEAULT

Title: CFO

Signature: ___________________________ Date: _______________

Print Name: ___________________________

Title: ________________________________
1. Please read the instructions and definition of “Related Organization” carefully before completing this section. *(If you have more than five Related Organizations, please attach a list.)*

<table>
<thead>
<tr>
<th>Name</th>
<th>Primary purpose or activity</th>
<th>FYE</th>
<th>A. Donor restricted funds (liabilities)</th>
<th>B. 3rd party restricted funds (liabilities)</th>
<th>C. Unrestricted funds (liabilities)</th>
<th>D. Total net assets (A+B+C)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>SMOP, INC.</strong></td>
<td><strong>HUD PROJECT</strong></td>
<td><strong>06/30/12</strong></td>
<td><strong>119,202.</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>FRAMINGHAM COM. LAND TRUST</strong></td>
<td><strong>COMMUNITY PROGRAMS</strong></td>
<td><strong>06/30/12</strong></td>
<td><strong>100,000.</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>WORCESTER P.I.P., INC.</strong></td>
<td><strong>TEMPORARY SHELTER</strong></td>
<td><strong>06/30/12</strong></td>
<td><strong>-658,321.</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>P.I.P. FOUNDATION, INC.</strong></td>
<td><strong>HOLD REAL ESTATE FOR PIP</strong></td>
<td><strong>06/30/12</strong></td>
<td><strong>900,671.</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>OPEN PANTRY COMMUNITY SVCS</strong></td>
<td><strong>FOOD PANTRY</strong></td>
<td><strong>06/30/12</strong></td>
<td><strong>208,889.</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
1. Please read the instructions and definition of “Related Organization” carefully before completing this section. (If you have more than five Related Organizations, please attach a list.)

<table>
<thead>
<tr>
<th>Name: FREEDOM VILLAGE, LLC</th>
<th>Primary purpose or activity: LOW INCOME HOUSING</th>
</tr>
</thead>
<tbody>
<tr>
<td>FYE</td>
<td></td>
</tr>
<tr>
<td>06/30/12</td>
<td></td>
</tr>
<tr>
<td>A. Donor restricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>B. 3rd party restricted</td>
<td></td>
</tr>
<tr>
<td>funds (·) liabilities</td>
<td></td>
</tr>
<tr>
<td>C. Unrestricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>D. Total net assets</td>
<td>(A+B+C)</td>
</tr>
<tr>
<td></td>
<td>4,397,888.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name: SMNPH, INC.</th>
<th>Primary purpose or activity: LOW INCOME HOUSING</th>
</tr>
</thead>
<tbody>
<tr>
<td>FYE</td>
<td></td>
</tr>
<tr>
<td>06/30/12</td>
<td></td>
</tr>
<tr>
<td>A. Donor restricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>B. 3rd party restricted</td>
<td></td>
</tr>
<tr>
<td>funds (·) liabilities</td>
<td></td>
</tr>
<tr>
<td>C. Unrestricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>D. Total net assets</td>
<td>(A+B+C)</td>
</tr>
<tr>
<td></td>
<td>7,022,283.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name: MLK BUSINESS EMPOWERMENT CTR.</th>
<th>Primary purpose or activity: BUSINESS COMMUNITY ADVANCEMENT</th>
</tr>
</thead>
<tbody>
<tr>
<td>FYE</td>
<td></td>
</tr>
<tr>
<td>06/30/12</td>
<td></td>
</tr>
<tr>
<td>A. Donor restricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>B. 3rd party restricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>C. Unrestricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>D. Total net assets</td>
<td>(A+B+C)</td>
</tr>
<tr>
<td></td>
<td>-104,274.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Name: CHANDLER 237 REALTY, INC.</th>
<th>Primary purpose or activity: HOLD REAL ESTATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>FYE</td>
<td></td>
</tr>
<tr>
<td>06/30/12</td>
<td></td>
</tr>
<tr>
<td>A. Donor restricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>B. 3rd party restricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>C. Unrestricted funds</td>
<td></td>
</tr>
<tr>
<td>(·) liabilities</td>
<td></td>
</tr>
<tr>
<td>D. Total net assets</td>
<td>(A+B+C)</td>
</tr>
<tr>
<td></td>
<td>114,013.</td>
</tr>
</tbody>
</table>
Schedule RO ctd.

2. List the total compensation paid by your organization and/or any other related organization to your chief executive (e.g. executive director) and to the four other current or former directors, trustees, officers, or employees within the system of related organizations identified at question 1, above, receiving the highest aggregate compensation (see instructions). Use additional lines below to itemize by compensation source.

<table>
<thead>
<tr>
<th>Name</th>
<th>Title</th>
<th>Income Source</th>
<th>Salary and Other Income</th>
<th>Benefits Plan</th>
<th>Other Compensation</th>
</tr>
</thead>
<tbody>
<tr>
<td>James T. Cuddy</td>
<td>Executive Director</td>
<td>SMOC, INC.</td>
<td>254,225.</td>
<td>37,268.</td>
<td></td>
</tr>
<tr>
<td>Charles Gagnon</td>
<td>COO</td>
<td>SMOC, INC.</td>
<td>150,097.</td>
<td>33,308.</td>
<td></td>
</tr>
<tr>
<td>John R. Arsenault</td>
<td>CFO</td>
<td>SMOC, INC.</td>
<td>111,201.</td>
<td>32,231.</td>
<td></td>
</tr>
<tr>
<td>Jeffrey M. Palacios</td>
<td>Medical Director</td>
<td>SMOC, INC.</td>
<td>109,183.</td>
<td>11,399.</td>
<td></td>
</tr>
<tr>
<td>Jeffrey S. Handler</td>
<td>Division Director</td>
<td>SMOC, INC.</td>
<td>106,106.</td>
<td>35,468.</td>
<td></td>
</tr>
</tbody>
</table>

3. Is asset and/or compensation information for religious organizations and/or certain non-charitable entities related to foundations excluded pursuant to instructions?  
   □ Yes  ☒ No
Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

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

For the 2011 calendar year, or tax year beginning JUL 1, 2011 and ending JUN 30, 2012

Name of organization: SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC

Employer identification number: 04-2389659

Gross receipts: $62,478,044

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.

Signature of officer: JOHN R. ARSENEAULT, CFO

Date: JUL 1, 2011

Preparer's signature: LYNNE JOHNSON

Firm's name: MCGLADREY LLP

Firm's address: 80 CITY SQUARE

Phone no.: 617-912-9000

PTIN: 00757336

Use Only

Form 990 (2011)
Briefly describe the organization's mission:
TO IMPROVE THE QUALITY OF LIFE OF LOW-INCOME AND DISADVANTAGED INDIVIDUALS AND FAMILIES BY ADVOCATING FOR THEIR NEEDS AND RIGHTS; PROVIDING SERVICES; EDUCATING THE COMMUNITY; BUILDING A COMMUNITY OF SUPPORT; PARTICIPATING IN COALITIONS WITH OTHER ADVOCATES AND

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
If "Yes," describe these new services on Schedule O.

Did the organization cease conducting, or make significant changes in how it conducts, any program services? ________________________________ ☐ Yes ☐ No
If "Yes," describe these changes on Schedule O.

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 and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

ENERGY AND FINANCIAL ASSISTANCE - PROVIDES FUEL, ENERGY AND RENTAL ASSISTANCE TO LOW INCOME PEOPLE IN ORDER TO HELP THEM AFFORD THE RISING COST OF UTILITIES, RENT AND OTHER COSTS OF LIVING.

ADVOCACY PROGRAM - PROVIDE INDIVIDUALS WITH ACCESS TO RESOURCES THAT ENABLE THEM TO BECOME FINANCIALLY SELF-SUFFICIENT AND ECONOMICALLY INDEPENDENT.

EDUCATION AND CHILD CARE - ADVOCACY DAYCARE IN A HEALTHY, SAFE AND LOVING ENVIRONMENT WHICH IS CONDUCTIVE TO LEARNING AND GROWTH, TO CHILDREN WHOSE PARENTS NEED FULL-TIME CARE TO PURSUE EMPLOYMENT.

Other program services (Describe in Schedule O.)

Total program service expenses ▶ $58,970,238.
### Part IV Checklist of Required Schedules

1. Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)?
   - Yes: complete Schedule A
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

2. Is the organization required to complete Schedule B, Schedule of Contributors?
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

3. Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

4. **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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? If "Yes," complete Schedule C, Part III
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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? If "Yes," complete Schedule D, Part I
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

7. Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

8. Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

9. Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

10. Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V
    - Yes: 
    - No: 
    | Yes | No |
    |-----|----|
    | 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? If "Yes," complete Schedule D, Part VI
      - Yes: 
      - No: 
      | Yes | No |
      |-----|----|
      | 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? If "Yes," complete Schedule D, Part VII
      - Yes: 
      - No: 
      | Yes | No |
      |-----|----|
      | 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? If "Yes," complete Schedule D, Part VIII
      - Yes: 
      - No: 
      | Yes | No |
      |-----|----|
      | 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? If "Yes," complete Schedule D, Part IX
      - Yes: 
      - No: 
      | Yes | No |
      |-----|----|
      | X   |    |

   e. Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X
      - Yes: 
      - No: 
      | Yes | No |
      |-----|----|
      | 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)? If "Yes," complete Schedule D, Part X
      - Yes: 
      - No: 
      | Yes | No |
      |-----|----|
      | X   |    |

12a. Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

12b. Was the organization included in consolidated, independent audited financial statements for the tax year?
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

13. Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

14a. Did the organization maintain an office, employees, or agents outside of the United States?
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

14b. 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? If "Yes," complete Schedule F, Parts I and IV
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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? If "Yes," complete Schedule F, Parts II and IV
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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? If "Yes," complete Schedule F, Parts III and IV
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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? If "Yes," complete Schedule G, Part I
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

18. Did the organization report more than $15,000 of expenses for fundraising campaign services on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

19. Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

20a. Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

20b. If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?
   - Yes: 
   - No: 
<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>
**Part IV Checklist of Required Schedules**

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>21Did 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? If “Yes,” complete Schedule I, Parts I and II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>22Did 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? If “Yes,” complete Schedule I, Parts I and III</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>23Did 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? If “Yes,” complete Schedule J</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>24aDid 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? If “Yes,” answer lines 24b through 24d and complete Schedule K. If “No”, go to line 25</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>bDid the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>cDid the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>dDid the organization act as an “on behalf of” issuer for bonds outstanding at any time during the year?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>25aSection 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If “Yes,” complete Schedule L, Part I</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>bIs 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? If “Yes,” complete Schedule L, Part II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>26Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization’s tax year? If “Yes,” complete Schedule L, Part II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>27Did 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? If “Yes,” complete Schedule L, Part III</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>28Was 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):</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>a A current or former officer, director, trustee, or key employee? If “Yes,” complete Schedule L, Part IV</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b A family member of a current or former officer, director, trustee, or key employee? If “Yes,” complete Schedule L, Part IV</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>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? If “Yes,” complete Schedule L, Part IV</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>29Did the organization receive more than $25,000 in non-cash contributions? If “Yes,” complete Schedule M</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>30Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If “Yes,” complete Schedule M</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>31Did the organization liquidate, terminate, or dissolve and cease operations?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>32Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If “Yes,” complete Schedule N, Part II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>33Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If “Yes,” complete Schedule N, Part II</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>34Was the organization related to any tax-exempt or taxable entity?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>35aDid the organization have a controlled entity within the meaning of section 512(b)(13)?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>36Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>37Did 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?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19?</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

*Note. All Form 990 filers are required to complete Schedule O*
### Part V Statements Regarding Other IRS Filings and Tax Compliance

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

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Enter the number reported in Box 3 of Form 1096. Enter 0 if not applicable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>1b Enter the number of Forms W-2G included in line 1a. Enter 0 if not applicable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a 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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>3a Did the organization have unrelated business gross income of $1,000 or more during the year?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; has it filed a Form 990-T for this year? If &quot;No,&quot; provide an explanation in Schedule O</td>
<td></td>
<td></td>
</tr>
<tr>
<td>4a 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)?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; enter the name of the foreign country:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c If &quot;Yes,&quot; to line 5a or 5b, did the organization file Form 8886-?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6a 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?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Organizations that may receive deductible contributions under section 170(c).</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a 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?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; did the organization notify the donor of the value of the goods or services provided?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d If &quot;Yes,&quot; indicate the number of Forms 8282 filed during the year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Sponsoring organizations maintaining donor advised funds.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Did the organization make any taxable distributions under section 4966?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Did the organization make a distribution to a donor, donor advisor, or related person?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>10 Section 501(c)(7) organizations. Enter:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Initiation fees and capital contributions included on Part VIII, line 12</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities</td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Section 501(c)(12) organizations. Enter:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Gross income from members or shareholders</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; enter the amount of tax-exempt interest received or accrued during the year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Section 501(c)(29) qualified nonprofit health insurance issuers.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Is the organization licensed to issue qualified health plans in more than one state?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>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</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Enter the amount of reserves on hand</td>
<td></td>
<td></td>
</tr>
<tr>
<td>14a Did the organization receive any payments for indoor tanning services during the tax year?</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If &quot;Yes,&quot; has it filed a Form 720 to report these payments? If &quot;No,&quot; provide an explanation in Schedule O</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Section A. Governing Body and Management

1a Enter the number of voting members of the governing body at the end of the tax year

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>23</td>
<td></td>
</tr>
</tbody>
</table>

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.

b Enter the number of voting members included in line 1a, above, who are independent

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1b</td>
<td>22</td>
<td></td>
</tr>
</tbody>
</table>

2 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?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>2</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

3 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?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>3</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>4</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

5 Did the organization become aware during the year of a significant diversion of the organization’s assets?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>5</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

6 Did the organization have members or stockholders?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>6</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

7a 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?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>7a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>7b</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:

a The governing body?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>8a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

b Each committee with authority to act on behalf of the governing body?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>8b</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

9 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.

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>9</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

Section B. Policies

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

10a Did the organization have local chapters, branches, or affiliates?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>10a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>10b</td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>11a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

b Describe in Schedule O the process, if any, used by the organization to review this Form 990.

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>11b</td>
<td></td>
<td>X</td>
</tr>
</tbody>
</table>

12a Did the organization have a written conflict of interest policy? If "No," go to line 13

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>12a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>12b</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>12c</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

13 Did the organization have a written whistleblower policy?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>13</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

14 Did the organization have a written document retention and destruction policy?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>14</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

15 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?

a The organization’s CEO, Executive Director, or top management official

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>15a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

b Other officers or key employees of the organization

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>15b</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).

16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>16a</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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?

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>16b</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>

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

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:

JOHN R. ARSENEAULT, CFO - (508) 620-2648
300 HOWARD STREET, FRAMINGHAM, MA 01702
### 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.

<table>
<thead>
<tr>
<th>(A)</th>
<th>Name and Title</th>
<th>(B) Average hours per week:</th>
<th>(C) Position:</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC):</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC):</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations:</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)</td>
<td><strong>BRUCE HULME</strong></td>
<td>3.00 X X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(2)</td>
<td><strong>ISABEL HARRISON</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(3)</td>
<td><strong>PAUL PRIOR</strong></td>
<td>3.00 X X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(4)</td>
<td><strong>DOROTHY KENNEDY</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(5)</td>
<td><strong>PAMULA ZICKO</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(6)</td>
<td><strong>LAWRENCE SCULT</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(7)</td>
<td><strong>JEFFREY FISHMAN</strong></td>
<td>3.00 X X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(8)</td>
<td><strong>ROBERT KAYS</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(9)</td>
<td><strong>LARRY KAPLAN, M.D.</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(10)</td>
<td><strong>BRIAN CHANDLEY</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(11)</td>
<td><strong>YVONNE B. BROWN</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(12)</td>
<td><strong>PATRICIA GREELEY</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(13)</td>
<td><strong>RON ORDWAY</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(14)</td>
<td><strong>JOSE LEMOS, PH.D.</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(15)</td>
<td><strong>CARL MCCARTHY</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(16)</td>
<td><strong>KENNETH CANDITO</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(17)</td>
<td><strong>JIM SHAY</strong></td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
</tbody>
</table>
**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

<table>
<thead>
<tr>
<th>(A)</th>
<th>(B)</th>
<th>(C)</th>
<th>(D)</th>
<th>(E)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Name and title</strong></td>
<td><strong>Average hours per week</strong></td>
<td><strong>Position</strong></td>
<td><strong>Reportable compensation from the organization</strong></td>
<td><strong>Reportable compensation from related organizations</strong></td>
</tr>
<tr>
<td></td>
<td><strong>(do not check more than one box, unless person is both an officer and a director/trustee)</strong></td>
<td></td>
<td><strong>(W-2/1099-MISC)</strong></td>
<td><strong>(W-2/1099-MISC)</strong></td>
</tr>
<tr>
<td>(18) RUTH HIBBARD</td>
<td>1.00 X</td>
<td>DIRECTOR/CITIZEN REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(19) HUGO HOLLEOROTH</td>
<td>1.00 X</td>
<td>DIRECTOR/CITIZEN REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(20) RICHARD TWOMEE</td>
<td>1.00 X</td>
<td>DIRECTOR/PUBLIC REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(21) PATRICK HENRY</td>
<td>1.00 X</td>
<td>DIRECTOR/PRIVATE REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(22) REV. ROBERT BACHELDER</td>
<td>1.00 X</td>
<td>DIRECTOR/PRIVATE REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(23) KATHLEEN A. LAVEZZO</td>
<td>1.00 X</td>
<td>DIRECTOR/CITIZEN REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(24) KASSIA PEREIRA</td>
<td>1.00 X</td>
<td>DIRECTOR/CITIZEN REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(25) KIM BATTLE</td>
<td>1.00 X</td>
<td>DIRECTOR/CITIZEN REP</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>(26) CARA TIRRELL</td>
<td>1.00 X</td>
<td>DIRECTOR/PUBLIC REP</td>
<td>0.</td>
<td>0.</td>
</tr>
</tbody>
</table>

**Sub-total** | | | 0. | 0. |

**Total from continuation sheets to Part VII, Section A** | | | **832,778.** | **0. 172,892.** |

**Total (add lines 1b and 1c)** | | | **832,778.** | **0. 172,892.** |

---

**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.

<table>
<thead>
<tr>
<th>(A)</th>
<th>(B)</th>
<th>(C)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Name and business address</strong></td>
<td><strong>Description of services</strong></td>
<td><strong>Compensation</strong></td>
</tr>
<tr>
<td>LANDMARK STRUCTURES CORP.</td>
<td>CONSTRUCTION</td>
<td>1,276,741.</td>
</tr>
<tr>
<td>282 MONTVALE AVE., WOBURN, MA 01801</td>
<td></td>
<td></td>
</tr>
<tr>
<td>RETROTEC INSULATION</td>
<td>WEATHERIZATION</td>
<td>516,344.</td>
</tr>
<tr>
<td>P.O. BOX 268, SLATERSVILLE, RI 02876</td>
<td>REPAIRS</td>
<td></td>
</tr>
<tr>
<td>BOWDITCH &amp; DEWEY, 175 CROSSING BLVD., SUITE 500, FRAMINGHAM, MA 01702</td>
<td>LEGAL SERVICES</td>
<td>448,787.</td>
</tr>
<tr>
<td>ADVANCED WINDOWS</td>
<td>WEATHERIZATION</td>
<td>348,120.</td>
</tr>
<tr>
<td>507 CRESCENT STREET, BROCKTON, MA 02402</td>
<td>REPAIRS</td>
<td></td>
</tr>
<tr>
<td>MICHAEL MCMAHON</td>
<td></td>
<td>300,120.</td>
</tr>
<tr>
<td>19 FIELDSTONE WAY, PLYMOUTH, MA 02360</td>
<td>CONSTRUCTION</td>
<td></td>
</tr>
</tbody>
</table>

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** | | 12 |

SEE PART VII, SECTION A CONTINUATION SHEETS
<table>
<thead>
<tr>
<th>(A) Name and title</th>
<th>(B) Average hours per week</th>
<th>(C) Position (check all that apply)</th>
<th>(D) Reportable compensation from the organization (W-2/1099-MISC)</th>
<th>(E) Reportable compensation from related organizations (W-2/1099-MISC)</th>
<th>(F) Estimated amount of other compensation from the organization and related organizations</th>
</tr>
</thead>
<tbody>
<tr>
<td>(27) JOAN RASTANI</td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>DIRECTOR/PUBLIC REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(28) STEVE PENNA</td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>DIRECTOR/PRIVATE REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(29) HEATHER HOLT</td>
<td>1.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>DIRECTOR/CITIZEN REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(30) JAMES D. HANRAHAN</td>
<td>3.00 X</td>
<td></td>
<td>0.</td>
<td>0.</td>
<td>0.</td>
</tr>
<tr>
<td>CLERK/DIR/PRIVATE REP</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(31) JAMES T. CUDDY</td>
<td>35.00 X</td>
<td></td>
<td>254,225.</td>
<td>0.</td>
<td>37,268.</td>
</tr>
<tr>
<td>EXECUTIVE DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(32) JOHN R. ARSENEAULT</td>
<td>35.00 X</td>
<td></td>
<td>111,201.</td>
<td>0.</td>
<td>32,231.</td>
</tr>
<tr>
<td>CPO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(33) CHARLES GAGNON</td>
<td>35.00 X</td>
<td></td>
<td>150,097.</td>
<td>0.</td>
<td>33,308.</td>
</tr>
<tr>
<td>COO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(34) JEFFREY S. HANDLER</td>
<td>35.00 X</td>
<td></td>
<td>106,106.</td>
<td>0.</td>
<td>35,468.</td>
</tr>
<tr>
<td>DIVISION DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(35) JEFFREY M. PALACIOS</td>
<td>35.00 X</td>
<td></td>
<td>109,183.</td>
<td>0.</td>
<td>11,399.</td>
</tr>
<tr>
<td>MEDICAL DIRECTOR</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(36) RENE L. KAHLAU</td>
<td>35.00 X</td>
<td></td>
<td>101,966.</td>
<td>0.</td>
<td>23,218.</td>
</tr>
<tr>
<td>CHIEF OF STAFF</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total to Part VII, Section A, line 1c: 832,778. 172,892.
## Part VIII Statement of Revenue

<table>
<thead>
<tr>
<th>(A) Total revenue</th>
<th>(B) Related or exempt function revenue</th>
<th>(C) Unrelated business revenue</th>
<th>(D) Revenue excluded from tax under sections 512, 513, or 514</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Federated campaigns</td>
<td>183,974.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Membership dues</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Fundraising events</td>
<td>84,748.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Related organizations</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Government grants (contributions)</td>
<td>127,540.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>f All other contributions, gifts, grants, and similar amounts not included above</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Noncash contributions included in lines 1a-1f</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>h Total. Add lines 1a-1f</td>
<td>396,262.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Contributions, Gifts, Grants and Other Similar Amounts

| a | GOV. FEES AND CONTRACT | 900099 | 56,391,296. | 56,391,296. |
| b | THIRD PARTY BILLINGS | 900099 | 3326057. | 3326057. |
| c | TUITION INCOME | 611600 | 371,479. | 371,479. |
| d | CLIENT FEES REVENUE | 900099 | 278,501. | 278,501. |
| e | RENTAL INCOME | 532000 | 33,379. | 33,379. |
| f | All other program service revenue |  |  |  |
| g Total. Add lines 2a-2f | 60,400,712. |  |  |

### Program Service Revenue

| 3 | Investment income (including dividends, interest, and other similar amounts) |  | 1,327. | 1,327. |
| 4 | Income from investment of tax-exempt bond proceeds |  |  |  |
| 5 | Royalties |  |  |  |

### Business Code

<table>
<thead>
<tr>
<th>(i) Real</th>
<th>(ii) Personal</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross rents</td>
<td></td>
</tr>
<tr>
<td>Less: rental expenses</td>
<td></td>
</tr>
<tr>
<td>Rental income or (loss)</td>
<td></td>
</tr>
<tr>
<td>Net rental income or (loss)</td>
<td></td>
</tr>
</tbody>
</table>

### Other Revenue

| a | Gross amount from sales of assets other than inventory |  |  |
| b | Less: cost or other basis and sales expenses |  |  |
| c | Gain or (loss) |  |  |
| d | Net gain or (loss) |  |  |

### Business Code

<table>
<thead>
<tr>
<th>(i) Securities</th>
<th>(ii) Other</th>
</tr>
</thead>
<tbody>
<tr>
<td>Gross income from fundraising events</td>
<td></td>
</tr>
<tr>
<td>Part IV, line 18</td>
<td></td>
</tr>
<tr>
<td>Less: direct expenses</td>
<td></td>
</tr>
<tr>
<td>Net income or (loss) from fundraising events</td>
<td></td>
</tr>
</tbody>
</table>

### Revenue from Gaming Activities

| a | Gross income from gaming activities. See Part IV, line 19 |  |  |
| b | Less: direct expenses |  |  |
| c | Net income or (loss) from gaming activities |  |  |

### Miscellaneous Revenue

| 11a | RWA/SES REVENUE | 900099 | 1191374. | 1191374. |
| b | ADMIN SERVICE REVENUE | 900099 | 245,553. | 245,553. |
| c | MANAGE/MAINTAIN FEE | 900099 | 121,981. | 121,981. |
| d | All other revenue | 900099 | 102,048. | 100,000. |
| e Total. Add lines 11a-11d | 1660956. |  |  |
| 12 | Total revenue. See instructions. | 62,459,257. | 61,814,067. | 0. | 248,928. |
**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) but are not required to complete columns (B), (C), and (D).

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

<table>
<thead>
<tr>
<th>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</th>
<th>(A) Total expenses</th>
<th>(B) Program service expenses</th>
<th>(C) Management and general expenses</th>
<th>(D) Fundraising expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Grants and other assistance to individuals in the United States. See Part IV, line 22</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Benefits paid to or for members</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Compensation of current officers, directors, trustees, and key employees</td>
<td>618,330.</td>
<td>618,330.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 Other salaries and wages</td>
<td>14,573,572.</td>
<td>13,686,256.</td>
<td>887,316.</td>
<td></td>
</tr>
<tr>
<td>8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>9 Other employee benefits</td>
<td>3,549,222.</td>
<td>3,087,705.</td>
<td>461,517.</td>
<td></td>
</tr>
<tr>
<td>10 Payroll taxes</td>
<td>1,072,997.</td>
<td>907,194.</td>
<td>165,803.</td>
<td></td>
</tr>
<tr>
<td>11 Fees for services (non-employees):</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Management</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Legal</td>
<td>193,988.</td>
<td>193,988.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Accounting</td>
<td>65,594.</td>
<td>65,594.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>d Lobbying</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>e Professional fundraising services. See Part IV, line 17</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>f Investment management fees</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>g Other</td>
<td>2,255,929.</td>
<td>1,807,984.</td>
<td>447,945.</td>
<td></td>
</tr>
<tr>
<td>12 Advertising and promotion</td>
<td>34,471.</td>
<td>29,842.</td>
<td>4,629.</td>
<td></td>
</tr>
<tr>
<td>13 Office expenses</td>
<td>182,767.</td>
<td>167,821.</td>
<td>14,946.</td>
<td></td>
</tr>
<tr>
<td>14 Information technology</td>
<td>77,543.</td>
<td>67,534.</td>
<td>10,009.</td>
<td></td>
</tr>
<tr>
<td>15 Royalties</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>16 Occupancy</td>
<td>4,178,842.</td>
<td>4,051,253.</td>
<td>127,589.</td>
<td></td>
</tr>
<tr>
<td>17 Travel</td>
<td>478,584.</td>
<td>441,443.</td>
<td>37,141.</td>
<td></td>
</tr>
<tr>
<td>18 Payments of travel or entertainment expenses for any federal, state, or local public officials</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>19 Conferences, conventions, and meetings</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>20 Interest</td>
<td>38,963.</td>
<td>38,963.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21 Payments to affiliates</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>22 Depreciation, depletion, and amortization</td>
<td>92,524.</td>
<td>11,681.</td>
<td>80,843.</td>
<td></td>
</tr>
<tr>
<td>23 Insurance</td>
<td>200,560.</td>
<td>192,278.</td>
<td>8,282.</td>
<td></td>
</tr>
<tr>
<td>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.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>a CLIENT ASSISTANCE</td>
<td>25,396,292.</td>
<td>25,396,292.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b SUPPLIES</td>
<td>8,566,463.</td>
<td>8,465,166.</td>
<td>101,297.</td>
<td></td>
</tr>
<tr>
<td>c DIETARY</td>
<td>347,624.</td>
<td>340,369.</td>
<td>7,255.</td>
<td></td>
</tr>
<tr>
<td>d TRAINING</td>
<td>213,829.</td>
<td>208,251.</td>
<td>5,578.</td>
<td></td>
</tr>
<tr>
<td>e All other expenses</td>
<td>207,560.</td>
<td>109,169.</td>
<td>97,783.</td>
<td>608.</td>
</tr>
<tr>
<td>25 Total functional expenses. Add lines 1 through 24e</td>
<td>62,345,654.</td>
<td>58,970,238.</td>
<td>3,374,808.</td>
<td>608.</td>
</tr>
<tr>
<td>26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Check here □ if following SOP 98-2 (ASC 958-720)
### Balance Sheet

<table>
<thead>
<tr>
<th>Category</th>
<th>Description</th>
<th>(A) Beginning of year</th>
<th>(B) End of year</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Assets</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>1</td>
<td>Cash - non-interest-bearing</td>
<td>855,134</td>
<td>3,032,074</td>
</tr>
<tr>
<td>2</td>
<td>Savings and temporary cash investments</td>
<td>260,345</td>
<td>296,064</td>
</tr>
<tr>
<td>3</td>
<td>Pledges and grants receivable, net</td>
<td>3</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>Accounts receivable, net</td>
<td>2,850,296</td>
<td>3,033,900</td>
</tr>
<tr>
<td>5</td>
<td>Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>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 instructions)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Notes and loans receivable, net</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Inventories for sale or use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>9</td>
<td>Prepaid expenses and deferred charges</td>
<td>1,936,868</td>
<td>1,936,868</td>
</tr>
<tr>
<td>10</td>
<td>Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D</td>
<td>1,499,033</td>
<td>174,049</td>
</tr>
<tr>
<td>11</td>
<td>Investments - publicly traded securities</td>
<td></td>
<td>437,835</td>
</tr>
<tr>
<td>12</td>
<td>Investments - other securities. See Part IV, line 11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>13</td>
<td>Investments - program-related. See Part IV, line 11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>14</td>
<td>Intangible assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>15</td>
<td>Other assets. See Part IV, line 11</td>
<td></td>
<td></td>
</tr>
<tr>
<td>16</td>
<td><strong>Total assets. Add lines 1 through 15 (must equal line 34)</strong></td>
<td>10,854,674</td>
<td>13,871,821</td>
</tr>
<tr>
<td><strong>Liabilities</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>17</td>
<td>Accounts payable and accrued expenses</td>
<td>3,129,986</td>
<td>2,191,663</td>
</tr>
<tr>
<td>18</td>
<td>Grants payable</td>
<td></td>
<td></td>
</tr>
<tr>
<td>19</td>
<td>Deferred revenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>20</td>
<td>Tax-exempt bond liabilities</td>
<td></td>
<td></td>
</tr>
<tr>
<td>21</td>
<td>Escrow or custodial account liability. Complete Part IV of Schedule D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>22</td>
<td>Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L</td>
<td></td>
<td></td>
</tr>
<tr>
<td>23</td>
<td>Secured mortgages and notes payable to unrelated third parties</td>
<td>35,000</td>
<td>25,000</td>
</tr>
<tr>
<td>24</td>
<td>Unsecured notes and loans payable to unrelated third parties</td>
<td></td>
<td></td>
</tr>
<tr>
<td>25</td>
<td>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</td>
<td>1,462,125</td>
<td>4,327,200</td>
</tr>
<tr>
<td>26</td>
<td><strong>Total liabilities. Add lines 17 through 25</strong></td>
<td>6,648,245</td>
<td>9,007,348</td>
</tr>
<tr>
<td><strong>Net Assets or Fund Balances</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>27</td>
<td>Organizations that follow SFAS 117, check here ▶</td>
<td>4,206,429</td>
<td>4,864,473</td>
</tr>
<tr>
<td>28</td>
<td>Unrestricted net assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>29</td>
<td>Temporarily restricted net assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>30</td>
<td>Permanently restricted net assets</td>
<td></td>
<td></td>
</tr>
<tr>
<td>31</td>
<td>Organizations that do not follow SFAS 117, check here ▶</td>
<td>4,206,429</td>
<td>4,864,473</td>
</tr>
<tr>
<td>32</td>
<td>Capital stock or trust principal, or current funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>33</td>
<td>Paid-in or capital surplus, or land, building, or equipment fund</td>
<td></td>
<td></td>
</tr>
<tr>
<td>34</td>
<td>Retained earnings, endowment, accumulated income, or other funds</td>
<td></td>
<td></td>
</tr>
<tr>
<td>35</td>
<td>Total net assets or fund balances</td>
<td>10,854,674</td>
<td>13,871,821</td>
</tr>
<tr>
<td>36</td>
<td><strong>Total liabilities and net assets/fund balances</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Part XI Reconciliation of Net Assets

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

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (must equal Part VIII, column (A), line 12)</td>
<td>1</td>
<td>$62,459,257.</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (must equal Part IX, column (A), line 25)</td>
<td>2</td>
<td>$62,345,654.</td>
</tr>
<tr>
<td>3</td>
<td>Revenue less expenses. Subtract line 2 from line 1</td>
<td>3</td>
<td>$113,603.</td>
</tr>
<tr>
<td>4</td>
<td>Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))</td>
<td>4</td>
<td>$4,206,429.</td>
</tr>
<tr>
<td>5</td>
<td>Other changes in net assets or fund balances (explain in Schedule O)</td>
<td>5</td>
<td>$544,441.</td>
</tr>
<tr>
<td>6</td>
<td>Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))</td>
<td>6</td>
<td>$4,864,473.</td>
</tr>
</tbody>
</table>

## Part XII Financial Statements and Reporting

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

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Accounting method used to prepare the Form 990: Cash X Accrual Other</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>Were the organization’s financial statements compiled or reviewed by an independent accountant?</td>
<td>2a</td>
<td>X</td>
</tr>
<tr>
<td>2b</td>
<td>Were the organization’s financial statements audited by an independent accountant?</td>
<td>2b</td>
<td>X</td>
</tr>
<tr>
<td>2c</td>
<td>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?</td>
<td>2c</td>
<td>X</td>
</tr>
<tr>
<td>3a</td>
<td>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?</td>
<td>3a</td>
<td>X</td>
</tr>
<tr>
<td>3b</td>
<td>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.</td>
<td>3b</td>
<td>X</td>
</tr>
</tbody>
</table>
### Public Charity Status and Public Support

**2011**

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

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.

---

**Name of the organization**

**SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC**

**Employer identification number**

04-2389659

---

#### Part I Reason for Public Charity Status

(All organizations must complete this part.) See instructions.

<table>
<thead>
<tr>
<th>Reason for Public Charity Status</th>
<th>(All organizations must complete this part.) See instructions.</th>
</tr>
</thead>
<tbody>
<tr>
<td>The organization is not a private foundation because it is:</td>
<td>(For lines 1 through 11, check only one box.)</td>
</tr>
<tr>
<td>1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).</td>
<td></td>
</tr>
<tr>
<td>2 A school described in section 170(b)(1)(A)(ii).</td>
<td></td>
</tr>
<tr>
<td>3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).</td>
<td></td>
</tr>
<tr>
<td>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:</td>
<td></td>
</tr>
<tr>
<td>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).</td>
<td></td>
</tr>
<tr>
<td>6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).</td>
<td></td>
</tr>
<tr>
<td>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).</td>
<td></td>
</tr>
<tr>
<td>8 A community trust described in section 170(b)(1)(A)(vi).</td>
<td></td>
</tr>
<tr>
<td>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.</td>
<td></td>
</tr>
<tr>
<td>10 An organization organized and operated exclusively to test for public safety.</td>
<td></td>
</tr>
<tr>
<td>11 An organization organized and operated exclusively to 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.</td>
<td></td>
</tr>
<tr>
<td>Type I</td>
<td>Type II</td>
</tr>
<tr>
<td>a</td>
<td>b</td>
</tr>
<tr>
<td>e</td>
<td>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).</td>
</tr>
<tr>
<td>f</td>
<td>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</td>
</tr>
<tr>
<td>g</td>
<td>Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?</td>
</tr>
<tr>
<td>(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?</td>
<td></td>
</tr>
<tr>
<td>(ii) A family member of a person described in (i) above?</td>
<td></td>
</tr>
<tr>
<td>(iii) A 35% controlled entity of a person described in (i) or (ii) above?</td>
<td></td>
</tr>
<tr>
<td>h</td>
<td>Provide the following information about the supported organization(s).</td>
</tr>
</tbody>
</table>

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

**Total**

---

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

---

130201
01-24-12
### Section A. Public Support

#### Calendar year (or fiscal year beginning in)

<table>
<thead>
<tr>
<th></th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2,346,360</td>
<td>333,051</td>
<td>381,097</td>
<td>406,112</td>
<td>415,049</td>
<td>3,881,669</td>
</tr>
<tr>
<td>2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Total. Add lines 1 through 3</td>
<td>2,346,360</td>
<td>333,051</td>
<td>381,097</td>
<td>406,112</td>
<td>415,049</td>
</tr>
</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th></th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>7</td>
<td>2,346,360</td>
<td>333,051</td>
<td>381,097</td>
<td>406,112</td>
<td>415,049</td>
<td>3,881,669</td>
</tr>
<tr>
<td>8</td>
<td>44,753</td>
<td>10,035</td>
<td>623</td>
<td>1,741</td>
<td>1,327</td>
<td>58,479</td>
</tr>
<tr>
<td>9</td>
<td>850</td>
<td>183,290</td>
<td>237,683</td>
<td>389,531</td>
<td>266,388</td>
<td>1,077,742</td>
</tr>
<tr>
<td>10</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11</td>
<td>Total support. Add lines 7 through 10</td>
<td>2,431,113</td>
<td>346,341</td>
<td>387,719</td>
<td>417,853</td>
<td>431,436</td>
</tr>
<tr>
<td>12</td>
<td>Gross receipts from related activities, etc. (see instructions)</td>
<td>850</td>
<td>183,290</td>
<td>237,683</td>
<td>389,531</td>
<td>266,388</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>13 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</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))</td>
</tr>
<tr>
<td>15</td>
<td>Public support percentage from 2010 Schedule A, Part II, line 14</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th>16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>17a 10% -facts-and-circumstances test - 2011. 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 &quot;facts-and-circumstances&quot; test, check this box and stop here. Explain in Part IV how the organization meets the &quot;facts-and-circumstances&quot; test. The organization qualifies as a publicly supported organization</td>
</tr>
<tr>
<td></td>
<td>17b 10% -facts-and-circumstances test - 2010. 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 &quot;facts-and-circumstances&quot; test, check this box and stop here. Explain in Part IV how the organization meets the &quot;facts-and-circumstances&quot; test. The organization qualifies as a publicly supported organization</td>
</tr>
</tbody>
</table>

|   | 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions |

---

Schedule A (Form 990 or 990-EZ) 2011

SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC04-2389659

Page 2

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.)
### 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

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>1 Gifts, grants, contributions, and membership fees received. (Do not include any &quot;unusual grants.&quot;)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Gross receipts from activities that are not an unrelated trade or business under section 513</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Tax revenues levied for the organization’s benefit and either paid to or expended on its behalf</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 The value of services or facilities furnished by a governmental unit to the organization without charge</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Total. Add lines 1 through 5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7a Amounts included on lines 1, 2, and 3 received from disqualified persons</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>7b 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</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Add lines 7a and 7b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Public support</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

#### Section B. Total Support

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2007</th>
<th>(b) 2008</th>
<th>(c) 2009</th>
<th>(d) 2010</th>
<th>(e) 2011</th>
<th>(f) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Amounts from line 6</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Add lines 10a and 10b</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>13 Total support (Add lines 9, 10c, 11, and 12)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

| 15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2010 Schedule A, Part III, line 15 | 16 | % |

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

| 17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2010 Schedule A, Part III, line 17 | 18 | % |

**19a 33 1/3% support tests - 2011.** 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.

**19b 33 1/3% support tests - 2010.** 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.
If the organization answered "Yes" to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then
- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes" to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then
- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes" to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then
- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization: SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC
Employer identification number: 04-2389659

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
2 Political expenditures
   $________________________
3 Volunteer hours

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955
   $________________________
2 Enter the amount of any excise tax incurred by organization managers under section 4955
   $________________________
3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
4a Was a correction made? Yes No
   If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities
   $________________________
2 Enter the amount of the filing organization's funds contributed to other organizations for section 527
   exempt function activities
   $________________________
3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL,
   line 17b
   $________________________
4 Did the filing organization file Form 1120-POL for this year? Yes No
5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization
   made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political
   contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a
   political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name
   
   
   
   
   
   
   
   
   
   
   
   

(b) Address
   

(c) EIN
   

(d) Amount paid from filing organization's funds. If none, enter 0.
   

(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter 0.
### Limits on Lobbying Expenditures

<table>
<thead>
<tr>
<th></th>
<th>Filing organization’s totals</th>
<th>Affiliated group totals</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>1a</strong></td>
<td>Total lobbying expenditures to influence public opinion (grass roots lobbying)</td>
<td></td>
</tr>
<tr>
<td><strong>b</strong></td>
<td>Total lobbying expenditures to influence a legislative body (direct lobbying)</td>
<td></td>
</tr>
<tr>
<td><strong>c</strong></td>
<td>Total lobbying expenditures (add lines 1a and 1b)</td>
<td></td>
</tr>
<tr>
<td><strong>d</strong></td>
<td>Other exempt purpose expenditures</td>
<td></td>
</tr>
<tr>
<td><strong>e</strong></td>
<td>Total exempt purpose expenditures (add lines 1c and 1d)</td>
<td></td>
</tr>
<tr>
<td><strong>f</strong></td>
<td>Lobbying nontaxable amount. Enter the amount from the following table in both columns.</td>
<td></td>
</tr>
</tbody>
</table>

#### If the amount on line 1e, column (a) or (b) is:

- **Not over $500,000**
- **Over $500,000 but not over $1,000,000**
- **Over $1,000,000 but not over $1,500,000**
- **Over $1,500,000 but not over $17,000,000**
- **Over $17,000,000**

#### The lobbying nontaxable amount is:

- **20% of the amount on line 1e.**
- **$100,000 plus 15% of the excess over $500,000.**
- **$175,000 plus 10% of the excess over $1,000,000.**
- **$225,000 plus 5% of the excess over $1,500,000.**
- **$1,000,000.**

#### g Grassroots nontaxable amount (enter 25% of line 1f)

#### h Subtract line 1g from line 1a. If zero or less, enter 0.

#### i Subtract line 1f from line 1c. If zero or less, enter 0.

#### j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? Yes [ ] No [ ]

### 4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

#### Lobbying Expenditures During 4-Year Averaging Period

<table>
<thead>
<tr>
<th>Calendar year (or fiscal year beginning in)</th>
<th>(a) 2008</th>
<th>(b) 2009</th>
<th>(c) 2010</th>
<th>(d) 2011</th>
<th>(e) Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>2a</strong></td>
<td>Lobbying nontaxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>b</strong></td>
<td>Lobbying ceiling amount (150% of line 2a, column(e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>c</strong></td>
<td>Total lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>d</strong></td>
<td>Grassroots nontaxable amount</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>e</strong></td>
<td>Grassroots ceiling amount (150% of line 2d, column (e))</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>f</strong></td>
<td>Grassroots lobbying expenditures</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Schedule C (Form 990 or 990-EZ) 2011
**Part II-B** Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

<table>
<thead>
<tr>
<th></th>
<th>(a)</th>
<th>(b)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:</td>
<td>Yes</td>
</tr>
<tr>
<td>a</td>
<td>Volunteers?</td>
<td></td>
</tr>
<tr>
<td>b</td>
<td>Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?</td>
<td></td>
</tr>
<tr>
<td>c</td>
<td>Media advertisements?</td>
<td></td>
</tr>
<tr>
<td>d</td>
<td>Mailings to members, legislators, or the public?</td>
<td></td>
</tr>
<tr>
<td>e</td>
<td>Publications, or published or broadcast statements?</td>
<td></td>
</tr>
<tr>
<td>f</td>
<td>Grants to other organizations for lobbying purposes?</td>
<td></td>
</tr>
<tr>
<td>g</td>
<td>Direct contact with legislators, their staffs, government officials, or a legislative body?</td>
<td></td>
</tr>
<tr>
<td>h</td>
<td>Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?</td>
<td></td>
</tr>
<tr>
<td>i</td>
<td>Other activities?</td>
<td></td>
</tr>
<tr>
<td>j</td>
<td>Total. Add lines 1c through 1i</td>
<td></td>
</tr>
</tbody>
</table>

2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?

2b If "Yes," enter the amount of any tax incurred under section 4912

2c If "Yes," enter the amount of any tax incurred by organization managers under section 4912

2d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?

---

**Part III-A** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Were substantially all (90% or more) dues received nondeductible by members?</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Did the organization make only in-house lobbying expenditures of $2,000 or less?</td>
<td>2</td>
</tr>
<tr>
<td>3</td>
<td>Did the organization agree to carry over lobbying and political expenditures from the prior year?</td>
<td>3</td>
</tr>
</tbody>
</table>

---

**Part III-B** Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

<table>
<thead>
<tr>
<th></th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Dues, assessments and similar amounts from members</td>
<td>1</td>
</tr>
<tr>
<td>2</td>
<td>Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).</td>
<td></td>
</tr>
<tr>
<td>a</td>
<td>Current year</td>
<td>2a</td>
</tr>
<tr>
<td>b</td>
<td>Carryover from last year</td>
<td>2b</td>
</tr>
<tr>
<td>c</td>
<td>Total</td>
<td>2c</td>
</tr>
<tr>
<td>3</td>
<td>Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues</td>
<td>3</td>
</tr>
<tr>
<td>4</td>
<td>If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?</td>
<td>4</td>
</tr>
<tr>
<td>5</td>
<td>Taxable amount of lobbying and political expenditures (see instructions)</td>
<td>5</td>
</tr>
</tbody>
</table>

---

**Part IV** Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

**PART II-B, LINE 1, LOBBYING ACTIVITIES:**

**LOBBYIST EXPENSE PAID TO PHILIP JOHNSTON ASSOC. AND MASSACHUSETTS TECHNOLOGY GROUP, LTD.**
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.

<table>
<thead>
<tr>
<th></th>
<th>(a) Donor advised funds</th>
<th>(b) Funds and other accounts</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total number at end of year</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Aggregate contributions to (during year)</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Aggregate grants from (during year)</td>
<td></td>
</tr>
<tr>
<td>4</td>
<td>Aggregate value at end of year</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>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?</td>
<td>Yes</td>
</tr>
<tr>
<td>6</td>
<td>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?</td>
<td>Yes</td>
</tr>
</tbody>
</table>

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)
   - Protection of natural habitat
   - Preservation of open space
   - Preservation of an historically important land area
   - Preservation of a certified historic structure

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.

   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 2d above satisfy the requirements of section 170(h)(4)(B)(ii) and section 170(h)(4)(B)(ii)? | Yes | No |

9. In Part XIV, 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 XIV, 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 XIV.

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 XIV and complete the following table:

<table>
<thead>
<tr>
<th>Amount</th>
<th>1c</th>
<th>1d</th>
<th>1e</th>
<th>1f</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If “Yes,” explain the arrangement in Part XIV.

### Part V Endowment Funds.

Complete if the organization answered “Yes” to Form 990, Part IV, line 10.

1a Beginning of year balance

<table>
<thead>
<tr>
<th>(a) Current year</th>
<th>(b) Prior year</th>
<th>(c) Two years back</th>
<th>(d) Three years back</th>
<th>(e) Four years back</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

1b Contributions

1c Net investment earnings, gains, and losses

1d Grants or scholarships

1e Other expenditures for facilities and programs

1f Administrative expenses

1g End of year balance

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment ▶ %
- b Permanent endowment ▶ %
- c Temporarily restricted endowment ▶ %

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:

(i) unrelated organizations

(ii) related organizations

b If “Yes” to 3a(ii), are the related organizations listed as required on Schedule R? ☐ Yes ☐ No

4 Describe in Part XIV the intended uses of the organization’s endowment funds.

### Part VI Land, Buildings, and Equipment.

See Form 990, Part X, line 10.

<table>
<thead>
<tr>
<th>Description of property</th>
<th>(a) Cost or other basis (investment)</th>
<th>(b) Cost or other basis (other)</th>
<th>(c) Accumulated depreciation</th>
<th>(d) Book value</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Land</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>b Buildings</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>c Leasehold improvements</td>
<td>252,110.</td>
<td>101,537.</td>
<td>150,573.</td>
<td></td>
</tr>
<tr>
<td>d Equipment</td>
<td>1,684,758.</td>
<td>1,397,496.</td>
<td>287,262.</td>
<td></td>
</tr>
<tr>
<td>e Other</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ▶ 437,835
### Part VII  Investments - Other Securities

(a) Description of security or category (including name of security)  
(b) Book value  
(c) Method of valuation: Cost or end-of-year market value

<table>
<thead>
<tr>
<th>(1) Financial derivatives</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>(2) Closely-held equity interests</td>
<td></td>
</tr>
<tr>
<td>(3) Other</td>
<td></td>
</tr>
<tr>
<td>(A)</td>
<td></td>
</tr>
<tr>
<td>(B)</td>
<td></td>
</tr>
<tr>
<td>(C)</td>
<td></td>
</tr>
<tr>
<td>(D)</td>
<td></td>
</tr>
<tr>
<td>(E)</td>
<td></td>
</tr>
<tr>
<td>(F)</td>
<td></td>
</tr>
<tr>
<td>(G)</td>
<td></td>
</tr>
<tr>
<td>(H)</td>
<td></td>
</tr>
<tr>
<td>(I)</td>
<td></td>
</tr>
</tbody>
</table>

**Total. (Col (b) must equal Form 990, Part X, col (B) line 12.)**

### Part VIII  Investments - Program Related

(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) |  |

**Total. (Col (b) must equal Form 990, Part X, col (B) line 13.)**

### Part IX  Other Assets

(a) Description  
(b) Book value

| (1) DUE FROM SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC. | 4,594,974. |
| (2) DUE FROM SOUTH MIDDLESEX OPPORTUNITY PROPERTIES, INC. | 147,414. |
| (3) DUE FROM WORCESTER PUBLIC INEBRIATE PROGRAM, INC. | 860,329. |
| (4) DUE FROM FREEDOM VILLAGE, LLC | 95,362. |
| (5) DUE FROM CHANDLER 237 REALTY, INC. | 873,747. |
| (6) DUE FROM MARTIN LUTHER KING, JR. BUSINESS EMPOWERMENT CENTER | 70,647. |
| (7) |  |
| (8) |  |
| (9) |  |
| (10) |  |

**Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)**

### Part X  Other Liabilities

(a) Description of liability  
(b) Book value

1.  
| (1) Federal income taxes |  |
| (2) DUE TO P.I.P. FOUNDATION, INC. | 648,331. |
| (3) DUE TO OPEN PANTRY COMMUNITY SERVICES, INC. | 145,420. |
| (4) OTHER LIABILITIES | 1,033,449. |
| (5) LINE OF CREDIT | 2,500,000. |
| (6) |  |
| (7) |  |
| (8) |  |
| (9) |  |
| (10) |  |
| (11) |  |

**Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)**

2.  
| 4,327,200. |  |

---

**Schedule D (Form 990) 2011**

**SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC** 04-2389659 Page 3

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**FIN 48 (ASC 740) Footnote.** In Part XIV, 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).
**Schedule D (Form 990) 2011**

**SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC 04-2389659**

### Part XI | Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue (Form 990, Part VIII, column (A), line 12)</td>
<td>1</td>
<td>62,459,257.</td>
</tr>
<tr>
<td>2</td>
<td>Total expenses (Form 990, Part IX, column (A), line 25)</td>
<td>2</td>
<td>62,345,654.</td>
</tr>
<tr>
<td>3</td>
<td>Excess or (deficit) for the year. Subtract line 2 from line 1</td>
<td>3</td>
<td>113,603.</td>
</tr>
<tr>
<td>4</td>
<td>Net unrealized gains (losses) on investments</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>5</td>
<td>Donated services and use of facilities</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>6</td>
<td>Investment expenses</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>7</td>
<td>Prior period adjustments</td>
<td>7</td>
<td></td>
</tr>
<tr>
<td>8</td>
<td>Other (Describe in Part XIV.)</td>
<td>8</td>
<td>544,441.</td>
</tr>
<tr>
<td>9</td>
<td>Total adjustments (net). Add lines 4 through 8</td>
<td>9</td>
<td>544,441.</td>
</tr>
<tr>
<td>10</td>
<td>Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9</td>
<td>10</td>
<td>658,044.</td>
</tr>
</tbody>
</table>

### Part XII | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total revenue, gains, and other support per audited financial statements</td>
<td>1</td>
<td>63,163,697.</td>
</tr>
</tbody>
</table>
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12:  
   a. Net unrealized gains on investments | 2a | 141,212. |
|   b. Donated services and use of facilities | 2b | 141,212. |
|   c. Recoveries of prior year grants | 2c |   |
|   d. Other (Describe in Part XIV.) | 2d | 544,441. |
|   e. Add lines 2a through 2d | 2e | 685,653. |
| 3 | Subtract line 2e from line 1 | 3 | 62,478,044. |
| 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 XIV.) | 4b | -18,787. |
|   c. Add lines 4a and 4b | 4c | -18,787. |
| 5 | Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.) | 5 | 62,459,257. |

### Part XIII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

<p>| | | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Total expenses and losses per audited financial statements</td>
<td>1</td>
<td>62,505,653.</td>
</tr>
</tbody>
</table>
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25:  
   a. Donated services and use of facilities | 2a | 141,212. |
|   b. Prior year adjustments | 2b |   |
|   c. Other losses | 2c |   |
|   d. Other (Describe in Part XIV.) | 2d | 18,787. |
|   e. Add lines 2a through 2d | 2e | 159,999. |
| 3 | Subtract line 2e from line 1 | 3 | 62,345,654. |
| 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 |   |
|   b. Other (Describe in Part XIV.) | 4b |   |
|   c. Add lines 4a and 4b | 4c | 0. |
| 5 | Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.) | 5 | 62,345,654. |

### Part XIV | 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X, LINE 2:** THE ORGANIZATION IS QUALIFIED UNDER SECTION 501(C)(3)

**OF THE INTERNAL REVENUE CODE AND ARE EXEMPT FROM FEDERAL AND STATE INCOME TAXES.**

**THE ORGANIZATION follows FASB ASC 740, INCOME TAXES, WHICH CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES BY PRESCRIBING THE RECOGNITION THRESHOLD A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. IT ALSO PROVIDES GUIDANCE ON DERECOGNITION,**
CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE AND TRANSITION. MANAGEMENT BELIEVES THAT THE ORGANIZATION HAS NO MATERIAL UNCERTAINTIES IN INCOME TAXES.

THE ORGANIZATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR YEARS BEFORE 2009. THE ORGANIZATION WILL ACCOUNT FOR INTEREST AND PENALTIES, IF ANY AS PART OF OPERATING EXPENSES.

PART XI, LINE 8 - OTHER ADJUSTMENTS:
GAIN ON AFFILIATION 544,441.

PART XII, LINE 2D - OTHER ADJUSTMENTS:
GAIN ON AFFILIATE 544,441.

PART XII, LINE 4B - OTHER ADJUSTMENTS:
FUNDRAISING EVENTS DIRECT EXPENSE REPORTED ON FORM 990,
PART VIII, LINE 8B -18,787.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:
FUNDRAISING EVENTS DIRECT EXPENSE REPORTED ON FORM 990,
PART VIII, LINE 8B 18,787.
### Fundraising Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a. Attach to Form 990 or Form 990-EZ. See separate instructions.

#### Part I

1. Indicate whether the organization raised funds through any of the following activities. Check all that apply.
   - [ ] Mail solicitations
   - [ ] Internet and email solicitations
   - [ ] Phone solicitations
   - [ ] In-person solicitations
   - [ ] Solicitation of non-government grants
   - [ ] Solicitation of government grants
   - [ ] Special fundraising events

2. a. Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  
   Yes  No

   b. If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization.

<table>
<thead>
<tr>
<th>(i) Name and address of individual or entity (fundraiser)</th>
<th>(ii) Activity</th>
<th>(iii) Did fundraiser have custody or control of contributions?</th>
<th>(iv) Gross receipts from activity</th>
<th>(v) Amount paid to (or retained by) fundraiser listed in col. (i)</th>
<th>(vi) Amount paid to (or retained by) organization</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Yes</td>
<td>No</td>
<td></td>
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</tr>
</tbody>
</table>

**Total**

3. List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

- [ ]
- [ ]
- [ ]
- [ ]
- [ ]
- [ ]
- [ ]
- [ ]
- [ ]
- [ ]
### 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.

<table>
<thead>
<tr>
<th>Event #1 GOLF TOURNAMENT</th>
<th>Event #2 EVENING OF GIVING</th>
<th>Other events</th>
<th>Total events (add col. (a) through col. (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>(event type)</td>
<td>(event type)</td>
<td>(total number)</td>
<td></td>
</tr>
<tr>
<td>1 Gross receipts</td>
<td>52,075.</td>
<td>32,780.</td>
<td>18,680. 103,535.</td>
</tr>
<tr>
<td>2 Less: Charitable contributions</td>
<td>36,666.</td>
<td>32,780.</td>
<td>15,302. 84,748.</td>
</tr>
<tr>
<td>3 Gross income (line 1 minus line 2)</td>
<td>15,409.</td>
<td>3,378.</td>
<td>18,787.</td>
</tr>
</tbody>
</table>

### 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.

<table>
<thead>
<tr>
<th>Event type</th>
<th>Bingo</th>
<th>Pull tabs/instant bingo/progressive bingo</th>
<th>Other gaming</th>
<th>Total gaming (add col. (a) through col. (c))</th>
</tr>
</thead>
<tbody>
<tr>
<td>Revenue 1</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2 Cash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3 Noncash prizes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>4 Rent/facility costs</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>5 Other direct expenses</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 Volunteer labor</td>
<td>Yes</td>
<td>%</td>
<td>Yes</td>
<td>%</td>
</tr>
<tr>
<td>7 Direct expense summary. Add lines 2 through 5 in column (d)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Net gaming income summary. Combine line 1, column (d), and line 7</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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:

<table>
<thead>
<tr>
<th>10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>b If &quot;Yes,&quot; explain:</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
11 Does the organization operate gaming activities with nonmembers?  

[ ] Yes  [ ] No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?  

[ ] Yes  [ ] No

13 Indicate the percentage of gaming activity operated in:
   a The organization’s facility  
   b An outside facility  

<table>
<thead>
<tr>
<th>13a</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>13b</th>
<th>%</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

14 Enter the name and address of the person who prepares the organization’s gaming/special events books and records:

Name ►  
Address ►  

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?  

[ ] Yes  [ ] No

b If “Yes,” enter the amount of gaming revenue received by the organization ► $  

and the amount of gaming revenue retained by the third party ► $ .

c If “Yes,” enter name and address of the third party:

Name ►  
Address ►  

16 Gaming manager information:

Name ►  

Gaming manager compensation ► $  

Description of services provided ►  

[ ] Director/officer  [ ] Employee  [ ] Independent contractor

17 Mandatory distributions:
   a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?  

[ ] Yes  [ ] No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization’s own exempt activities during the tax year ► $  

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).
### Part I: Questions Regarding Compensation

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- First-class or charter travel</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Travel for companions</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Tax indemnification and gross-up payments</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Discretionary spending account</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Housing allowance or residence for personal use</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Payments for business use of personal residence</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Health or social club dues or initiation fees</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Personal services (e.g., maid, chauffeur, chef)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If “No,” complete Part III to explain.</td>
<td>1b</td>
<td></td>
</tr>
<tr>
<td>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</td>
<td>2</td>
<td></td>
</tr>
<tr>
<td>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization’s CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Compensation committee</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Independent compensation consultant</td>
<td></td>
<td></td>
</tr>
<tr>
<td>X Form 990 of other organizations</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Written employment contract</td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Compensation survey or study</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>- Approval by the board or compensation committee</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a Receive a severance payment or change-of-control payment?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>c Participate in, or receive payment from, an equity-based compensation arrangement?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>4a If “Yes” to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

<table>
<thead>
<tr>
<th>Question</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a The organization?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b Any related organization?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>If “Yes” to line 5a or 5b, describe in Part III.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</td>
<td></td>
<td></td>
</tr>
<tr>
<td>a The organization?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>b Any related organization?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>If “Yes” to line 6a or 6b, describe in Part III.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>If “Yes,” describe in Part III</td>
<td></td>
<td></td>
</tr>
<tr>
<td>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)?</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>If “Yes,” describe in Part III</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule J (Form 990) 2011

LHA

55
## Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

### Schedule J (Form 990) 2011

#### Breakdown of W-2 and/or 1099-MISC compensation

<table>
<thead>
<tr>
<th>(A) Name</th>
<th>(B) Breakdown of W-2 and/or 1099-MISC compensation</th>
<th>(C)</th>
<th>(D)</th>
<th>(E)</th>
<th>(F)</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>(i) Base compensation</td>
<td>(ii) Bonus &amp; incentive compensation</td>
<td>(iii) Other reportable compensation</td>
<td>Retirement and other deferred compensation</td>
<td>Non-taxable benefits</td>
</tr>
<tr>
<td>1 James T. Cuddy</td>
<td>253,037</td>
<td>0</td>
<td>1,188</td>
<td>5,000</td>
<td>32,268</td>
</tr>
<tr>
<td>2 Charles Gagnon</td>
<td>149,906</td>
<td>0</td>
<td>191</td>
<td>3,120</td>
<td>30,188</td>
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</tbody>
</table>

#### Additional rows...

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| 6 |
| 7 |
| 8 |
| 9 |
| 10 |
| 11 |
| 12 |
| 13 |
| 14 |
| 15 |
| 16 |
### Part I Excess Benefit Transactions

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

<table>
<thead>
<tr>
<th></th>
<th>(a) Name of disqualified person</th>
<th>(b) Description of transaction</th>
<th>(c) Corrected?</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td>2</td>
<td>Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958</td>
<td>$</td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>Enter the amount of tax, if any, on line 2, above, reimbursed by the organization</td>
<td>$</td>
<td></td>
</tr>
</tbody>
</table>

### Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

<table>
<thead>
<tr>
<th></th>
<th>(a) Name of interested person and purpose</th>
<th>(b) Loan to or from the organization?</th>
<th>(c) Original principal amount</th>
<th>(d) Balance due</th>
<th>(e) In default?</th>
<th>(f) Approved by board or committee?</th>
<th>(g) Written agreement?</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>To</td>
<td>From</td>
<td></td>
<td>Yes</td>
<td>No</td>
<td>Yes</td>
</tr>
<tr>
<td>1</td>
<td></td>
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<tr>
<td>12</td>
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<tr>
<td>Total</td>
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<td>$</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

### Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

<table>
<thead>
<tr>
<th></th>
<th>(a) Name of interested person</th>
<th>(b) Relationship between interested person and the organization</th>
<th>(c) Amount and type of assistance</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>2</td>
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<td>3</td>
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<td>9</td>
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<tr>
<td>10</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>LHA</td>
<td>For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.</td>
<td></td>
<td>Schedule L (Form 990 or 990-EZ) 2011</td>
</tr>
</tbody>
</table>
### Part IV Business Transactions Involving Interested Persons

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

<table>
<thead>
<tr>
<th>(a) Name of interested person</th>
<th>(b) Relationship between interested person and the organization</th>
<th>(c) Amount of transaction</th>
<th>(d) Description of transaction</th>
<th>(e) Sharing of organization's revenues?</th>
</tr>
</thead>
<tbody>
<tr>
<td>MICHAEL G. HANRAHAN</td>
<td>FAMILY MEMBER OF JA</td>
<td>22,038. EMPLOYMENT</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td>JAMES CYRUS CUDDY</td>
<td>FAMILY MEMBER OF JA</td>
<td>25,672. EMPLOYMENT</td>
<td></td>
<td>No</td>
</tr>
<tr>
<td>HOLLY BUERLEN</td>
<td>FAMILY MEMBER OF HU</td>
<td>20,734. EMPLOYMENT</td>
<td></td>
<td>No</td>
</tr>
</tbody>
</table>

### Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: MICHAEL G. HANRAHAN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
FAMILY MEMBER OF JAMES D. HANRAHAN, OFFICER OF THE ORGANIZATION'S BOARD

(C) AMOUNT OF TRANSACTION $ 22,038.

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: JAMES CYRUS CUDDY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
FAMILY MEMBER OF JAMES T. CUDDY, EXECUTIVE DIRECTOR OF THE ORGANIZATION

(C) AMOUNT OF TRANSACTION $ 25,672.

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: HOLLY BUERLEN

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:
FAMILY MEMBER OF HUGO HOLLERORTH, DIRECTOR OF THE ORGANIZATION'S BOARD

(C) AMOUNT OF TRANSACTION $ 20,734.

(D) DESCRIPTION OF TRANSACTION: EMPLOYMENT
Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

(E) SHARING OF ORGANIZATION REVENUES? = NO
**FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:**

SEARCHING FOR NEW RESOURCES AND PARTNERSHIPS.

**FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:**

MENTAL HEALTH SERVICES - CLINICAL SERVICES THAT BEGINS WITH LISTENING TO CLIENTS AND FROM THERE DEVELOPING A DIAGNOSTIC ASSESSMENT TO IDENTIFY THE SYMPTOMS AND ISSUES THAT PROMPTED THE INDIVIDUALS TO SEEK COUNSELING.

EXPENSES $2,829,322. INCLUDING GRANTS OF $0. REVENUE $2,909,683.

SUBSTANCE ABUSE

EXPENSES $2,796,154. INCLUDING GRANTS OF $0. REVENUE $2,875,573.

NUTRITION

EXPENSES $847,326. INCLUDING GRANTS OF $0. REVENUE $871,392.

SHELTER

EXPENSES $5,532,277. INCLUDING GRANTS OF $0. REVENUE $5,689,409.

CRISIS INTERVENTION

EXPENSES $966,979. INCLUDING GRANTS OF $0. REVENUE $994,444.

**FORM 990, PART VI, SECTION A, LINE 8B: NO COMMITTEE HAS THE AUTHORITY TO ACT ON BEHALF OF THE GOVERNING BODY; THEREFORE, THIS QUESTION IS NOT APPLICABLE.**
Form 990, Part VI, Section B, Line 11: Both the CFO and the Executive Director review in detail the Form 990 prepared by the organizations external accountants. Once all comments have been addressed, a copy of the Form 990 is distributed to the Audit/Finance Committee for review. Once approved by the Audit/Finance Committee, the final Form 990 is distributed to the Full Board and then filed with the IRS.

Form 990, Part VI, Section B, Line 12c: Any and all conflicts of interest are required to be disclosed throughout the year on a real-time basis. On-going discussions are held with applicable parties to disclose any conflicts of interest.

Form 990, Part VI, Section B, Line 15: For determining the organization's Executive Director's compensation, compensation data is reviewed for comparable agencies to ensure the organization is compensating the Executive Director within the salary range for the position. The Board of Directors makes the final recommendation for the Executive Director's salary. In addition, the organization instituted a performance review for the Executive Director based on strategic goals which the Executive Director's salary increase would be based on.

With regards to other key executives, their salaries would go through a regular review process which includes recommendation from their manager, a review by the human resource department, in some instances, recommendation by the CFO, and lastly, final approval by the Executive Director. If there is a conflict, the Executive Director would discuss it with key board members.
FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FORM 990, AND FINANCIALS STATEMENTS ARE AVAILABLE TO THE PUBLIC UPON REQUEST. IN ADDITION, THE FORM 990 IS AVAILABLE VIA GUIDESTAR AND THE MASSACHUSETTS ATTORNEY GENERAL’S WEBSITE.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

GAIN ON AFFILIATION  544,441.
### Part I  Identification of Disregarded Entities

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of disregarded entity</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Total income</th>
<th>(e) End-of-year assets</th>
<th>(f) Direct controlling entity</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>04-2389659</td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

### Part II  Identification of Related Tax-Exempt Organizations

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Exempt Code section</th>
<th>(e) Public charity status (if section 501(c)(3))</th>
<th>(f) Direct controlling entity</th>
<th>(g) Section 512(b)(13) controlled entity?</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY PROPERTIES, INC.</td>
<td></td>
<td></td>
<td>501(c)(3)</td>
<td>LINE 11A, I</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>MA 01702</td>
<td>HUD PROJECT</td>
<td>MASSACHUSETTS</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>FRAMINGHAM COMMUNITY LAND TRUST, INC. -</td>
<td></td>
<td></td>
<td>501(c)(3)</td>
<td>LINE 11A, I</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>04-3010544, 300 HOWARD STREET, FRAMINGHAM, MA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>01702</td>
<td>COMMUNITY PROGRAMS</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 8</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC.</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>MA 01702</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>STREET, FRAMINGHAM, MA 01702</td>
<td>LOW INCOME HOUSING</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 11A, I</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>WORCESTER PUBLIC INEBRIATE PROGRAM, INC. -</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>04-2661664, 300 HOWARD STREET, FRAMINGHAM, MA</td>
<td>TEMPORARY SHELTER</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
</tr>
<tr>
<td>01702</td>
<td></td>
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</tr>
</tbody>
</table>

For Paperwork Reduction Act Notice, see the Instructions for Form 990.
<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Exempt Code section</th>
<th>(e) Public charity status (if section 501(c)(3))</th>
<th>(f) Direct controlling entity</th>
<th>(g) Section 501(c)(13) controlled organization?</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC. 04-3056955, 701 MAIN STREET, WORCESTER, MA</td>
<td>HOLD REAL ESTATE FOR P.I.P OPPORTUNITY</td>
<td>MASSACHUSETTS</td>
<td>501(c)(2)</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>PUBLIC INEBRIATE PROGRAM FOUNDATION, INC. - 04-3056955, 701 MAIN STREET, WORCESTER, MA</td>
<td>FOOD PANTRY OPPORTUNITY</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7 SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>OPEN PANTRY COMMUNITY SERVICES, INC. - 52-1084599, P.O. BOX 5127, SPRINGFIELD, MA</td>
<td>FOSTER ADVANCEMENT OF A</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7 SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>THE MARTIN LUTHER KING, JR. BUSINESS EMPOWERMENT CENTER - 04-3221277, 237 DIVERSE WORCESTER AREA</td>
<td>BUSINESS COMMUNITY</td>
<td>MASSACHUSETTS</td>
<td>501(c)(3)</td>
<td>LINE 7 SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
<td></td>
</tr>
<tr>
<td>CHANDLER STREET, WORCESTER, MA 01609</td>
<td>HOLD REAL ESTATE</td>
<td>MASSACHUSETTS</td>
<td>501(c)(2)</td>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC.</td>
<td>X</td>
<td></td>
</tr>
</tbody>
</table>
### 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.)

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of related organization</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Direct controlling entity</th>
<th>(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Disproportionate allocations?</th>
<th>(i) Code VUBI amount in box 20 of Schedule K-1 (Form 1065)</th>
<th>(j) General or managing partner?</th>
<th>(k) Percentage ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC 04-2389659</td>
<td></td>
<td></td>
<td></td>
<td>225,682.00, 6,663,964.00</td>
<td>X</td>
<td>N/A</td>
<td>X</td>
<td>90.00%</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SOUTH FREEDOM VILLAGE, LLC - MIDDLESEX 20-8445568, 300 HOWARD STREET, FRAMINGHAM, MA 01702 HOUSING MA HOUSING RELATED</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>X</td>
<td>N/A</td>
<td>X</td>
<td>90.00%</td>
<td></td>
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</tr>
</tbody>
</table>

**SEE PART VII FOR CONTINUATIONS**
### Schedule R (Form 990) 2011

**SOUTH MIDDLESEX OPPORTUNITY COUNCIL, INC**

**Page 3**

**Part V  Transactions With Related Organizations**

(Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

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

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>1a</td>
<td>X</td>
</tr>
<tr>
<td>1b</td>
<td>X</td>
</tr>
<tr>
<td>1c</td>
<td>X</td>
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<td>1d</td>
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<td>1p</td>
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<tr>
<td>1q</td>
<td>X</td>
</tr>
<tr>
<td>1r</td>
<td>X</td>
</tr>
</tbody>
</table>

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?

- Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- Gift, grant, or capital contribution to related organization(s)
- Loans or loan guarantees to or for related organization(s)
- Loans or loan guarantees by related organization(s)
- Sale of assets to related organization(s)
- Purchase of assets from related organization(s)
- Exchange of assets with related organization(s)
- Lease of facilities, equipment, or other assets to related organization(s)
- Lease of facilities, equipment, or other assets from related organization(s)
- Performance of services or membership or fundraising solicitations for related organization(s)
- Performance of services or membership or fundraising solicitations by related organization(s)
- Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- Sharing of paid employees with related organization(s)
- Reimbursement paid to related organization(s) for expenses
- Reimbursement paid by related organization(s) for expenses
- Other transfer of cash or property to related organization(s)
- Other transfer of cash or property from related organization(s)

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.

<table>
<thead>
<tr>
<th>(a) Name of other organization</th>
<th>(b) Transaction type (a-r)</th>
<th>(c) Amount involved</th>
<th>(d) Method of determining amount involved</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>(1)</strong> WORCESTER PUBLIC INEBRIATE PROGRAM, INC.</td>
<td>K</td>
<td>125,553</td>
<td>FAIR MARKET VALUE</td>
</tr>
<tr>
<td><strong>(2)</strong> SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC</td>
<td>K</td>
<td>120,000</td>
<td>FAIR MARKET VALUE</td>
</tr>
<tr>
<td><strong>(3)</strong> SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION, INC</td>
<td>J</td>
<td>968,123</td>
<td>FAIR MARKET VALUE</td>
</tr>
<tr>
<td><strong>(4)</strong> OPEN PANTRY COMMUNITY SERVICES, INC.</td>
<td>K</td>
<td>141,581</td>
<td>FAIR MARKET VALUE</td>
</tr>
</tbody>
</table>
### Unrelated Organizations Taxable as a Partnership

Complete if the organization answered "Yes" to Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

<table>
<thead>
<tr>
<th>(a) Name, address, and EIN of entity</th>
<th>(b) Primary activity</th>
<th>(c) Legal domicile (state or foreign country)</th>
<th>(d) Predominant income (related, unrelated, excluded from tax under section 512-514)</th>
<th>(e) Are all partners sec. 501(c)(3) orgs.?</th>
<th>(f) Share of total income</th>
<th>(g) Share of end-of-year assets</th>
<th>(h) Disproportionate allocations? (Form 1065)</th>
<th>(i) Code V-UBI amount in box 20 of Schedule K-1</th>
<th>(j) General or managing partner?</th>
<th>(k) Percentage ownership</th>
</tr>
</thead>
<tbody>
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<td></td>
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<td>Yes No</td>
<td>Yes No</td>
<td>Yes No</td>
<td>Yes No</td>
<td>Yes No</td>
<td>Yes No</td>
<td></td>
</tr>
</tbody>
</table>
PART III, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS PARTNERSHIP:

NAME OF RELATED ORGANIZATION:

FREEDOM VILLAGE, LLC

DIRECT CONTROLLING ENTITY: SOUTH MIDDLESEX NON-PROFIT HOUSING CORPORATION