

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

Department of the Treasury
Internal Revenue Service

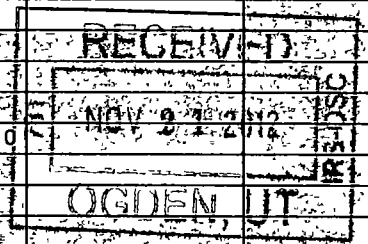
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning _____, **and ending** _____

Name of foundation HEALTHWORKS COMMUNITY FITNESS, INC.		A Employer identification number 04-3431534
Number and street (or P.O. box number if mail is not delivered to street address) 137 NEWBURY STREET, 5TH FL	Room/suite	B Telephone number (see instructions) (617) 859-8700
City or town, state, and ZIP code BOSTON, MA 02116		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 399,893	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income N/A	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))				
1 Contributions, gifts, grants, etc., received (attach schedule)	287,242			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	20	20		
4 Dividends and interest from securities				
5 a Gross rents				
b Net rental income or (loss)				
6 a Net gain or (loss) from sale of assets not on line 10	-212			
b Gross sales price for all assets on line 6a	4,967			
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) MISCELLANEOUS	6,268			
12 Total. Add lines 1 through 11	293,318	20		
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages	153,224			152,769
15 Pension plans, employee benefits	4,152			3,444
16 a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	10,550			0
c Other professional fees (attach schedule) STMT 2	11,617			11,617
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	24,744			24,744
19 Depreciation (attach schedule) and depletion STMT 6	16,546			
20 Occupancy	30,933			29,208
21 Travel, conferences, and meetings				
22 Printing and publications	2,888			3,033
23 Other expenses (attach schedule) STMT 4	30,402			35,234
24 Total operating and administrative expenses. Add lines 13 through 23	285,056			260,049
25 Contributions, gifts, grants paid	1,375			1,375
26 Total expenses and disbursements. Add lines 24 and 25	286,431			261,424
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	6,887			
b Net investment income (if negative, enter -0-)		20		
c Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 28 2012 Revenue



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	271,201	274,301	274,301
	3	Accounts receivable			
		Less allowance for doubtful accounts	14,557	16,741	16,741
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,083	3,250	3,250
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶ STMT 6	118,593	105,601	105,601	
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	405,434	399,893	399,893	
Liabilities	17	Accounts payable and accrued expenses	51,872	39,444	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	51,872	39,444	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	353,562	360,449	
30	Total net assets or fund balances (see instructions)	353,562	360,449		
31	Total liabilities and net assets/fund balances (see instructions)	405,434	399,893		

Part III Analysis of Changes in Net Assets or Fund Balances		
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 353,562
2	Enter amount from Part I, line 27a	2 6,887
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 360,449
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 360,449

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 256 SHS PFIZER STOCK		D	7/7/2011	8/10/2011
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 4,967		5,179	(212)	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	(212)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	(212)

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	278,858	425,988	0.654615
2009	310,247	470,767	0.659025
2008	324,311	509,943	0.635975
2007	158,914	498,426	0.318832
2006	152,256	410,382	0.371010
2 Total of line 1, column (d)			2 2.639457
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.527891
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 396,352
5 Multiply line 4 by line 3			5 209,230
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 209,230
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 261,049

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Values include 0 and -0-.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes Yes/No columns. Values include X, 0, and N/A.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?			X
Website address WWW.HEALTHWORKSFUNDATION.ORG				
14	The books are in care of MARK HARRINGTON	Telephone no.	(617) 859-8700	
Located at 137 NEWBURY ST., 5TH FLOOR, BOSTON, MA				
ZIP+4 02116				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year		15	<input type="checkbox"/>
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16	Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country N/A				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		N/A
Organizations relying on a current notice regarding disaster assistance check here	N/A	<input type="checkbox"/>
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years 20 , 20 , 20 , 20		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	20 , 20 , 20 , 20	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)		3b N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARK HARRINGTON 480 BEACON ST. BOSTON MA 02116	PRESIDENT AS REQ	0	0	0
MATTHEW HARRINGTON 193 WEST CANTON ST, APT 4 BOSTON MA C	DIRECTOR AS REQ	0	0	0
.....				
.....				

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAUREN BROADHURST 114 MARLBOROUGH ST, APT 2F, BOSTON, MA 0	EXEC DIRECTOR 40 00	51,000		
.....				
.....				
.....				
.....				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1 THE FOUNDATION RUNS TWO NON PROFIT FITNESS CENTERS IN DORCHESTER, MA THE CENTERS PROVIDE RESIDENTIAL PROGRAMMING, CHILDCARE, SUBSTANCE ABUSE AND MENTAL HEALTH TREATMENT, EDUCATION, TRAINING AND OTHER SERVICES TO WOMEN IN NEED THE CENTERS	
2 ALSO PROVIDE FITNESS AND NUTRITIONAL SERVICES	
3	
TOTAL EXPENSE	
4 PAYROLL \$153,224	
OCCUPANCY 30,933	
OTHER OPERATIONS 100,899	285,056

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	272,751
c	Fair market value of all other assets (see instructions)	1c	129,637
d	Total (add lines 1a, b, and c)	1d	402,388
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	402,388
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	6,036
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	396,352
6	Minimum investment return. Enter 5% of line 5	6	19,818

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	19,818
2a	Tax on investment income for 2011 from Part VI, line 5	2a	0
b	Income tax for 2011 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,818
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	19,818
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	19,818

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	261,049
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	261,049
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	261,049

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				19,818
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011.				
a From 2006	152,256			
b From 2007	158,914			
c From 2008	324,311			
d From 2009	310,247			
e From 2010	278,859			
f Total of lines 3a through e	1,224,587			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 261,049				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	261,049			
d Applied to 2011 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	19,818			19,818
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,465,818			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	132,438			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,333,380			
10 Analysis of line 9				
a Excess from 2007	158,914			
b Excess from 2008	324,311			
c Excess from 2009	310,247			
d Excess from 2010	278,859			
e Excess from 2011	261,049			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

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

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

MARK HARRINGTON

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a <i>Paid during the year</i> SEE STATEMENT 5</p>	NONE	PUBLIC	GENERAL SUPPORT	1,000
<p>Total</p>			▶ 3a	1,000
<p>b <i>Approved for future payment</i> SPORTSMAN TENNIS CLUB DORCHESTER MA 02124</p>	NONE	PUBLIC	GENERAL SUPPORT	375
<p>Total</p>			▶ 3b	375

HEALTHWORKS COMMUNITY FITNESS, INC.

EIN 04-3431534

FORM 990PF YEAR 2011

STATEMENT 2

Line 16b:

Forman, Itzkowitz, Berenson & LaGreca	\$	10,550
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Line 16c:

Payroll processing	\$	4,117
--------------------	----	-------

Consulting fees		7,500
-----------------	--	-------

	\$	11,617
--	----	--------

STATEMENT 3

Payroll taxes	\$	24,744
---------------	----	--------

	\$	24,744
--	----	--------

STATEMENT 4 - OTHER EXPENSES

	<u>Accrual</u>	<u>Cash Basis</u>
Insurance	\$ 8,512	\$ 10,469
Fees	2,555	2,555
Repairs & Maintenance	4,687	4,381
Supplies	4,421	4,194
Telephone & Cable	5,547	5,550
Sundry	126	1,239
Office	4,179	6,471
Dues & Subscriptions	50	50
Event Expense	325	325
	<u>\$ 30,402</u>	<u>\$ 35,234</u>

HEALTHWORKS COMMUNITY FITNESS, INC.

EIN 04-3431534

FORM 990PF YEAR 2011

STATEMENT 5

<u>Name and Address</u>	<u>Relationship</u>	<u>Foundation Status</u>	<u>Purpose</u>	<u>Amount</u>
Edward Devotion School 345 Harvard Street Brookline, MA 02446	None	Public	General Support	\$ 500
Miscellaneous small donations	None	Public	General Support	<u>500</u>
				<u>\$ 1,000</u>

HEALTHWORKS COMMUNITY FITNESS, INC.

EIN 04-3431534

FORM 990PF YEAR 2011

STATEMENT 6

	<u>Basis</u>	<u>Accumulated Depreciation 1/1/11</u>	<u>2011 Depreciation</u>	<u>Accumulated Depreciation 12/31/11</u>	<u>Net Col(1) - Col(4)</u>
Leasehold Improvements SL, 39 yr	\$ 61,802	\$ 13,441	\$ 1,748	\$ 15,189	\$ 46,613
Furniture & Equipment SL, 7 yr	<u>117,256</u>	<u>43,470</u>	<u>14,798</u>	<u>58,268</u>	<u>58,988</u>
	<u>\$ 179,058</u>	<u>\$ 56,911</u>	<u>\$ 16,546</u>	<u>\$ 73,457</u>	<u>\$ 105,601</u>

THE HEALTHWORKS COMMUNITY FITNESS, INC


EIN 04-3431534

FORM 990PF YEAR 2011

ELECTION

Part XIII, Line 4

Under IRC Regulations 53.4942(a)-3(d)(2), the foundation elects to treat current distributions as made out of corpus.


Foundation Manager *Pres*

HEALTHWORKS COMMUNITY FITNESS, INC.

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2011 AND 2010

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors
Healthworks Community Fitness, Inc.
Boston, Massachusetts

We have audited the accompanying statements of financial position of Healthworks Community Fitness, Inc. (a nonprofit organization) as of December 31, 2011 and 2010, and the related statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Organization's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Healthworks Community Fitness, Inc. as of December 31, 2011 and 2010, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Forman, Itzkowitz, Berenson & Lagreca, P.C.

September 11, 2012

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF FINANCIAL POSITION

	<u>DECEMBER 31,</u>	
	<u>2011</u>	<u>2010</u>
<u>ASSETS</u>		
Current Assets:		
Cash	\$ 274,301	\$ 271,201
Contributions receivable	16,741	14,557
Prepaid expense	3,250	1,083
	<u>294,292</u>	<u>286,841</u>
Property and Equipment	<u>105,601</u>	<u>118,593</u>
	<u>\$ 399,893</u>	<u>\$ 405,434</u>
<u>LIABILITIES AND NET ASSETS</u>		
Current Liabilities:		
Accounts payable	\$ 18,496	\$ 3,322
Accrued expenses	20,948	33,850
Deferred revenue	-	14,700
	<u>39,444</u>	<u>51,872</u>
Net Assets:		
Unrestricted:		
Undesignated	161,653	159,160
Board designated	198,796	194,402
	<u>360,449</u>	<u>353,562</u>
	<u>\$ 399,893</u>	<u>\$ 405,434</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS

	<u>YEAR ENDED DECEMBER 31,</u>	
	<u>2011</u>	<u>2010</u>
Support and Revenue:		
Contributions	\$ 120,595	\$ 83,690
Fundraising	28,025	13,742
Membership fees	138,622	115,555
Interest income	20	51
Miscellaneous revenue	6,056	1,540
Total Support and Revenue	<u>293,318</u>	<u>214,578</u>
Expenses:		
Program Services:		
Fitness centers	<u>228,624</u>	<u>224,945</u>
Total Program Services	<u>228,624</u>	<u>224,945</u>
Support Services:		
Management and general	57,482	71,741
Fundraising	<u>325</u>	<u>-</u>
Total Support Services	<u>57,807</u>	<u>71,741</u>
Total Expenses	<u>286,431</u>	<u>296,686</u>
Changes in Unrestricted Net Assets	6,887	(82,108)
Unrestricted Net Assets, Beginning of Year	<u>353,562</u>	<u>435,670</u>
Unrestricted Net Assets, End of Year	<u>\$ 360,449</u>	<u>\$ 353,562</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF FUNCTIONAL EXPENSES

YEAR ENDED DECEMBER 31, 2011

	Program Services		Support Services		Total
	Fitness Centers	Management and General	Fundraising		
Salaries	\$ 138,224	\$ 15,000	\$ -	\$ 153,224	
Payroll taxes	22,270	2,474	-	24,744	
Employee benefits	3,737	415	-	4,152	
Advertising	-	-	-	-	
Bank fees	-	2,365	-	2,365	
CAM charges	30,933	-	-	30,933	
Depreciation	15,052	1,494	-	16,546	
Donations and grants	-	1,375	-	1,375	
Dues and subscriptions	-	50	-	50	
Event expense	-	-	325	325	
Insurance	-	8,512	-	8,512	
Licenses and fees	190	-	-	190	
Meetings and seminars	-	-	-	-	
Office expense	4,135	44	-	4,179	
Printing	2,888	-	-	2,888	
Professional fees	-	22,167	-	22,167	
Repairs and maintenance	4,687	-	-	4,687	
Sundry expenses	-	126	-	126	
Supplies	4,421	-	-	4,421	
Telephone and cable	2,087	3,460	-	5,547	
	<u>\$ 228,624</u>	<u>\$ 57,482</u>	<u>\$ 325</u>	<u>\$ 286,431</u>	

YEAR ENDED DECEMBER 31, 2010

Program Services	Support Services		
Fitness Centers	Management and General	Fundraising	Total
\$ 133,359	\$ 14,663	\$ -	\$ 148,022
17,073	1,877	-	18,950
4,216	463	-	4,679
374	125	-	499
-	2,935	-	2,935
35,424	-	-	35,424
14,175	1,494	-	15,669
-	20,803	-	20,803
-	-	-	-
-	-	-	-
-	12,129	-	12,129
750	-	-	750
-	354	-	354
4,024	382	-	4,406
2,180	-	-	2,180
-	13,308	-	13,308
6,439	-	-	6,439
-	125	-	125
4,405	-	-	4,405
2,526	3,083	-	5,609
<u>\$ 224,945</u>	<u>\$ 71,741</u>	<u>\$ -</u>	<u>\$ 296,686</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF CASH FLOWS

	<u>YEAR ENDED DECEMBER 31,</u>	
	<u>2011</u>	<u>2010</u>
Cash Flows From Operating Activities:		
Cash received from support and revenue	\$ 276,626	\$ 223,119
Cash paid for program services and support services	(269,780)	(270,130)
Interest income received	20	51
	<u>6,866</u>	<u>(46,960)</u>
Net Cash Provided by (Used in) Operating Activities		
Cash Flows From Investing Activities:		
Net activity on donated investment	(212)	-
Acquisition of property and equipment	(3,554)	(8,731)
	<u>(3,766)</u>	<u>(8,731)</u>
Net Cash Used in Investing Activities		
Net Increase (Decrease) in Cash	3,100	(55,691)
Cash, Beginning	<u>271,201</u>	<u>326,892</u>
Cash, Ending	<u>\$ 274,301</u>	<u>\$ 271,201</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

STATEMENTS OF CASH FLOWS (Continued)

Reconciliation of Change in Net Assets to Net Cash Provided by (Used in) Operating Activities

	<u>YEAR ENDED DECEMBER 31,</u>	
	<u>2011</u>	<u>2010</u>
Change in Net Assets	\$ 6,887	\$ (82,108)
Adjustments to Reconcile Change in Net Assets to Net Cash Provided by (Used in) Operating Activities:		
Depreciation	16,546	15,669
Realized loss on sale of investment	212	-
Increase in contributions receivable	(2,184)	(6,109)
Increase in prepaid expenses	(2,167)	(1,083)
Increase in accounts payable	15,174	1,783
Increase (decrease) in accrued expenses	(12,902)	10,188
Increase (decrease) in deferred revenue	<u>(14,700)</u>	<u>14,700</u>
Total Adjustments	<u>(21)</u>	<u>35,148</u>
Net Cash Provided by (Used in) Operating Activities	<u>\$ 6,866</u>	<u>\$ (46,960)</u>

The accompanying notes are an integral part of these financial statements

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

Note 1 - Description of Operations

The Healthworks Community Fitness, Inc., the "Foundation" is a non-profit organization dedicated to promoting the health and well-being of women and their children from all cultural and economic backgrounds, and to empowering women to realize their personal potential through strength, determination, and education. The Foundation operates two fitness centers in Dorchester, Massachusetts.

Note 2 - Summary of Significant Accounting Policies

a) Basis of Presentation

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with generally accepted accounting principles. These principles require that net assets, support and revenues and expenses and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, net assets of the Foundation and changes therein are classified and reported as follows:

Unrestricted Net Assets - Net assets that are not subject to donor-imposed stipulations.

Board Designated Assets - Net assets that are designated by the Board of Directors to be used for future expansion.

b) Contributions

Contributions, are recorded when made except unconditional promises to give are recognized when the donor makes a promise to give to the Foundation that is, in substance, unconditional. All contributions and unconditional pledges are available for unrestricted use unless specifically restricted by the donor.

c) Income Taxes

The Foundation is exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code. However, the Internal Revenue Code imposes an excise tax of 2% (reduced to 1% if certain requirements are met) on net investment income of the Foundation.

NOTES TO FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2011 AND 2010

Note 2 - Summary of Significant Accounting Policies (Continued)

c) Income Taxes (Continued)

Management has evaluated significant tax positions against the criteria established by professional standards and believes there are no such tax positions requiring accounting recognition in the financial statements. Management does not believe its evaluation of tax positions will significantly change within twelve months of December 31, 2011. Any changes in tax positions will be recorded when the ultimate outcome becomes known. The Foundation's information returns are subject to examination by taxing authorities generally for the years ended December 31, 2008, 2009, 2010 and 2011.

d) Use of Estimates and Assumptions in the Preparation of Financial Statements

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

e) Contributions Receivable

The Foundation considers all contributions receivable to be fully collectible; accordingly, no allowance for doubtful collections is considered necessary. All receivables are expected to be collected within one year.

f) Property and Equipment

Property and equipment are recorded at cost. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets. Maintenance and repairs are charged to expense as incurred; major renewals and betterments are capitalized. When items of property or equipment are sold or retired, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is included in income.

g) Functional Allocation of Expenses

The cost of providing the Foundation's program and supporting services have been summarized on a functional basis in the statements of activities and change in net assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2011 AND 2010

Note 2 - Summary of Significant Accounting Policies (Continued)

h) Advertising Costs

The Foundation expenses advertising costs as they are incurred. Total advertising expenses for 2011 was \$0 and 2010 was \$499.

Note 3 - Property and Equipment

Property and equipment consist of the following:

	<u>2011</u>	<u>2010</u>
Leasehold improvements	\$ 61,801	\$ 58,247
Fitness equipment	80,365	80,365
Television and audio equipment	<u>36,892</u>	<u>36,892</u>
	179,058	175,504
Less: accumulated depreciation	<u>(73,457)</u>	<u>(56,911)</u>
	<u>\$ 105,601</u>	<u>\$ 118,593</u>

Depreciation expense was \$16,546 in 2011 and \$15,669 in 2010.

Note 4 - Related Party Transactions

Healthworks Community Fitness, Inc. receives contributions monthly from the Healthworks Fitness Centers, Inc., a related party. The Healthworks Fitness Centers, Inc. contributes funds at their discretion based on varying percentage rates of net membership fees from each of their five fitness center locations. During 2011 and 2010, the rate was 0.5%. The contribution from the Healthworks Fitness Centers, Inc. was \$65,376 for the year ended December 31, 2011 and \$66,984 for the year ended December 31, 2010. A contribution receivable was due to the Foundation of \$5,251 at December 31, 2011 and \$5,402 at December 31, 2010.

The Foundation received 22.3% in 2011 and 31.2% in 2010 of its support and revenue from the Healthworks Fitness Centers, Inc. Contributions will occur only if the Board of Directors continues their financial commitment to the Foundation. There is no assurance that future contributions will occur, and any failure to commit funds may have a material adverse effect on the ability of the Foundation to support its programs.

Note 5 - Deferred Revenue

Deferred revenue of \$0 and \$14,700 at December 31, 2011 and 2010, respectively represents the portion of grants received from corporate sponsors that was not expended during the year.

HEALTHWORKS COMMUNITY FITNESS, INC.

NOTES TO FINANCIAL STATEMENTS (Continued)

DECEMBER 31, 2011 AND 2010

Note 6 - CAM Agreement

Healthworks Community Fitness, Inc. has entered into an agreement with the owner of the property at their Codman Square fitness center to pay the Foundation's allocated share of costs for the operation of the property.

The property owner will calculate and bill the Foundation monthly for their respective share of common area maintenance (CAM) costs of the property. CAM charges of \$30,933 and \$35,424 were paid in 2011 and 2010, respectively.

Note 7 - Fair Value of Financial Instruments

The carrying amounts of financial instruments, including cash, contributions receivable, accounts payable and accrued expenses approximate their fair market value due to the short term maturities of these instruments.

Note 8 - Subsequent Events

The Foundation has evaluated subsequent events through the date the report was available for issuance, September 11, 2012.

The Foundation terminated its private foundation status and will be treated as a public charity for an advanced ruling period of 60 months beginning January 1, 2012. The Foundation will continue to be treated as a private foundation for tax purposes until the completion of the sixty month period and will be classified as a Section 509(a)(2) organization during this period.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- 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, REITs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. The Healthworks Foundation, Inc	Employer identification number (EIN) or <input type="checkbox"/> 04-3431534
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 137 Newbury St Floor 5	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Boston, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ▶ Mark Harrington

Telephone No. ▶ 617-854-8700 FAX No. ▶ 617-859-5821

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Aug 15, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
 ▶ calendar year 20 11 or

▶ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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	\$	101
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	\$	101
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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions Healthworks Community Fitness, Inc	Employer identification number (EIN) or <input checked="" type="checkbox"/> 04-3431534
	Number, street, and room or suite no. If a P.O. box, see instructions. 137 Newbury Street, 5th Fl	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Boston, MA 02116	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990	01
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **Mark Harrington**
Telephone No. **617-859-8700** FAX No. **617-859-5821**
- 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.

- I request an additional 3-month extension of time until **NOV 15**, 20**12**.
- For calendar year **11**, or other tax year beginning _____, 20____, and ending _____, 20____.
- 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 needed to gather the information necessary to file a complete and 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
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	0

Signature and Verification must be completed for Part II only.

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

Signature **Jacqueline Burr** Title **EPA** Date **08/10/12**