

**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)

**2008**

Open to Public Inspection

Department of the Treasury  
 Internal Revenue Service

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

**A For the 2008 calendar year, or tax year beginning JUL 1, 2008 and ending JUN 30, 2009**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type.  See Specific Instructions.	<b>C Name of organization</b> <b>SEVEN HILLS FOUNDATION INC. &amp; AFFILIATES</b> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>81 HOPE AVENUE</b> City or town, state or country, and ZIP + 4 <b>WORCESTER, MA 01603</b>	<b>D Employer identification number</b> 91-1969322  <b>E Telephone number</b> 508-755-2340  <b>G Gross receipts \$</b> 141,023,878.  <b>H(a) Is this a group return for affiliates?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶ 3444
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c) ( 3 ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		<b>J Website:</b> ▶ WWW.SEVENHILLS.ORG	
<b>K Type of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> 1953 <b>M State of legal domicile:</b> MA	

Part I Summary			
<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>THE MISSION OF THE SEVEN HILLS FOUNDATION IS TO PROMOTE AND ENCOURAGE THE EMPOWERMENT OF PEOPLE</b>		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a) .....	<b>3</b>	18
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) .....	<b>4</b>	18
	<b>5</b> Total number of employees (Part V, line 2a) .....	<b>5</b>	4281
	<b>6</b> Total number of volunteers (estimate if necessary) .....	<b>6</b>	500
	<b>7a</b> Total gross unrelated business revenue from Part VIII, line 12, column (C) .....	<b>7a</b>	87,781.
	<b>b</b> Net unrelated business taxable income from Form 990-T, line 34 .....	<b>7b</b>	0.
<b>Revenue</b>		<b>Prior Year</b>	<b>Current Year</b>
	<b>8</b> Contributions and grants (Part VIII, line 1h) .....	1,501,710.	5,616,180.
	<b>9</b> Program service revenue (Part VIII, line 2g) .....	111,484,951.	129,274,093.
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	1,200,801.	782,591.
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	1,138,129.	1,166,483.
	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	115,325,591.	136,839,347.
<b>Expenses</b>			
	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....		
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....		
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	56,276,151.	70,571,513.
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....		
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ 85,827.		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f) .....	56,051,442.	56,907,905.
	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	112,327,593.	127,479,418.
	<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	2,997,998.	9,359,929.
<b>Net Assets or Fund Balances</b>		<b>Beginning of Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16) .....	106,369,766.	124,071,151.
	<b>21</b> Total liabilities (Part X, line 26) .....	78,311,427.	89,434,051.
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	28,058,339.	34,637,100.

Part II Signature Block	
<b>Sign Here</b>	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 _____ Date _____ <b>JOSEPH L TOSCHES, SENIOR VICE PRESIDENT/COO</b> Type or print name and title
<b>Paid Preparer's Use Only</b>	Preparer's signature ▶ <b>BARBARA E. KING</b> Date <b>05/13/10</b> Check if self-employed <input type="checkbox"/> Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ <b>BOLLUS LYNCH, LLP</b> <b>89 SHREWSBURY STREET</b> <b>WORCESTER, MA 01604</b>
	Preparer's identifying number (see instructions) _____ EIN ▶ _____ Phone no. ▶ <b>(508) 755-7107</b>

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

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission: THE MISSION OF THE SEVEN HILLS FOUNDATION IS TO PROMOTE AND ENCOURAGE THE EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES SO THAT EACH MAY PURSUE THEIR HIGHEST POSSIBLE DEGREE OF PERSONAL WELL-BEING AND INDEPENDENCE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [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? [ ] Yes [X] No If "Yes", describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services 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 (Code: ) (Expenses \$ 38,192,088. including grants of \$ ) (Revenue \$ 41,050,649. ) RESIDENTIAL PROGRAMS: TO PREPARE AND INSTRUCT INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES TO ACHIEVE THE LEAST RESTRICTIVE ENVIRONMENT.

4b (Code: ) (Expenses \$ 25,711,721. including grants of \$ ) (Revenue \$ 25,927,861. ) CHILDRENS AID AND FAMILY SERVICES: TO PROVIDE DAY CARE, INFORMATION & REFERRAL, AND COUNSELING SERVICES TO CHILDREN AND THEIR FAMILIES.

4c (Code: ) (Expenses \$ 10,946,899. including grants of \$ ) (Revenue \$ 16,329,295. ) THE HOMESTEAD GROUP: TO PROVIDE ADULT SERVICES, RESIDENTIAL SERVICES, INDEPENDENT LIVING, AND CHILD AND FAMILY SERVICE PROGRAMS TO INDIVIDUALS WITH DEVELOPMENTAL DISABILITIES.

4d Other program services. (Describe in Schedule O.) (Expenses \$ 45,281,766. including grants of \$ ) (Revenue \$ 45,966,288. )

4e Total program service expenses \$ 120,132,474. (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	<b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	X	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		X
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

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

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....	X	
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i> .....	X	
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i> .....	X	
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X

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

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 155		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 30		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	<b>2a</b> 4281		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>3b</b>			
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>5c</b>			
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>6b</b>			
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		X
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7b</b>			
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7c</b>			
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7e</b>			
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7f</b>			
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
<b>7g</b>			
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
<b>7h</b>			
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>8</b>			
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9a</b>			
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>9b</b>			
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter: <b>N/A</b>		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year <b>N/A</b>	<b>12b</b>	

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body		18
<b>b</b>	Enter the number of voting members that are independent		18
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a material diversion of the organization's assets?		X
<b>6</b>	Does the organization have members or stockholders?		X
<b>7a</b>	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
<b>b</b>	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b>	The governing body?	X	
<b>b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9a</b>	Does the organization have local chapters, branches, or affiliates?	X	
<b>b</b>	If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
<b>10</b>	Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	X	
<b>11</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies**

		Yes	No
<b>12a</b>	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b>	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b>	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
<b>13</b>	Does the organization have a written whistleblower policy?	X	
<b>14</b>	Does the organization have a written document retention and destruction policy?	X	
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
<b>a</b>	The organization's CEO, Executive Director, or top management official?	X	
<b>b</b>	Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)		X
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	X	
<b>b</b>	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	X	

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed **MA, RI**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make 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 makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MICHAEL P MATTHEWS, CFO - 508-755-2340**  
**81 HOPE AVENUE, WORCESTER, MA 01603**

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
CHARLES AUSTIN DIRECTOR	2.00	X					0.	0.	0.	
MAUREEN F BINIENDA DIRECTOR	2.00	X					0.	0.	0.	
JACK FOLEY DIRECTOR	2.00	X					0.	0.	0.	
BRIAN R FORTS CHAIRMAN	2.00	X					0.	0.	0.	
MELVIN P GORDON CLERK	2.00	X					0.	0.	0.	
DAVID A JORDAN, DHA PRESIDENT	40.00	X		X	X		280,421.	0.	245,470.	
ARLENE LIAN DIRECTOR	2.00	X					0.	0.	0.	
ROBERT L MAHAR DIRECTOR	2.00	X					0.	0.	0.	
KATHLEEN A MYSHRALL DIRECTOR	2.00	X					0.	0.	0.	
DEBORAH J NEEDLEMAN DIRECTOR	2.00	X					0.	0.	0.	
DAVID PAYDARFAR DIRECTOR	2.00	X					0.	0.	0.	
JOHN M PROSSER VICE-CHAIRMAN	2.00	X					0.	0.	0.	
MARIANNE E ROGERS DIRECTOR	2.00	X					0.	0.	0.	
CLAIRE M SWAN TREASURER	2.00	X					0.	0.	0.	
MARY ALTOMARE DIRECTOR	2.00	X					0.	0.	0.	
JEANNE ANTONUCCI DIRECTOR	2.00	X					0.	0.	0.	
JOHN HEALY DIRECTOR	2.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DEBBIE WOOD DIRECTOR	2.00	X						0.	0.	0.
ELLEN AMADIO-AUBUCHON TRUSTEE	2.00		X					0.	0.	0.
KEN BASQUE, CPA TRUSTEE	2.00		X					0.	0.	0.
STEPHEN BLACK TRUSTEE	2.00		X					0.	0.	0.
DIANE BRAZELTON TRUSTEE	2.00		X					0.	0.	0.
JAMES BUSS TRUSTEE	2.00		X					0.	0.	0.
JONATHAN CAREY TRUSTEE	2.00		X					0.	0.	0.
CHRIS CIOCILO TRUSTEE	2.00		X					0.	0.	0.
THOMAS CULLINANE TRUSTEE	2.00		X					0.	0.	0.
MORGAN DYKSTAR TRUSTEE	2.00		X					0.	0.	0.
<b>1b Total</b>								1,385,587.	0.	341,562.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 14

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

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
R.P. MASIELLO PO BOX 742, BOYLSTON, MA 01505	CONSTRUCTION	3,022,147.
GROUP 7 DESIGN, INC, 124 GROVE STREET, SUITE 301, FRANKLIN, MA 02038	ARCHITECT	374,833.
ILEX, PO BOX 990, 21 BIGELOW HILL ROAD, SKOWHEGAN, ME 04976	STAFFING	288,685.
MACMILLIN COMPANY 17 ELM STREET, KEENE, NH 03431	ARCHITECT	265,447.
COMPETITIVE EDGE SERVICES, LTD, 1400 COMPUTER DRIVE, SUITE 220, WESTBOROUGH, MA	IT/CONSULTING	162,167.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 8

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION



Part VIII		Statement of Revenue		(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	5616180.				
	g	Noncash contributions included in lines 1a-1f: \$		4710860.				
	h	<b>Total.</b> Add lines 1a-1f		5,616,180.				
	Program Service Revenue	2 a	FEES/CONTRACT GOV AGEN	Business Code 623990	97096642.	97096642.		
b		MEDICARE/MEDICAID	623990	22122431.	22122431.			
c		PRIVATE CONTRACT FEES	623990	5,452,604.	5,452,604.			
d		RENT, VENDING, SERVICE	623990	3,512,304.	3,512,304.			
e		HUD RENTAL SUBSIDY	623990	667,168.	667,168.			
f		All other program service revenue	623990	422,944.	422,944.			
g		<b>Total.</b> Add lines 2a-2f		129274093.				
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		856,606.			856,606.	
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
	6 a	Gross Rents	(i) Real	(ii) Personal				
		b	Less: rental expenses					
		c	Rental income or (loss)					
	d	Net rental income or (loss)						
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b	Less: cost or other basis and sales expenses					
		c	Gain or (loss)					
		d	Net gain or (loss)			-74,015.	-74,015.	
	8 a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
		b	Less: direct expenses	b				
		c	Net income or (loss) from fundraising events					
	9 a	Gross income from gaming activities. See Part IV, line 19	a	1759389.				
b		Less: direct expenses	b	1424243.				
c		Net income or (loss) from gaming activities		335,146.	335,146.			
10 a	Gross sales of inventory, less returns and allowances	a						
	b	Less: cost of goods sold	b					
	c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code						
11 a	OTHER REVENUE	623990	790,223.	743,556.	46,667.			
b	LLC TAXABLE INCOME	900099	41,114.		41,114.			
c								
d	All other revenue							
e	<b>Total.</b> Add lines 11a-11d		831,337.					
12	<b>Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		136839347.	130278780.	87,781.	856,606.		

**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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 .....				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 .....				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 .....				
4 Benefits paid to or for members .....				
5 Compensation of current officers, directors, trustees, and key employees .....	1,385,587.	1,385,587.		
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) .....				
7 Other salaries and wages .....	56,349,530.	53,441,143.	2,908,387.	
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) .....	7,887,389.	6,561,561.	1,325,828.	
9 Other employee benefits .....	4,949,007.	4,716,816.	232,191.	
10 Payroll taxes .....				
11 Fees for services (non-employees):				
a Management .....				
b Legal .....	130,879.	37,791.	93,088.	
c Accounting .....	124,603.	55,078.	69,525.	
d Lobbying .....				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees .....				
g Other .....				
12 Advertising and promotion .....	175,069.	3,675.	171,394.	
13 Office expenses .....	3,869,478.	3,685,661.	183,817.	
14 Information technology .....				
15 Royalties .....				
16 Occupancy .....	5,694,203.	5,353,455.	340,748.	
17 Travel .....	2,677,711.	2,556,182.	121,529.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings .....	218,061.	43,319.	174,742.	
20 Interest .....	3,424,568.	3,369,203.	55,365.	
21 Payments to affiliates .....				
22 Depreciation, depletion, and amortization .....	2,803,593.	2,575,778.	227,815.	
23 Insurance .....	742,912.	638,784.	104,128.	
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.) .....				
a <b>CHILD CARE VOUCHER PAYM</b>	22,438,594.	22,438,594.		
b <b>SPECIALIZED HOME CARE &amp;</b>	9,225,963.	9,225,963.		
c <b>MISCELLANEOUS</b>	2,911,215.	1,894,768.	1,016,447.	
d <b>CLINICAL CONSULTANTS</b>	2,385,229.	2,149,116.	236,113.	
e <b>FUNDRAISING</b>	85,827.			85,827.
f All other expenses .....				
25 <b>Total functional expenses.</b> Add lines 1 through 24f	127,479,418.	120,132,474.	7,261,117.	85,827.
26 <b>Joint Costs.</b> Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

**Part X Balance Sheet**

		(A)		(B)		
		Beginning of year		End of year		
Assets	1	Cash - non-interest-bearing .....	9,941,713.	1	17,645,014.	
	2	Savings and temporary cash investments .....		2		
	3	Pledges and grants receivable, net .....	12,796.	3	207,795.	
	4	Accounts receivable, net .....	8,590,135.	4	12,827,296.	
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L .....		5		
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L .....		6		
	7	Notes and loans receivable, net .....	14,376.	7	202,747.	
	8	Inventories for sale or use .....		8		
	9	Prepaid expenses and deferred charges .....	202,978.	9	287,876.	
	10a	Land, buildings, and equipment: cost basis ...	10a	100,815,855.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D .....	10b	22,757,886.		
	11	Investments - publicly traded securities .....	71,319,687.	10c	78,057,969.	
	12	Investments - other securities. See Part IV, line 11 .....	11,683,812.	11	9,711,947.	
	13	Investments - program-related. See Part IV, line 11 .....	1,200,000.	12	1,235,432.	
	14	Intangible assets .....		13		
	15	Other assets. See Part IV, line 11 .....		14		
16	<b>Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	3,404,269.	15	3,895,075.		
		106,369,766.	16	124,071,151.		
Liabilities	17	Accounts payable and accrued expenses .....	13,717,851.	17	13,586,870.	
	18	Grants payable .....		18		
	19	Deferred revenue .....		19		
	20	Tax-exempt bond liabilities .....	51,838,609.	20	68,158,475.	
	21	Escrow account liability. Complete Part IV of Schedule D .....		21		
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		22		
	23	Secured mortgages and notes payable to unrelated third parties .....	11,299,552.	23	5,668,243.	
	24	Unsecured notes and loans payable .....		24		
	25	Other liabilities. Complete Part X of Schedule D .....	1,455,415.	25	2,020,463.	
	26	<b>Total liabilities.</b> Add lines 17 through 25 .....	78,311,427.	26	89,434,051.	
Net Assets or Fund Balances	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>					
	27	Unrestricted net assets .....	27,644,328.	27	33,945,809.	
	28	Temporarily restricted net assets .....	197,298.	28	474,578.	
	29	Permanently restricted net assets .....	216,713.	29	216,713.	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>					
	30	Capital stock or trust principal, or current funds .....		30		
	31	Paid-in or capital surplus, or land, building, or equipment fund .....		31		
	32	Retained earnings, endowment, accumulated income, or other funds .....		32		
	33	<b>Total net assets or fund balances</b> .....	28,058,339.	33	34,637,100.	
	34	<b>Total liabilities and net assets/fund balances</b> .....	106,369,766.	34	124,071,151.	

**Part XI Financial Statements and Reporting**

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? .....		X
b	Were the organization's financial statements audited by an independent accountant? .....	X	
c	If "Yes" to lines 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	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? .....	X	
b	If "Yes," did the organization undergo the required audit or audits? .....	X	

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

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

<b>Name of the organization</b> <b>SEVEN HILLS FOUNDATION INC. &amp; AFFILIATES</b>	<b>Employer identification number</b> <b>91-1969322</b>
--	--

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

The organization is not a private foundation because it is: (Please check only **one** organization.)

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	<b>11g(i)</b>	
(ii) A family member of a person described in (i) above? .....	<b>11g(ii)</b>	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	<b>11g(iii)</b>	
- h Provide the following information about the organizations the organization supports.

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

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

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 - 3 .....						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						
<b>6 Public Support.</b> Subtract line 5 from line 4.						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>7</b> Amounts from line 4 .....						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>11 Total support.</b> Add lines 7 through 10						
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					<b>12</b>	
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....						<input type="checkbox"/>

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

<b>14</b> Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>		%
<b>15</b> Public support percentage from 2007 Schedule A, Part IV-A, line 26f .....	<b>15</b>		%
<b>16a 33 1/3% support test - 2008.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>b 33 1/3% support test - 2007.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>17a 10% -facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>b 10% -facts-and-circumstances test - 2007.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....		<input type="checkbox"/>	
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....		<input type="checkbox"/>	

**Part III Support Schedule for Organizations Described in Section 509(a)(2)** (Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	70714331.	73483271.	98583631.	1501710.	5616180.	249899123
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....	4056655.	5873425.	7346929.	113142894	131033482	261453385
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge ...	87,876.	87,876.	87,876.	87,876.	439,380.	790,884.
<b>6 Total.</b> Add lines 1 - 5 .....	74858862.	79444572.	106018436	114732480	137089042	512143392
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000 .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support</b> (Subtract line 7c from line 6.)						512143392

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
<b>9</b> Amounts from line 6 .....	74858862.	79444572.	106018436	114732480	137089042	512143392
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...	1239698.	1546761.	2208459.	1200801.	856,606.	7052325.
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....	1239698.	1546761.	2208459.	1200801.	856,606.	7052325.
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	781,142.	808,049.	821,280.	984,000.	825,655.	4220126.
<b>13 Total support</b> (Add lines 9, 10c, 11, and 12.)						523415843

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

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

<b>15</b> Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	97.85 %
<b>16</b> Public support percentage from 2007 Schedule A, Part IV-A, line 27g .....	<b>16</b>	97.16 %

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

<b>17</b> Investment income percentage for <b>2008</b> (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	1.35 %
<b>18</b> Investment income percentage from <b>2007</b> Schedule A, Part IV-A, line 27h .....	<b>18</b>	1.98 %

**19a 33 1/3% support tests - 2008.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

**b 33 1/3% support tests - 2007.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization .....

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

**Schedule D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

SEVEN HILLS FOUNDATION INC. & AFFILIATES

Employer identification number

91-1969322

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

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

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).  
 Preservation of land for public use (e.g., recreation or pleasure)       Preservation of an historically important land area  
 Protection of natural habitat       Preservation of certified historic structure  
 Preservation of open space

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

	Held at the End of the 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 .....	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easements it holds? .....  Yes  No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? .....  Yes  No

9 In Part 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, 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, 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 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 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 Trust, Escrow and Custodial Arrangements.** Complete if 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:
- |  | Amount    |
|--|-----------|
| <b>c</b> Beginning balance .....             | <b>1c</b> |
| <b>d</b> Additions during the year .....     | <b>1d</b> |
| <b>e</b> Distributions during the year ..... | <b>1e</b> |
| <b>f</b> Ending balance .....                | <b>1f</b> |
- 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 organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
<b>1a</b> Beginning of year balance .....	11286658.				
<b>b</b> Contributions .....					
<b>c</b> Investment earnings or losses .....	-2013463.				
<b>d</b> Grants or scholarships .....					
<b>e</b> Other expenditures for facilities and programs .....					
<b>f</b> Administrative expenses .....					
<b>g</b> End of year balance .....	9,273,195.				

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment ▶ 97.70 %
  - b** Permanent endowment ▶ 2.30 %
  - c** Term endowment ▶ \_\_\_\_\_ %

- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- |  | Yes                      | No                                  |
|--|--------------------------|-------------------------------------|
| <b>(i)</b> unrelated organizations ..... | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| <b>(ii)</b> related organizations .....  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- 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 Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
<b>1a</b> Land .....		10,620,033.		10,620,033.
<b>b</b> Buildings .....		74,221,615.	19,241,673.	54,979,942.
<b>c</b> Leasehold improvements .....				
<b>d</b> Equipment .....		10,243,421.	3,516,213.	6,727,208.
<b>e</b> Other .....		5,730,786.		5,730,786.
<b>Total.</b> Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				78,057,969.



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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
Financial derivatives and other financial products .....		
Closely-held equity interests .....		
Other .....		
<b>Total.</b> (Col (b) should equal Form 990, Part X, col (B) line 12.) ▶		

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
<b>Total.</b> (Col (b) should equal Form 990, Part X, col (B) line 13.) ▶		

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

(a) Description	(b) Book value
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 15.) ▶	

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

(a) Description of liability	(b) Amount	
Federal income taxes		
<b>DEFERRED COMPENSATION LIABILITY</b>	<b>2,020,463.</b>	
<b>Total.</b> (Column (b) should equal Form 990, Part X, col (B) line 25.) ▶	<b>2,020,463.</b>	

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.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	136,839,347.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	127,479,418.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	9,359,929.
4	Net unrealized gains (losses) on investments	4	-2,313,836.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-467,332.
9	Total adjustments (net). Add lines 4-8	9	-2,781,168.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	6,578,761.

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

1	Total revenue, gains, and other support per audited financial statements	1	135,482,422.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-2,313,836.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	962,593.
e	Add lines 2a through 2d	2e	-1,351,243.
3	Subtract line 2e from line 1	3	136,833,665.
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	5,682.
c	Add lines 4a and 4b	4c	5,682.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	136,839,347.

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

1	Total expenses and losses per audited financial statements	1	128,903,661.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	1,424,243.
e	Add lines 2a through 2d	2e	1,424,243.
3	Subtract line 2e from line 1	3	127,479,418.
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 should equal Form 990, Part I, line 18.)	5	127,479,418.

**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; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

**PART V, LINE 4: THE FOUNDATION'S ENDOWMENT CONSISTS OF FUNDS**

DESIGNATED BY THE BOARD OF DIRECTORS TO FUNCTION AS ENDOWMENTS. AS

REQUIRED BY GENERALLY ACCEPTED ACCOUNTING PRINCIPLES, NET ASSETS

ASSOCIATED WITH ENDOWMENT FUNDS, INCLUDING FUNDS DESIGNATED BY THE BOARD

TO FUNCTION AS ENDOWMENTS, ARE CLASSIFIED AND REPORTED BASED ON THE

EXISTENCE OR ABSENCE OF DONOR-IMPOSED OR LEGAL RESTRICTIONS.

THE BOARD OF DIRECTORS HAS INTERPRETED STATE LAW AS ALLOWING THE

UTILIZATION OF APPRECIATION ON PERMANENTLY RESTRICTED ASSETS UNLESS

**Part XIV** Supplemental Information *(continued)*

EXPLICIT DONOR STIPULATIONS SPECIFY HOW NET APPRECIATION MUST BE USED. AS A RESULT OF THIS INTERPRETATION, THE FOUNDATION CLASSIFIES AS PERMANENTLY RESTRICTED NET ASSETS (A) THE ORIGINAL VALUE OF GIFTS DONATED TO THE PERMANENT ENDOWMENT, (B) THE ORIGINAL VALUE OF SUBSEQUENT GIFTS TO THE PERMANENT ENDOWMENT, AND (C) ACCUMULATIONS TO THE PERMANENT ENDOWMENT MADE IN ACCORDANCE WITH THE DIRECTION OF THE APPLICABLE DONOR GIFT INSTRUMENT AT THE TIME THE ACCUMULATION IS ADDED TO THE FUND. THE REMAINING PORTION OF THE DONOR-RESTRICTED ENDOWMENT FUND THAT IS NOT CLASSIFIED IN PERMANENTLY RESTRICTED NET ASSETS IS CLASSIFIED AS TEMPORARILY RESTRICTED NET ASSETS UNTIL THOSE AMOUNTS ARE APPROPRIATED FOR EXPENDITURE BY THE FOUNDATION IN A MANNER CONSISTENT WITH THE STANDARD OF PRUDENCE PRESCRIBED BY STATE LAW.

THE FOUNDATION HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ITS BOARD-DESIGNATED ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PREDICTABLE STREAM OF FUNDING FOR ITS PROGRAMS WHILE SEEKING TO MAINTAIN THE PURCHASING POWER OF THE ENDOWMENT ASSETS. UNDER THIS POLICY, AS APPROVED BY THE BOARD, THE FOUNDATION'S INVESTMENT COMMITTEE SHALL SEEK TO INVEST THE ENDOWMENT FUNDS IN SUCH A MANNER THAT THE INVESTMENTS WILL PROVIDE A SPENDABLE RETURN CONSISTENT WITH A LONG-TERM GOAL OF PRESERVING THE FUNDS IN REAL TERMS. ACTUAL RETURNS IN ANY GIVEN YEAR MAY VARY FROM THIS AMOUNT.

TO SATISFY ITS LONG-TERM RATE-OF-RETURN OBJECTIVES, THE FOUNDATION RELIES ON A TOTAL RETURN STRATEGY IN WHICH INVESTMENT RETURNS ARE ACHIEVED THROUGH BOTH CAPITAL APPRECIATION (REALIZED AND UNREALIZED) AND CURRENT YIELD (INTEREST AND DIVIDENDS). THE FOUNDATION HAS INVESTED IN DEBT AND EQUITY SECURITIES THAT TARGET A DIVERSIFIED ASSET ALLOCATION THAT PLACES A GREATER EMPHASIS ON EQUITY-BASED INVESTMENTS TO ACHIEVE ITS LONG-TERM RETURN OBJECTIVES WITHIN PRUDENT RISK CONSTRAINTS.

**Part XIV** Supplemental Information (continued)

PART XI, LINE 8 - OTHER ADJUSTMENTS:

UNREALIZED LOSS ON HEDGING INSTRUMENT: -461650.

LESS LLC INCOME NOT INCLUDED ON THE BOOKS: -5682.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

GAMING EXPENSES: 1424243.

UNREALIZED LOSS ON HEDGING INSTRUMENT: -461650.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

BOOK TAX DIFFERENCE IN LLC INCOME: 5682.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

GAMING EXPENSES: 1424243.

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

**Supplemental Information Regarding**  
**Fundraising or Gaming Activities**

OMB No. 1545-0047

**2008**

Open To Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 or Form 990-EZ. Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.**

Name of the organization

**SEVEN HILLS FOUNDATION INC. & AFFILIATES**

Employer identification number

**91-1969322**

**Part I Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- a**  Mail solicitations
  - b**  Email solicitations
  - c**  Phone solicitations
  - d**  In-person solicitations
  - e**  Solicitation of non-government grants
  - f**  Solicitation of government grants
  - g**  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. Form 990-EZ filers are not required to complete this table.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
<b>Total</b> .....				▶		

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

**MA**

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1	Gross receipts .....			
	2	Less: Charitable contributions .....			
	3	Gross revenue (line 1 minus line 2) .....			
Direct Expenses	4	Cash prizes .....			
	5	Non-cash prizes .....			
	6	Rent/facility costs .....			
	7	Other direct expenses .....			
	8	Direct expense summary. Add lines 4 through 7 in column (d) .....			
	9	Net income summary. Combine lines 3 and 8 in column (d) .....			

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))	
		1	Gross revenue .....	1,595,544.	163,845.	
Direct Expenses	2	Cash prizes .....	1,108,083.			1,108,083.
	3	Non-cash prizes .....				
	4	Rent/facility costs .....				
	5	Other direct expenses .....	274,198.	41,962.		316,160.
	6	Volunteer labor .....	<input checked="" type="checkbox"/> Yes 100 % <input type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100 % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7	Direct expense summary. Add lines 2 through 5 in column (d) .....				( 1,424,243. )	
8	Net gaming income summary. Combine lines 1 and 7 in column (d) .....				335,146.	

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: <u>MA</u>		
a Is the organization licensed to operate gaming activities in each of these states? .....	X	
b If "No," Explain: .....		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? .....		X
b If "Yes," Explain: .....		
11 Does the organization operate gaming activities with nonmembers? .....		X
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? .....		X

**13** Indicate the percentage of gaming activity operated in:

<b>a</b> The organization's facility .....	<b>13a</b>	100.00 %
<b>b</b> An outside facility .....	<b>13b</b>	%

**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► JOSEPH TOSCHES  
SEVEN HILLS FOUNDATION, 81 HOPE AVENUE - WORCESTER, MA  
 Address ► 01603

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

	Yes	No
13a		
13b		
14		
15a		X
15b		
15c		
16		
17a	X	
17b		

**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:

Name ► \_\_\_\_\_  
 Address ► \_\_\_\_\_

**16** Gaming manager information:

Name ► JOSEPH TOSCHES

Gaming manager compensation ► \$ \_\_\_\_\_

Description of services provided ► MANAGER OF EVENTS

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? .....

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

17a	X	
17b		

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No. 1545-0047

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

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

SEVEN HILLS FOUNDATION INC. & AFFILIATES

Employer identification number

91-1969322

**Part I Questions Regarding Compensation**

**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.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If line 1a is 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 .....

**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? .....

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- |   |  |
|---|--|
| <input type="checkbox"/> Compensation committee                         | <input type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations                | <input type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment? .....
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....
- c** Participate in, or receive payment from, an equity-based compensation arrangement? .....
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.**

**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? .....
- b** Any related organization? .....
- 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? .....
- b** Any related organization? .....
- 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 .....

**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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III .....

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X



**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use Schedule J-1 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) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
DAVID A JORDAN, DHA	(i)	263,204.	0.	17,217.	229,716.	15,754.	525,891.	484,472.
	(ii)	0.	0.	0.	0.	0.	0.	0.
JOSEPH L TOSCHES	(i)	263,233.	0.	13,340.	23,500.	8,706.	308,779.	283,151.
	(ii)	0.	0.	0.	0.	0.	0.	0.
RICARDO DANCEL, MD	(i)	213,502.	0.	0.	0.	0.	213,502.	207,856.
	(ii)	0.	0.	0.	0.	0.	0.	0.
RICHARD G NECKES	(i)	143,972.	0.	0.	0.	8,682.	152,654.	137,307.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 4B: DAVID A. JORDAN - DEFERRED COMPENSATION \$229,716

JOSEPH L. TOSCHES - DEFERRED COMPENSATION \$23,500

MICHAEL MATTHEWS - DEFERRED COMPENSATION \$10,379

KATHARINE CLEARY - DEFERRED COMPENSATION \$12,153

DONALD MARTEL - DEFERRED COMPENSATION \$10,910

THE EMPLOYER CONTRIBUTES THESE DEFERRED COMPENSATION PAYMENTS TO A NON QUALIFIED INELIGIBLE 457(F) PLAN. THESE AMOUNTS CONTRIBUTED INTO THE 457(F) PLAN ARE NOT VESTED AND ARE SUBJECT TO SUBSTANTIAL RISK OF FORFEITURE IN THE EVENT THAT EMPLOYEES DO NOT FULFIL THEIR OBLIGATIONS OF THEIR EMPLOYMENT WITH THE ORGANIZATION.

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

**SEVEN HILLS FOUNDATION INC. & AFFILIATES**

Employer Identification number

**91-1969322**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DR ELAINE FRANCIS TRUSTEE	2.00		X					0.	0.	0.
HELEN GARCIA TRUSTEE	2.00		X					0.	0.	0.
MAUREEN R GRAY TRUSTEE	2.00		X					0.	0.	0.
DAVID GREENWOOD TRUSTEE	2.00		X					0.	0.	0.
JOSEPH GUNTHER TRUSTEE	2.00		X					0.	0.	0.
DR MARK HASSO TRUSTEE	2.00		X					0.	0.	0.
DEBRA HOKKANEN TRUSTEE	2.00		X					0.	0.	0.
ELLEN HONEYMAN TRUSTEE	2.00		X					0.	0.	0.
LOUISE JANHUNEN TRUSTEE	2.00		X					0.	0.	0.
PAUL G KALMANSSON, ESQ TRUSTEE	2.00		X					0.	0.	0.
MARION MAHAR TRUSTEE	2.00		X					0.	0.	0.
DAVID MASIELLO TRUSTEE	2.00		X					0.	0.	0.
TODD MCDONALD TRUSTEE	2.00		X					0.	0.	0.
RUTHANN MELANCON TRUSTEE	2.00		X					0.	0.	0.
JONI MILLUZZO TRUSTEE	2.00		X					0.	0.	0.
HONORABLE RICHARD T MOOR TRUSTEE	2.00		X					0.	0.	0.
JOHN MUGGERIDGE TRUSTEE	2.00		X					0.	0.	0.
STEVE NELSON TRUSTEE	2.00		X					0.	0.	0.
JOSEPH NUNES TRUSTEE	2.00		X					0.	0.	0.
DR BENJAMIN NWOSU TRUSTEE	2.00		X					0.	0.	0.

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

Schedule J-2 (Form 990) 2008

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

**SEVEN HILLS FOUNDATION INC. & AFFILIATES**

Employer Identification number

**91-1969322**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JAMES PATTERSON TRUSTEE	2.00		X					0.	0.	0.
FRANCIS POLITO TRUSTEE	2.00		X					0.	0.	0.
KARYN POLITO TRUSTEE	2.00		X					0.	0.	0.
PAUL REVILLE TRUSTEE	2.00		X					0.	0.	0.
DAVID W ROGERS TRUSTEE	2.00		X					0.	0.	0.
PAULA ROSENBLUM TRUSTEE	2.00		X					0.	0.	0.
JAMIE ROTMAN TRUSTEE	2.00		X					0.	0.	0.
PATRICIA RUGG TRUSTEE	2.00		X					0.	0.	0.
DR PETER RUGG TRUSTEE	2.00		X					0.	0.	0.
DOUGLAS RUSSEL, JR TRUSTEE	2.00		X					0.	0.	0.
R. JOSEPH SALOIS TRUSTEE	2.00		X					0.	0.	0.
DR JENNIFER SCHOTT TRUSTEE	2.00		X					0.	0.	0.
KAREN SHORTSLEEVE TRUSTEE	2.00		X					0.	0.	0.
DAVID SIMON TRUSTEE	2.00		X					0.	0.	0.
EILEEN SPORING TRUSTEE	2.00		X					0.	0.	0.
PETER STANTON TRUSTEE	2.00		X					0.	0.	0.
BERNIE STEPHENS TRUSTEE	2.00		X					0.	0.	0.
C. PARKER SWAN TRUSTEE	2.00		X					0.	0.	0.
DAVID TOBIN TRUSTEE	2.00		X					0.	0.	0.
DR PHILIP TOWNES TRUSTEE	2.00		X					0.	0.	0.

**SCHEDULE J-2**  
**(Form 990)**

**Continuation Sheet for Form 990**

OMB No. 1545-0047

**2008**

Department of the Treasury  
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

**Open to Public Inspection**

Name of the Organization  
**SEVEN HILLS FOUNDATION INC. & AFFILIATES**

Employer Identification number  
**91-1969322**

**Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOANNE TULONEN TRUSTEE	2.00		X					0.	0.	0.
JO-ANN WHELAN TRUSTEE	2.00		X					0.	0.	0.
DR FRANCIS A WHITE TRUSTEE	2.00		X					0.	0.	0.
KELSA ZERESKI TRUSTEE	2.00		X					0.	0.	0.
MICHAEL MATTHEWS CFO	40.00			X		X		108,256.	0.	19,085.
JOSEPH L TOSCHES SR. VICE PRESIDENT	40.00				X			276,573.	0.	32,206.
RICARDO DANCEL, MD PSYCHIATRIST	40.00				X			213,502.	0.	0.
RICHARD G NECKES VP SHCS	40.00					X		143,972.	0.	8,682.
KATHARINE CLEARY VP SH CLINICAL SERVICES/ HENRY YOUNG CLINICIAN	40.00					X		129,095.	0.	12,153.
DONALD MARTEL VP HOME BASED COUNSELING	40.00					X		118,173.	0.	4,350.

**SCHEDULE K  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information on Tax-Exempt Bonds**

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 24a.  
Provide descriptions, explanations, and any additional information on Schedule O (Form 990).

OMB No. 1545-0047

**2008**  
**Open to Public Inspection**

Name of the organization

**SEVEN HILLS FOUNDATION INC. & AFFILIATES**

**Employer identification number**  
**91-1969322**

**Part I Bond Issues** (Required for 2008)

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer	
							Yes	No	Yes	No
<b>A</b>	MASSACHUSETTS DEVELOPMENT FINANCE AGEN	04-3431814	NONE	09/01/08	12000000.	FINANCE/REFINANCE CAPITAL PROJECTS		X		X
<b>B</b>	MASSACHUSETTS DEVELOPMENT FINANCE AGEN	04-3431814	NONE	09/01/08	5,500,000.	FINANCE/REFINANCE CAPITAL PROJECTS		X		X
<b>C</b>										
<b>D</b>										
<b>E</b>										

**Part II Proceeds** (Optional for 2008)

	A		B		C		D		E	
<b>1</b> Total proceeds of issue .....										
<b>2</b> Gross proceeds in reserve funds .....										
<b>3</b> Proceeds in refunding or defeasance escrows .....										
<b>4</b> Other unspent proceeds .....										
<b>5</b> Issuance costs from proceeds .....										
<b>6</b> Working capital expenditures from proceeds .....										
<b>7</b> Capital expenditures from proceeds .....										
<b>8</b> Year of substantial completion .....										
	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>	<b>Yes</b>	<b>No</b>
<b>9</b> Were the bonds issued as part of a current refunding issue? ...										
<b>10</b> Were the bonds issued as part of an advance refunding issue? .....										
<b>11</b> Has the final allocation of proceeds been made? .....										
<b>12</b> Does the organization maintain adequate books and records to support the final allocation of proceeds? .....										

**Part III Private Business Use** (Optional for 2008)

	A		B		C		D		E	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
<b>1</b> Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? .....										
<b>2</b> Are there any lease arrangements with respect to the financed property which may result in private business use? .....										

SCHEDULE L  
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No. 1545-0047

2008

Open To Public  
Inspection

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.  
▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, lines 38a or 40b.

Name of the organization SEVEN HILLS FOUNDATION INC. & AFFILIATES  
Employer identification number 91-1969322

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

Table with 3 main columns: (a) Name of disqualified person, (b) Description of transaction, (c) Corrected? (Yes/No)

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 \$
3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

Table with 7 main columns: (a) Name of interested person and purpose, (b) Loan to or from the organization? (To/From), (c) Original principal amount, (d) Balance due, (e) In default? (Yes/No), (f) Approved by board or committee? (Yes/No), (g) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

Table with 3 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of transaction, (d) Description of transaction, (e) Sharing of organization's revenues? (Yes/No)

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

**SCHEDULE M  
(Form 990)**

**NonCash Contributions**

OMB No. 1545-0047

**2008**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ To be completed by organizations that answered  
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization  
**SEVEN HILLS FOUNDATION INC. & AFFILIATES**

Employer identification number  
**91-1969322**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....				
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....				
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution (historic structures) .....				
14 Qualified conservation contribution (other) ...				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( <u>NET ASSETS HO</u> )	X	1	4,622,984.	FAIR MARKET VALUE
26 Other ▶ ( _____ )				
27 Other ▶ ( _____ )				
28 Other ▶ ( _____ )				

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

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

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

Schedule M (Form 990) 2008



**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public  
Inspection

Name of the organization

SEVEN HILLS FOUNDATION INC. & AFFILIATES

Employer identification number

91-1969322

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

WITH SIGNIFICANT CHALLENGES SO THAT EACH MAY PURSUE THEIR HIGHEST  
POSSIBLE DEGREE OF PERSONAL WELL-BEING AND INDEPENDENCE.

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

OTHER PROGRAM SERVICES INCLUDE: FAMILY SUPPORT, VOCATIONAL TRAINING,  
COMMUNITY ORIENTATION, DAY HAB, SPECIALIZED HOME CARE, PEDIATRIC  
NURSING HOME SERVICES, SCHOOL SERVICES, AND BEHAVIORAL HEALTH SERVICES.  
EXPENSES \$ 45281766. INCLUDING GRANTS OF \$ 0. REVENUE \$ 45966288.

FORM 990, PART VI, SECTION A, LINE 10: THE BOARD OF DIRECTORS, CEO, CFO,  
AND COO WILL REVIEW IT PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE BOARD OF DIRECTORS REVIEWS THE  
ORGANIZATION'S CONFLICT OF INTEREST POLICY ANNUALLY IN ORDER TO ENSURE THAT  
THE ORGANIZATION'S BOARD OF DIRECTORS, OFFICERS, AND EMPLOYEES ARE  
REGULARLY AND CONSISTENTLY MONITORING AND ENFORCING IT.

FORM 990, PART VI, SECTION B, LINE 15: THE PROCESS FOR DETERMINING  
COMPENSATION FOR THE TOP TWO EMPLOYEES INCLUDED AN INDEPENDENT STUDY BY AN  
OUTSIDE AGENCY.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION MAKES ITS  
GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS  
AVAILABLE TO THE PUBLIC UPON REQUEST.

**SCHEDULE O**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

**2008**

Open to Public Inspection

Name of the organization

SEVEN HILLS FOUNDATION INC. & AFFILIATES

Employer identification number

91-1969322

SEVEN HILLS HAS A COMMITTEE THAT ASSUMES RESPONSIBILITY FOR OVERSIGHT OF THE AUDIT OF ITS FINANCIAL STATEMENTS. THE COMMITTEE ALSO ASSUMES RESPONSIBILITY OF THE SELECTION OF AN INDEPENDENT ACCOUNTANT.

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

(A) NAME OF PERSON: LUANNE PERRY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

SISTER OF JOSEPH TOSCHES

(D) DESCRIPTION OF TRANSACTION: ARCHITECTURAL SERVICES

AS OF JUNE 30, 2009, THE HOMESTEAD GROUP (FID #05-6013789) AN UNRELATED TAX-EXEMPT ORGANIZATION WAS MERGED INTO SEVEN HILLS FOUNDATION INC. & AFFILIATES. THIS MERGER WAS REFLECTED IN THIS RETURN AS A CONTRIBUTION OF \$4,622,981 WHICH REPRESENTED THE NET ASSETS OF THE HOMESTEAD GROUP.

**Related Organizations and Unrelated Partnerships**

▶ **Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, lines 33, 34, 35, 36, or 37.**  
▶ **See separate instructions.**

<b>Name of the organization</b> <b>SEVEN HILLS FOUNDATION INC. &amp; AFFILIATES</b>	<b>Employer identification number</b> <b>91-1969322</b>
--	--

**Part I Identification of Disregarded Entities**

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity

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

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
SEVEN HILLS FAMILY SERVICES, INC. - 04-3293665, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS COMMUNITY SERVICES, INC. - 04-3125422, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS OCCUPATIONAL & REHABILITATION SERVICES, INC. - 04-2274992, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS DISABILITY & ADVOCACY, INC. - 04-2522064, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	

**Part III Identification of Related Organizations Taxable as a Partnership**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportion- ate allocations?		(I) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?	
							Yes	No		Yes	No
SEAQUEST TECHNOLOGIES - 26-2699564, 80 WARRENVILLE ROAD, LISLE, IL 60532	COMPUTER SERVICES	IL		UNRELATED	36.	36.		X	N/A		X

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
GROUP 7 DESIGN, INC. - 26-1688975 124 GROVE STREET, SUITE 301 FRANKLIN, MA 02038	ARCHITECTURAL DESIGN	MA	N/A	S CORP	47,700.	344,301.	49.90%

**Part V Transactions With Related Organizations**

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

**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?

	Yes	No
<b>a</b> Receipt of <b>(i)</b> interest <b>(ii)</b> annuities <b>(iii)</b> royalties <b>(iv)</b> rent from a controlled entity .....	X	
<b>b</b> Gift, grant, or capital contribution to other organization(s) .....		X
<b>c</b> Gift, grant, or capital contribution from other organization(s) .....		X
<b>d</b> Loans or loan guarantees to or for other organization(s) .....	X	
<b>e</b> Loans or loan guarantees by other organization(s) .....		X
<b>f</b> Sale of assets to other organization(s) .....		X
<b>g</b> Purchase of assets from other organization(s) .....		X
<b>h</b> Exchange of assets .....		X
<b>i</b> Lease of facilities, equipment, or other assets to other organization(s) .....		X
<b>j</b> Lease of facilities, equipment, or other assets from other organization(s) .....		X
<b>k</b> Performance of services or membership or fundraising solicitations for other organization(s) .....	X	
<b>l</b> Performance of services or membership or fundraising solicitations by other organization(s) .....		X
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets .....		X
<b>n</b> Sharing of paid employees .....		X
<b>o</b> Reimbursement paid to other organization for expenses .....		X
<b>p</b> Reimbursement paid by other organization for expenses .....		X
<b>q</b> Other transfer of cash or property to other organization(s) .....		X
<b>r</b> Other transfer of cash or property from other organization(s) .....		X

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

(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1) GROUP 7 DESIGN, INC.	A	2,384.
(2) GROUP 7 DESIGN, INC.	D	150,000.
(3) GROUP 7 DESIGN, INC.	K	46,667.
(4)		
(5)		
(6)		

**Part VI** **Unrelated Organizations Taxable as a Partnership**

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.

(A) Name, address, and EIN of entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Are all partners section 501(c)(3) organizations?		(E) Share of end-of- year assets	(F) Dispropor- tionate allocations?		(G) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(H) General or managing partner?	
			Yes	No		Yes	No		Yes	No

**Part II** Continuation of Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
WAARC REALTY, INC. - 04-2862244 81 HOPE AVENUE WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEASIDE EDUCATIONAL ASSOCIATES, INC. - 04-2669835, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS PARTNERSHIP, INC. - 04-3527672 81 HOPE AVENUE WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS CLINICAL ASSOCIATES, INC. - 02-0627442, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
PORTUGUESE YOUTH CULTURAL ORGANIZATION, INC. - 04-2492493, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
CHILDRENS AID & FAMILY SERVICE, INC. - 04-2161932, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS BEHAVIORAL HEALTH, INC. - 04-2173052, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
SEVEN HILLS EXTENDED CARE AT GROTON, INC. - 20-0172796, 81 HOPE AVENUE, WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	
THE HOMESTEAD GROUP - 05-6013789 81 HOPE AVENUE WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	RHODE ISLAND		501(C)(3)	
SEVEN HILLS GLOBAL OUTREACH - 26-3273731 81 HOPE AVENUE WORCESTER, MA 01603	EMPOWERMENT OF PEOPLE WITH SIGNIFICANT CHALLENGES	MASSACHUSETTS		501(C)(3)	

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box  **X**

**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).

<b>Part II</b>	<b>Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).	
Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>SEVEN HILLS FOUNDATION INC. &amp; AFFILIATES</b>	Employer identification number <b>91-1969322</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>81 HOPE AVENUE</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>WORCESTER, MA 01603</b>	

**Check type of return to be filed** (File a separate application for each return):

- |  |                                      |   |                                      |                                    |                                    |
|--|--------------------------------------|---|--------------------------------------|------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 5227 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 6069 |                                    |

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

**MICHAEL P MATTHEWS, CFO**

• The books are in the care of **81 HOPE AVENUE - WORCESTER, MA 01603**

Telephone No. **508-755-2340** FAX No. \_\_\_\_\_

• 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) **3444**. If this is for the whole group, check this box  **X**. 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, 2010**.

**5** For calendar year \_\_\_\_\_, or other tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**.

**6** If this tax year 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 NEEDED TO PREPARE A COMPLETE & ACCURATE RETURN.**

<b>8a</b> 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.	<b>8a</b>	\$	
<b>b</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.	<b>8b</b>	\$	
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b>	\$	<b>N/A</b>

**Signature and Verification**

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 **SENIOR VICE PRESIDENT/COO** Date