

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BAY COVE HUMAN SERVICES INC		D Employer identification number 04-2518575
	Doing Business As		E Telephone number 617-371-3000
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	66 CANAL STREET, 2ND FLOOR		G Gross receipts \$ 88,338,310.
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02114		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: WILLIAM SPRAGUE SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)	
J Website: WWW.BAYCOVE.ORG		H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1973 M State of legal domicile: MA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROVIDE A FULL RANGE OF HUMAN SERVICES TO GREATER BOSTON RESIDENTS WHO FACE THE CHALLENGES		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	22
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	21
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	2172
	6 Total number of volunteers (estimate if necessary)	6	25
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 63,327,549.	Current Year 66,935,135.
	9 Program service revenue (Part VIII, line 2g)	18,488,629.	19,728,024.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	63,396.	153,149.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,061,674.	1,059,794.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	82,941,248.	87,876,102.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	57,934,309.	60,351,693.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 364,905.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	23,732,782.	24,644,694.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	81,667,091.	84,996,387.	
19 Revenue less expenses. Subtract line 18 from line 12	1,274,157.	2,879,715.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 37,507,074.	End of Year 40,855,926.
	21 Total liabilities (Part X, line 26)	22,230,857.	22,685,921.
	22 Net assets or fund balances. Subtract line 21 from line 20	15,276,217.	18,170,005.

Part II Signature Block

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

Sign Here	Signature of officer		Date		
	KERRY J. HORGOS, SVP/CFO				
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KRISTIN E. LABONTE, CPA	KRISTIN E. LABONTE,	02/11/15	<input type="checkbox"/>	P00744707
	Firm's name ▶ KEVIN P MARTIN ASSOCIATES, P.C.	Firm's EIN ▶ 04-3097400			
Firm's address ▶ 10 FORBES WEST BRAINTREE, MA 02184		Phone no. (781) 380-3520			

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission: IMPROVING THE QUALITY OF THE LIVES OF INDIVIDUALS AND THEIR FAMILIES WHO FACE THE CHALLENGES OF DEVELOPMENTAL DISABILITIES, AGING, MENTAL ILLNESS, AND DRUG AND ALCOHOL ADDICTION. WE WILL ACCOMPLISH THIS MISSION BY PROVIDING EFFECTIVE AND COMPASSIONATE SERVICES AND THROUGH

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

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

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

4a (Code:) (Expenses \$ 36,403,282. including grants of \$) (Revenue \$ 7,506,075.) MENTAL HEALTH RESIDENTIAL - THE MENTAL HEALTH SERVICES DIVISION PROVIDES A WIDE RANGE OF HUMAN SERVICES TAILORED TO ADULTS WITH LONG-TERM AND SEVERE MENTAL ILLNESS. THE DIVISION OPERATES SEVERAL MENTAL HEALTH COMMUNITY RESIDENCES AND TREATMENT PROGRAMS WHICH FOCUS ON INCREASING A CLIENT'S INDEPENDENCE THROUGH REHABILITATION, COMMUNITY SKILLS DEVELOPMENT AND CASE MANAGEMENT.

4b (Code:) (Expenses \$ 25,585,799. including grants of \$) (Revenue \$ 3,311,729.) DEVELOPMENTAL DISABILITIES - THE DEVELOPMENTAL DISABILITIES DIVISION PROVIDES SERVICES TO ADULTS SUFFERING FROM A WIDE RANGE OF DEVELOPMENT DISABILITIES AND BEHAVIORAL CHALLENGES AS WELL AS FAMILY SUPPORT AND RESPITE SERVICES TO PEOPLE WITH DEVELOPMENTAL DISABILITIES AND THEIR FAMILIES. THE DIVISION OPERATES LIMITED GROUP RESIDENCES AND STAFF-SUPPORTED HOUSING WHICH CONCENTRATE ON DAILY SUPERVISION, COUNSELING AND COMMUNITY LIVING SKILL DEVELOPMENT.

4c (Code:) (Expenses \$ 9,920,397. including grants of \$) (Revenue \$ 6,881,255.) ADDICTION SERVICES - THE ADDICTION SERVICES DIVISION PROVIDES MEDICAL AND COUNSELING SERVICES TO INDIVIDUALS SUFFERING FROM SUBSTANCE ABUSE AND DEPENDENCY. SERVICES INCLUDE MEDICAL DETOXIFICATION, COUNSELING, METHADONE TREATMENT, CASE MANAGEMENT, OUTPATIENT CLINIC AND PSYCHIATRIC NURSING.

4d Other program services (Describe in Schedule O.) (Expenses \$ 4,077,909. including grants of \$) (Revenue \$ 2,132,651.)

4e Total program service expenses 75,987,387.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</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 Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	X	
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	X	

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form area containing questions 1a through 14b with corresponding Yes/No columns and data entry fields.

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

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year 1a 22 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent 1b 21		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	X
6	Did the organization have members or stockholders?	6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	8a	X
b	Each committee with authority to act on behalf of the governing body?	8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MA**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **KERRY J. HORGOS - 617-371-3100**
66 CANAL ST, 2ND FLR, BOSTON, MA 02114

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

Check if Schedule O contains a response or note to any line in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) WILLIAM OAKLEY DIRECTOR	0.50 0.50	X					0.	0.	0.	
(2) WILLIAM M. MAFFIE III DIRECTOR	0.50 0.50	X					0.	0.	0.	
(3) WILLIAM H. SPRAGUE PRESIDENT/CEO	40.00 0.50	X		X			281,496.	0.	1,159.	
(4) TUCKER SMITH DIRECTOR	0.50 0.50	X					0.	0.	0.	
(5) THOMAS J. AITES TREASURER	2.00 0.50	X		X			0.	0.	0.	
(6) SARAH GRAHAM DIRECTOR	0.50 0.50	X					0.	0.	0.	
(7) SALLY THOMPSON, M.D. DIRECTOR	0.50 0.50	X					0.	0.	0.	
(8) RUSTY STIEFF DIRECTOR	0.50 0.50	X					0.	0.	0.	
(9) ROBERT J. THOMAS DIRECTOR	0.50 0.50	X					0.	0.	0.	
(10) ROBERT F. WALTERS CHAIRPERSON	4.00 0.50	X		X			0.	0.	0.	
(11) PETER B.F. RANDOLPH, M.D. DIRECTOR	0.50 0.50	X					0.	0.	0.	
(12) PETER A. PEASE DIRECTOR	0.50 0.50	X					0.	0.	0.	
(13) MICHAEL LENTO DIRECTOR	0.50 0.50	X					0.	0.	0.	
(14) LISA BLAKE DIRECTOR	0.50 0.50	X					0.	0.	0.	
(15) LAURA CONNORS DIRECTOR	0.50 0.50	X					0.	0.	0.	
(16) JOSEPH AILINGER DIRECTOR	0.50 0.50	X					0.	0.	0.	
(17) JAMES MUNGOVAN VICE CHAIRPERSON	2.00 0.50	X		X			0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) GREGORY BUSCONE DIRECTOR	0.50 0.50	X					0.	0.	0.	
(19) ERIC W. WETLAUFER, CFA DIRECTOR	0.50 0.50	X					0.	0.	0.	
(20) DEBORAH L. LEVY DIRECTOR	0.50 0.50	X					0.	0.	0.	
(21) D. RUSSELL LYMAN DIRECTOR	0.50 0.50	X					0.	0.	0.	
(22) BRUCE G. GOODMAN, ESQ. DIRECTOR	0.50 0.50	X					0.	0.	0.	
(23) NANCY MAHAN SVP SERVICES	40.00 0.50			X			161,932.	0.	7,886.	
(24) LAURISA WOJCIK ASSISTANT CLERK	40.00 0.50			X			29,988.	0.	22,748.	
(25) KERRY J. HORGOS ASSISTANT TREASURER/SVP/CF	40.00 0.50			X			139,404.	0.	29,863.	
(26) JOELLE BARTON NIMS CLERK	40.00 0.50			X			48,407.	0.	28,248.	
1b Sub-total							661,227.	0.	89,904.	
c Total from continuation sheets to Part VII, Section A							857,237.	0.	44,476.	
d Total (add lines 1b and 1c)							1,518,464.	0.	134,380.	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **13**

	Yes	No
3 Did the organization list any former 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 or individual 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. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
PINE STREET INN 43 HARRISON AVENUE, BOSTON, MA 02118	CBFS SERVICE PROVIDER	2,627,970.
SOUTH END COMMUNITY HEALTH 1601 WASHINGTON STREET, BOSTON, MA 02118	CBFS SERVICE PROVIDER	2,291,171.
O'DON CONSTRUCTION INC 23 CHEEVER STREET, MILTON, MA 02186	CONSTRUCTION SERVICES	525,780.
FORWARD, INC., 125 CAMBRIDGE PARK DRIVE, SUITE 301, CAMBRIDGE, MA 02140	WEB DEVELOPMENT SERVICES	388,108.
BREFFNI CONSTRUCTION 52 MAIN STREET, QUINCY, MA 02169	CONSTRUCTION SERVICES	206,300.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **16**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c 363,819.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 63,835,165.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 2,736,151.				
	g Noncash contributions included in lines 1a-1f: \$	2,100,047.				
	h Total. Add lines 1a-1f	66,935,135.				
	Program Service Revenue	2 a <u>MEDICARE/MEDICAID</u>	Business Code 623990	11,346,353.	11,346,353.	
b <u>PRIVATE CLIENT FEES</u>		623990	8,309,029.	8,309,029.		
c <u>COMMERCIAL ACTIVITIES</u>		624310	72,642.	72,642.		
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			19,728,024.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		30,107.		30,107.	
	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	402,632.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	279,590.			
		c Gain or (loss)	123,042.			
	d Net gain or (loss)		123,042.		123,042.	
	8 a Gross income from fundraising events (not including \$ 363,819. of contributions reported on line 1c). See Part IV, line 18	a	74,841.			
		b Less: direct expenses	182,618.			
c Net income or (loss) from fundraising events			-107,777.		-107,777.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a <u>MANAGEMENT FEE</u>	541610	943,615.	943,615.			
	b <u>RENTAL INCOME FROM OTHER NONPROFI</u>	531390	39,140.	39,140.		
	c <u>MANAGEMENT FEE - OTHER</u>	541610	34,012.	34,012.		
	d All other revenue	900099	150,804.	150,804.		
	e Total. Add lines 11a-11d		1,167,571.			
12 Total revenue. See instructions.		87,876,102.	20,895,595.	0.	45,372.	

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	953,496.		953,496.	
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	49,879,671.	45,064,493.	4,562,690.	252,488.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	833,287.	797,769.	31,522.	3,996.
9 Other employee benefits	4,889,292.	4,394,235.	470,356.	24,701.
10 Payroll taxes	3,795,947.	3,363,551.	413,081.	19,315.
11 Fees for services (non-employees):				
a Management				
b Legal	136,608.		136,608.	
c Accounting	138,500.		138,500.	
d Lobbying	6,950.		6,950.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	8,804.		8,804.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	6,638,681.	6,540,058.	98,600.	23.
12 Advertising and promotion	127,320.	72,626.	51,348.	3,346.
13 Office expenses	1,353,225.	890,753.	427,284.	35,188.
14 Information technology				
15 Royalties				
16 Occupancy	8,098,040.	7,455,779.	623,406.	18,855.
17 Travel	1,664,497.	1,523,314.	141,107.	76.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	128,268.	42,417.	84,732.	1,119.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,247,208.	1,045,288.	197,126.	4,794.
23 Insurance	195,118.	12,974.	182,144.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a MEALS	1,840,097.	1,840,068.	29.	
b PROGRAM SUPPLIES	1,741,730.	1,741,730.		
c STIPENDS	892,750.	892,750.		
d STAFF TRAINING	81,319.	67,144.	14,175.	
e All other expenses	345,579.	242,438.	102,137.	1,004.
25 Total functional expenses. Add lines 1 through 24e	84,996,387.	75,987,387.	8,644,095.	364,905.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	76,436.	1	71,841.	
	2 Savings and temporary cash investments	4,121,253.	2	3,386,896.	
	3 Pledges and grants receivable, net	219,267.	3	136,495.	
	4 Accounts receivable, net	6,330,664.	4	8,084,920.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net	49,635.	7	24,282.	
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	435,429.	9	477,913.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 36,793,193.			
	b Less: accumulated depreciation	10b 14,255,797.			
	11 Investments - publicly traded securities	20,721,979.	10c	22,537,396.	
	12 Investments - other securities. See Part IV, line 11	1,141,923.	11	1,273,590.	
	13 Investments - program-related. See Part IV, line 11	153,059.	12	172,748.	
	14 Intangible assets	16,667.	13		
	15 Other assets. See Part IV, line 11	4,240,762.	14	8,333.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	37,507,074.	15	4,681,512.		
		16	40,855,926.		
Liabilities	17 Accounts payable and accrued expenses	5,850,185.	17	6,621,146.	
	18 Grants payable		18		
	19 Deferred revenue		19		
	20 Tax-exempt bond liabilities	5,566,033.	20	5,458,146.	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	10,644,714.	23	10,411,597.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	169,925.	25	195,032.	
	26 Total liabilities. Add lines 17 through 25	22,230,857.	26	22,685,921.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	15,033,552.	27	17,993,207.	
	28 Temporarily restricted net assets	242,665.	28	176,798.	
	29 Permanently restricted net assets		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	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 Total net assets or fund balances	15,276,217.	33	18,170,005.	
34 Total liabilities and net assets/fund balances	37,507,074.	34	40,855,926.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	87,876,102.
2	Total expenses (must equal Part IX, column (A), line 25)	2	84,996,387.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,879,715.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	15,276,217.
5	Net unrealized gains (losses) on investments	5	38,826.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-24,753.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	18,170,005.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

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

Form 990 (2013)

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	55,787,529.	56,956,532.	58,116,390.	63,327,549.	66,935,135.	301,123,135.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	55,787,529.	56,956,532.	58,116,390.	63,327,549.	66,935,135.	301,123,135.
5 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)						
6 Public support. Subtract line 5 from line 4.						301,123,135.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	55,787,529.	56,956,532.	58,116,390.	63,327,549.	66,935,135.	301,123,135.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	35,507.	28,357.	30,889.	29,973.	30,107.	154,833.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1,145,195.	1,590,008.	1,152,581.	1,112,524.	1,167,571.	6,167,879.
11 Total support. Add lines 7 through 10						307,445,847.
12 Gross receipts from related activities, etc. (see instructions)					12	83,580,358.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	97.94	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	97.75	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input checked="" type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization			<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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 B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

BAY COVE HUMAN SERVICES INC

Employer identification number

04-2518575

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization BAY COVE HUMAN SERVICES INC	Employer identification number 04-2518575
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>DEPT OF DEVELOPMENTAL SERVICES</u> <u>500 HARRISON AVE</u> <u>BOSTON, MA 02118</u>	\$ <u>24,895,056.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	<u>DEPT OF MENTAL HEALTH</u> <u>25 STANIFORD STREET</u> <u>BOSTON, MA 02114</u>	\$ <u>28,149,349.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	<u>DEPT OF PUBLIC HEALTH</u> <u>250 WASHINGTON STREET</u> <u>BOSTON, MA 02108</u>	\$ <u>4,394,272.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	<u>MICROSOFT CORPORATION</u> <u>ONE MICROSOFT WAY</u> <u>REDMOND , WV 98052-7329</u>	\$ <u>2,100,047.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization BAY COVE HUMAN SERVICES INC	Employer identification number 04-2518575
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>4</u>	<u>MICROSOFT SOFTWARE & LICENSES</u> _____ _____ _____	\$ <u>2,100,047.</u>	<u>06/25/14</u>
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____
_____	_____ _____ _____	\$ _____	_____

Name of organization BAY COVE HUMAN SERVICES INC	Employer identification number 04-2518575
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization BAY COVE HUMAN SERVICES INC	Employer identification number 04-2518575
--	---

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

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

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

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

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

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

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2013

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1 a Total lobbying expenditures to influence public opinion (grass roots lobbying)		6,950.	
b Total lobbying expenditures to influence a legislative body (direct lobbying)		6,950.	
c Total lobbying expenditures (add lines 1a and 1b)		84,989,527.	
d Other exempt purpose expenditures		84,996,477.	
e Total exempt purpose expenditures (add lines 1c and 1d)		1,000,000.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000.	
h Subtract line 1g from line 1a. If zero or less, enter -0-		0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-		0.	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No

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

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount	1,000,000.	1,000,000.	1,000,000.	1,000,000.	4,000,000.
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000.
c Total lobbying expenditures	1,911.	3,949.	5,871.	6,950.	18,681.
d Grassroots nontaxable amount	250,000.	250,000.	250,000.	250,000.	1,000,000.
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000.
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? ..			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

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

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

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

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

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990**

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization BAY COVE HUMAN SERVICES INC **Employer identification number** 04-2518575

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 can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1,463,009.
d Additions during the year	7,858,181.
e Distributions during the year	7,948,944.
f Ending balance	1,372,246.

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

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	1,140,211.	1,036,792.	1,147,400.	998,013.	936,905.
b Contributions				4,100.	
c Net investment earnings, gains, and losses	196,863.	118,127.	17,933.	210,693.	97,110.
d Grants or scholarships					
e Other expenditures for facilities and programs	56,614.	4,846.	119,284.	56,238.	27,075.
f Administrative expenses	8,803.	9,862.	9,257.	9,168.	8,927.
g End of year balance	1,271,657.	1,140,211.	1,036,792.	1,147,400.	998,013.

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

- a Board designated or quasi-endowment 100.00 %
- b Permanent endowment %
- c Temporarily restricted endowment %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations		X
(ii) related organizations		X

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

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		5,320,668.		5,320,668.
b Buildings		12,564,243.	3,397,159.	9,167,084.
c Leasehold improvements				
d Equipment		1,500,113.	1,342,465.	157,648.
e Other		17,408,169.	9,516,173.	7,891,996.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				22,537,396.

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)		

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DEPOSITS	120,739.
(2) CSV LIFE INSURANCE	4,405,607.
(3) BOND ISSUE COSTS	89,229.
(4) RESERVE	65,937.
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	4,681,512.

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) RENT ESCALATION CLAUSE	126,534.
(3) DUE TO KIT CLARK SENIOR SERVICES	68,498.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	195,032.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

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

Part XIII Supplemental Information.

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

PART IV, LINE 1B:

BAY COVE HUMAN SERVICES IS THE REPRESENTATIVE PAYEE FOR OVER 700 CLIENTS. BAY COVE HAS BEEN DESIGNATED BY THE SOCIAL SECURITY ADMINISTRATION (SSA) TO RECEIVE, HOLD AND DISTRIBUTE SOCIAL SECURITY BENEFITS (SSI) AND SOCIAL SECURITY DISABILITY BENEFITS (SSDI) TO ITS CLIENTS. THE SYSTEM WAS ESTABLISHED TO HELP CLIENTS, WHO CANNOT HELP THEMSELVES, PAY FOR CURRENT AND FORESEEABLE NEEDS, SUCH AS RENT, FOOD, UTILITIES, CLOTHING AND GENERAL SPENDING. SOME CLIENTS RECEIVE CASH OR CHECKS DIRECTLY IN THEIR NAMES WHILE OTHERS HAVE EXPENSES PAID DIRECTLY TO VENDORS.

PART V, LINE 4:

332054
09-25-13

Part XIII Supplemental Information (continued)

THERE ARE TWO PORTIONS OF THE ENDOWMENT, BOTH OF WHICH ARE BOARD-DESIGNATED. THE FIRST PORTION HAS A VALUE OF \$806,254 AT JUNE 30, 2014. ONCE THIS QUASI-ENDOWMENT REACHES \$1 MILLION, SOME OF THE FUNDS MAY BE TRANSFERRED OUT OF THE ENDOWMENT TO SUPPORT OPERATIONS.

THE SECOND BOARD DESIGNATED ENDOWMENT IS VALUED AT \$465,403 AT JUNE 30, 2014. THIS ENDOWMENT IS TO BE USED TO FUND THE NEWLY IMPLEMENTED LEGACY BONUS PROGRAM. THE LEGACY BONUS PAYMENTS WILL BE MADE OUT OF 100% OF THE RETURN ON INVESTMENT OF THE FUNDS, NET OF FEES, DETERMINED BASED ON THE JUNE 30TH FUND BALANCE EACH YEAR AND WILL BE PAID OUT TO THE ELIGIBLE EMPLOYEE PARTICIPANTS ON A PRO-RATA BASIS.

PART X, LINE 2:

GAAP PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN. FOR THOSE BENEFITS TO BE RECOGNIZED, A TAX POSITION MUST BE MORE-LIKELY-THAN-NOT TO BE SUSTAINED UPON EXAMINATION BY TAXING AUTHORITIES. FOR THE YEAR ENDED JUNE 30, 2014, THE AGENCY HAS DETERMINED THAT IT HAS NOT TAKEN ANY TAX POSITIONS WHICH WOULD RESULT IN AN UNCERTAINTY REQUIRING RECOGNITION IN THE ACCOMPANYING FINANCIAL STATEMENTS. THE AGENCY RECOGNIZES INTEREST AND PENALTIES, IF ANY, RELATED TO UNRECOGNIZED TAX BENEFITS IN INTEREST EXPENSE. THERE WERE NO INTEREST OR PENALTIES FOR THE YEAR ENDED JUNE 30, 2014.

GENERALLY, THE AGENCY'S INFORMATION RETURNS REMAIN OPEN FOR POSSIBLE FEDERAL INCOME TAX EXAMINATION FOR THREE YEARS AFTER THE FILING DATE. THE AGENCY IS NOT CURRENTLY UNDER EXAMINATION BY ANY TAXING JURISDICTION.

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		PEARL EVENT (event type)	CUTLER GOLF TOURNAMENT (event type)	NONE (total number)	
Revenue	1 Gross receipts	331,660.	107,000.		438,660.
	2 Less: Contributions	300,160.	63,659.		363,819.
	3 Gross income (line 1 minus line 2)	31,500.	43,341.		74,841.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes		4,180.		4,180.
	6 Rent/facility costs	47,051.	43,341.		90,392.
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	76,455.	11,591.		88,046.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				182,618.
	11 Net income summary. Subtract line 10 from line 3, column (d)				-107,777.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2013

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

BAY COVE HUMAN SERVICES INC

Employer identification number

04-2518575

Part I Questions Regarding Compensation

	Yes	No
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"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" 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, with respect to the filing organization or a related organization: a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement?	4c	X
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.		
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: a The organization?	5a	X
b Any related organization?	5b	X
If "Yes" to line 5a or 5b, describe in Part III.		
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: a The organization?	6a	X
b Any related organization?	6b	X
If "Yes" to line 6a or 6b, describe in Part III.		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

Schedule J (Form 990) 2013

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) WILLIAM H. SPRAGUE PRESIDENT/CEO	(i)	231,246.	0.	50,250.	0.	1,159.	282,655.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) NANCY MAHAN SVP SERVICES	(i)	144,806.	2,613.	14,513.	0.	7,886.	169,818.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) KERRY J. HORGOS ASSISTANT TREASURER/SVP/CF	(i)	138,873.	0.	531.	0.	29,863.	169,267.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) JAMES LAPRADE SVP OPERATIONS	(i)	147,579.	0.	531.	0.	11,420.	159,530.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) SALLY REYERIN MEDICAL DIRECTOR	(i)	192,387.	0.	370.	0.	0.	192,757.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(6) MARY JO COOPER VP DEVELOPMENT DISABILITY	(i)	116,988.	0.	19,102.	0.	21,363.	157,453.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4B:

THE AGENCY HAS SPLIT DOLLAR LIFE POLICIES FOR CERTAIN

EMPLOYEES. THE FOLLOWING EMPLOYEES LISTED ON SCHEDULE 990 PART VII SECTION

A HAVE ADDITIONAL COMPENSATION INCLUDED IN THEIR W-2 WAGES FOR THE CALENDAR

YEAR 2013 IN THE FOLLOWING AMOUNTS:

WILLIAM SPRAGUE - \$43,801

NANCY MAHAN - \$9,724

MARY JO COOPER - \$14,423

SHARON SPRINGER - \$20,432

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization

BAY COVE HUMAN SERVICES INC

Employer identification number
04-2518575

Part I Bond Issues

	(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		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	MA HEALTH & EDUCATION FACILITIES AUTH-SERIES B	04-1145100	NONE	06/30/09	3,500,000.	FUND HYDE PARK PROJECT		X		X		X
B	MA HEALTH & EDUCATION FACILITIES AUTH-SERIES C	04-1145100	NONE	06/30/09	4,600,000.	FINANCE CANAL ST, WALK HILL, MAPLE		X		X		X
C												
D												

Part II Proceeds

	A	B	C		D	
1 Amount of bonds retired	78,848.	368,694.				
2 Amount of bonds legally defeased						
3 Total proceeds of issue	1,305,688.	4,600,000.				
4 Gross proceeds in reserve funds		789,203.				
5 Capitalized interest from proceeds						
6 Proceeds in refunding escrows						
7 Issuance costs from proceeds	46,235.	60,840.				
8 Credit enhancement from proceeds						
9 Working capital expenditures from proceeds						
10 Capital expenditures from proceeds	1,305,688.	789,203.				
11 Other spent proceeds						
12 Other unspent proceeds						
13 Year of substantial completion	2011		2010			
	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?		X	X			
15 Were the bonds issued as part of an advance refunding issue?		X	X			
16 Has the final allocation of proceeds been made?	X		X			
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X			

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X				
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X		X				

Part III Private Business Use (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X		X				
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government								
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6 Total of lines 4 and 5								
7 Does the bond issue meet the private security or payment test?		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X		X				
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X					

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X				
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?		X		X				
b Exception to rebate?	X		X					
c No rebate due?		X		X				
If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

SCHEDULE L

(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2013

Department of the Treasury Internal Revenue Service

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b. Attach to Form 990 or Form 990-EZ. See separate instructions. Information about Schedule L (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

Open To Public Inspection

Name of the organization

BAY COVE HUMAN SERVICES INC

Employer identification number 04-2518575

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

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

Table with 4 main columns: (a) Name of disqualified person, (b) Relationship between disqualified person and organization, (c) Description of transaction, (d) Corrected? (Yes/No)

2 Enter the amount of tax incurred by 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.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

Table with 9 main columns: (a) Name of interested person, (b) Relationship with organization, (c) Purpose of loan, (d) Loan to or from the organization? (To/From), (e) Original principal amount, (f) Balance due, (g) In default? (Yes/No), (h) Approved by board or committee? (Yes/No), (i) Written agreement? (Yes/No)

Total \$

Part III Grants or Assistance Benefiting Interested Persons.

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

Table with 5 main columns: (a) Name of interested person, (b) Relationship between interested person and the organization, (c) Amount of assistance, (d) Type of assistance, (e) Purpose of assistance

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

Schedule L (Form 990 or 990-EZ) 2013

Part IV Business Transactions Involving Interested Persons.

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

(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
THOMAS AITES	BOARD MEMBER	2,088,308.	BOARD MEMBE		X
GREGORY BUSCONE	BOARD MEMBER	7,564,668.	BOARD MEMBE		X

Part V Supplemental Information

Provide additional information for responses to questions on Schedule L (see instructions).

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

(A) NAME OF PERSON: THOMAS AITES

(D) DESCRIPTION OF TRANSACTION: BOARD MEMBER - THOMAS AITES IS SENIOR VICE-PRESIDENT OF TD BANK. TD BANK IS THE HOLDER OF SEVEN NOTES PAYABLE FOR THE AGENCY.

(A) NAME OF PERSON: GREGORY BUSCONE

(D) DESCRIPTION OF TRANSACTION: BOARD MEMBER - GREGORY BUSCONE IS SENIOR VICE-PRESIDENT OF CITIZENS BANK. CITIZENS BANK IS THE HOLDER OF CASH FUNDS FOR THE AGENCY'S OPERATING AND PAYROLL ACCOUNTS, A LINE OF CREDIT AS WELL AS A NOTE PAYABLE.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990

Name of the organization **BAY COVE HUMAN SERVICES INC** Employer identification number **04-2518575**

Part I		Types of Property			
		(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
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>MICROSOFT SOF</u>)	X	2,980	2,100,047.	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 Acknowledgement **29**

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

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

Multiple horizontal lines for supplemental information.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

BAY COVE HUMAN SERVICES INC

Employer identification number

04-2518575

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

ACCOMPANYING DEVELOPMENTAL DISABILITIES, MENTAL ILLNESS, HOMELESSNESS,
DRUG AND ALCOHOL DEPENDENCY AND OTHER MENTAL, PHYSICAL AND AGING
CHALLENGES.

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

ADVOCACY AND LEADERSHIP.

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

CHILD AND FAMILY SERVICES - THE CHILD AND FAMILY SERVICES DIVISION
OPERATES EARLY INTERVENTION PROGRAMS AND A SMALL WONDERS NURSERY SCHOOL
THAT PROVIDE CLINICAL AND COUNSELING SERVICES TO INFANTS, TODDLERS AND
THEIR FAMILIES.

EXPENSES \$ 2,598,481. INCLUDING GRANTS OF \$ 0. REVENUE \$ 2,119,931.

BAY COVE ACADEMY - THE BAY COVE ACADEMY OPERATES A JUNIOR/SENIOR HIGH
SCHOOL, WHICH PROVIDES EDUCATIONAL AND COUNSELING SERVICES TO TROUBLED
YOUTHS.

EXPENSES \$ 1,479,428. INCLUDING GRANTS OF \$ 0. REVENUE \$ 12,720.

FORM 990, PART VI, SECTION B, LINE 11:

A COPY OF THE 990 IS PROVIDED TO THE TREASURER AND BOARD OF
DIRECTORS FOR REVIEW.

FORM 990, PART VI, SECTION B, LINE 12C:

THERE IS A DISCLOSURE REQUIRED TO BE SUBMITTED ANNUALLY

Name of the organization BAY COVE HUMAN SERVICES INC	Employer identification number 04-2518575
---	--

DISCLOSING ANY POTENTIAL CONFLICTS OF INTEREST.

FORM 990, PART VI, SECTION B, LINE 15:

THE COMPENSATION OF THE ORGANIZATION'S CEO IS BASED ON AN ANNUAL COMPARATIVE STUDY OF EXECUTIVES PAY IN SIMILAR ORGANIZATIONS. THE INFORMATION IS OBTAINED FROM UFR SUBMISSIONS AND SENT TO HUMAN RESOURCES AND THE BOARD COMMITTEE FOR CONSIDERATION IN DETERMINING THE EXECUTIVES ANNUAL COMPENSATION.

THE COMPENSATION OF KEY EMPLOYEES IS PERIODICALLY COMPARED TO THE COMPENSATION OF KEY EMPLOYEES IN SIMILAR ORGANIZATIONS. THE INFORMATION IS OBTAINED FROM THE 990S OF SIMILAR ORGANIZATIONS AND USED BY THE CEO IN DETERMINING THE KEY EMPLOYEES ANNUAL COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19:

THE GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

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

CURRENT YEAR CONTRIBUTION TO KIT CLARK SENIOR SERVICES -24,753.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

▶ Information about Schedule R (Form 990) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

BAY COVE HUMAN SERVICES INC

Employer identification number

04-2518575

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
BAY COVE HIGH SCHOOL - 04-2718729 66 CANAL ST. BOSTON, MA 02114	INACTIVE CORPORATION	MASSACHUSETTS	501(C)(3)	LINE 7	BAY COVE HUMAN SERVICES	X	
KIT CLARK SENIOR SERVICES - 46-0516856 66 CANAL ST. BOSTON, MA 02114	SENIOR SERVICES AGENCY	MASSACHUSETTS	501(C)(3)	LINE 7	BAY COVE HUMAN SERVICES	X	
BAY COVE MOSELEY GROUP HOME INC - 04-3123008 66 CANAL ST. BOSTON, MA 02114	RESIDENTIAL RENTAL	MASSACHUSETTS	501(C)(3)	LINE 9	BAY COVE HUMAN SERVICES	X	
JULIETTE CORPORATION - 04-2646806 66 CANAL ST. BOSTON, MA 02114	RESIDENTIAL RENTAL	MASSACHUSETTS	501(C)(2)		BAY COVE HUMAN SERVICES	X	

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

Schedule R (Form 990) 2013

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

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

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

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

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

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

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

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)	X	
e Loans or loan guarantees by related organization(s)	X	
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)	X	
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses	X	
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related 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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) JULIETTE CORPORATION	Q	127,287.	FMV
(2) JULIETTE CORPORATION	L	22,492.	FMV
(3) KIT CLARK SENIOR SERVICES	L	943,615.	FMV
(4) JULIETTE CORPORATION	D	17,160.	FMV
(5) KIT CLARK SENIOR SERVICES	E	68,498.	FMV
(6)			

2013 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 10

990

Asset No.	Description	Date Acquired	Method	Life	Conv	Line No.	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
	BUILDINGS														
2	BUILDING	VARIOUS	SL	27.50		MM16	12564243.				12564243.	2,940,403.		456,756.	3,397,159.
	* 990 PAGE 10 TOTAL BUILDINGS						12564243.				12564243.	2,940,403.		456,756.	3,397,159.
	MACHINERY & EQUIPMENT														
3	EQUIPMENT	VARIOUS	SL	7.00		16	1,500,113.				1,500,113.	1,267,762.		74,703.	1,342,465.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT						1,500,113.				1,500,113.	1,267,762.		74,703.	1,342,465.
	LAND														
1	LAND	VARIOUS	L				5,320,668.				5,320,668.			0.	
	* 990 PAGE 10 TOTAL LAND						5,320,668.				5,320,668.	0.		0.	0.
	OTHER														
4	VEHICLES	VARIOUS	SL	5.00		16	380,838.				380,838.	88,617.		59,398.	148,015.
5	IMPROVEMENTS	VARIOUS	SL	20.00		16	13838448.				13838448.	3,123,394.		610,210.	8,733,604.
6	TEMPORARY HOLDINGS	VARIOUS	SL	7.00		16	2,490,613.				2,490,613.			0.	
7	STATE OWNED ASSETS	VARIOUS	SL	7.00		16	698,270.				698,270.	588,413.		46,141.	634,554.
	* 990 PAGE 10 TOTAL OTHER						17408169.				17408169.	3,800,424.		715,749.	9,516,173.
	* GRAND TOTAL 990 PAGE 10 DEPR						36793193.				36793193.	13008589.		1,247,208.	14255797.

Depreciation and Amortization 990
 (Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

BAY COVE HUMAN SERVICES INC

FORM 990 PAGE 10

04-2518575

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	1,247,208.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		<input type="checkbox"/>

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27.5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a	Class life				S/L	
b	12-year		12 yrs.		S/L	
c	40-year	/	40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	1,247,208.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No 24b If "Yes," is the evidence written? Yes No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation deduction, (i) Elected section 179 cost

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

26 Property used more than 50% in a qualified business use: Table with 9 columns for percentage breakdown

27 Property used 50% or less in a qualified business use: Table with 9 columns for percentage breakdown and S/L status

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

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

Section B - Information on Use of Vehicles

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

Table for Section B with 6 main columns: (a) Vehicle, (b) Vehicle, (c) Vehicle, (d) Vehicle, (e) Vehicle, (f) Vehicle. Includes rows 30-36 for mileage and availability questions.

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

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

Table for Section C with 2 columns: Yes, No. Includes rows 37-41 for policy and use questions.

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

Part VI Amortization

Table for Section C with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year

42 Amortization of costs that begins during your 2013 tax year: Table with 6 columns for cost breakdown

43 Amortization of costs that began before your 2013 tax year 43

44 Total. Add amounts in column (f). See the instructions for where to report 44

• 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).

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. BAY COVE HUMAN SERVICES INC	Employer identification number (EIN) or 04-2518575
	Number, street, and room or suite no. If a P.O. box, see instructions. 66 CANAL STREET, 2ND FLOOR	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON , MA 02114	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

KERRY J. HORGOS

• The books are in the care of **66 CANAL ST, 2ND FLR - BOSTON, MA 02114**
Telephone No. **617-371-3100** 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) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **MAY 15, 2015**.

5 For calendar year _____, or other tax year beginning **JUL 1, 2013**, and ending **JUN 30, 2014**.

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

7 State in detail why you need the extension
THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature **▶** Title **▶ C.P.A.** Date **▶**

TAX RETURN FILING INSTRUCTIONS

MASSACHUSETTS FORM PC

FOR THE YEAR ENDING

June 30, 2014

Prepared for	Bay Cove Human Services Inc 66 Canal Street, 2nd floor Boston , MA 02114
Prepared by	Kevin P Martin Associates, P.C. 10 Forbes West Braintree, MA 02184
Mail tax return to	Non-Profit Organizations/Public Charities Div Office of the Attorney General One Ashburton Place Boston, MA 02108
Return must be mailed on or before	February 17, 2015
Special Instructions	<p>Form PC must be signed and dated by the authorized individual(s). Also be sure that all the necessary attachments are included with Form PC before filing.</p> <p>Enclose a check for \$1,000 made payable to Commonwealth of Massachusetts. Include the organization's Massachusetts Attorney General six-digit account number and "2013 Form PC" on the remittance. Also include the organization's fiscal year end date in this format (06/14).</p>

The Commonwealth of Massachusetts
OFFICE OF THE ATTORNEY GENERAL
NON-PROFIT ORGANIZATIONS/PUBLIC CHARITIES DIVISION
ONE ASHBURTON PLACE
BOSTON, MASSACHUSETTS 02108

(617) 727-2200, ext. 2101
www.mass.gov/ago/charities

Form PC

Report for the Fiscal Period: 07/01/13 to 06/30/14

Attorney General's Account #: 000702

Federal ID #: 04-2518575

When did the organization first engage in charitable work in Massachusetts? 05/08/1973

Has the organization applied for or been granted IRS tax exempt status? [X] Yes [] No

If yes, date of application OR date of determination letter: 05/08/1973

IRS Exemption under 501(c): 3

If exempt under 501(c), are contributions to the organization tax deductible as charitable contributions? [X] Yes [] No

Check all items attached (if applicable)
[X] Schedule A-1
[X] Schedule A-2
[X] Schedule RO
[] Probate Account
[X] Copy of IRS Return
[X] Audited Financial Statements/Review
[X] Filing Fee
[] Amended Articles/By-Laws

Organization Data

Name: BAY COVE HUMAN SERVICES INC

Mailing Address: 66 CANAL STREET, 2ND FLOOR

City: BOSTON State: MA ZIP: 02114

Phone Number: 617-371-3000 Fax Number: 617-371-3100

Email: Website: WWW.BAYCOVE.ORG

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

Table with 4 columns: Category, Code, Category, Code. Rows include County (Table 1) with code 13, and Type of Organization (Table 2) with code 16. Organization Purpose Code 1 has code 15, and Organization Purpose Code 2 has code 48.

Please check box if final return prior to dissolution: []

All questions must be completed in their entirety whether or not similar questions are answered in an attached federal form. See instructions and definition section for guidance.

- On what date was the organization created? 05/08/1973
- Where was the organization created? BOSTON, MASSACHUSETTS
- What is the form of organization? (check one)

Corporation	<input checked="" type="checkbox"/>	Testamentary Trust	<input type="checkbox"/>
Unincorporated Association	<input type="checkbox"/>	Inter Vivos Trust	<input type="checkbox"/>

Other (please describe): _____

- Was your organization related to any other organization(s) during the reporting year (see definition of "Related Organization")? If yes, please complete the Schedule RO on pages 13 and 14. Yes No
- Enter your summary of financial data:

Financial Data		Amounts
A.	Contributions, gifts, grants, and similar amounts received	66,935,135.
B.	Gross support and revenue	87,753,060.
C.	Program services and similar amounts paid out	75,987,387.
D.	Fundraising expenses	364,905.
E.	Management and general expenses	8,644,095.
F.	Payments to affiliates	0.
G.	Total expenses	84,996,387.
H.	Net assets or fund balances at the end of the year	18,170,005.

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

	Name/Title	Hrs/Week	Salary and Other Income	Benefit Plans	Other Compensation
1.	WILLIAM H. SPRAGUE PRESIDENT & CEO	40.00	249,905.	43,801.	6,449.
2.	KERRY J. HORGOS SVP/CFO	40.00	154,748.	13,274.	531.
3.	JAMES LAPRADE SVP OPERATIONS	40.00	154,748.	4,723.	531.
4.	SALLY REYERING MEDICAL DIRECTOR	40.00	203,784.	0.	369.
5.	NANCY MAHAN SVP SERVICES	40.00	162,855.	14,447.	4,789.

- Was any compensation provided to any of the individuals listed in question 6 above which was not quantified in your response to 6? If yes, please provide explanation (attach separate sheet). Yes No

8. List the name, amount of compensation paid, and the nature of services rendered by each of the organization's five highest paid consultants providing professional services (e.g. attorneys, architects, accountants, management companies, investment advisors, professional solicitors, professional fundraising counsel).

	Name/Title	Amount of Compensation	Type(s) of Service
1.	PINE STREET INN	2,631,550.	CBFS SERVICE PROVIDER
2.	SOUTH END COMMUNITY HEALTH	2,297,125.	CBFS SERVICE PROVIDER
3.	O'DON CONSTRUCTION INC	398,290.	CONSTRUCTION SERVICES
4.	FORWARD, INC.	332,664.	WEBSITE DEVELOPMENT
5.	SOUTH COVE COMMUNITY HEALTH	188,651.	CBFS SERVICE PROVIDER

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

Bank	Address	Phone Number
CITIZENS BANK	53 STATE ST BOSTON, MA 02114	617-994-7019
CAMBRIDGE SAVINGS	PO BOX 380206 CAMBRIDGE, MA 02238	888-418-5626
STATE STREET GLOBAL ADVISOR	ONE LINCOLN STREET BOSTON, MA 02111	617-786-3000

10. What is the organization's accounting method? Cash Accrual

Other (specify): _____

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

Address: _____

City: _____ State: _____ ZIP Code: _____

12. Contact Person Name: KERRY J. HORGOS, SVP/CFO

Street Address: 66 CANAL ST

City: BOSTON State: MA ZIP Code: 02114

Phone Number: 617-371-3000

- 13. During the fiscal year reported here, did your organization solicit contributions or have funds solicited on its behalf? Yes No
- 14. At any time during the fiscal year following the year reported here, will your organization, or others acting on its behalf, solicit contributions? Yes No
If you answered yes to Question 13 or 14, you must complete Schedule A-1 and/or Schedule A-2 unless you are exempt from the solicitation certificate requirement.

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

a religious organization	<input type="checkbox"/>
an organization which: (a) does not raise more than \$5,000 during a calendar year OR does not receive contributions from more than ten persons during a calendar year; AND (b) carries out all of its activities, including fundraising, through unpaid volunteers. <i>(The conditions at both (a) and (b) must be met for your organization to qualify for this exemption.)</i>	<input type="checkbox"/>

- 16. Attach a list of names, addresses (street and/or mailing), and telephone numbers of other offices/chapters/branches/affiliates.
STATEMENT 1
- 17. Attach a list of names, titles, and addresses (street and/or mailing) of officers, directors, trustees, and the principal salaried executives of organization.
STATEMENT 2
- 18. Attach a list of names, titles, and addresses (street and/or mailing) of any individual(s) authorized to sign checks, and any individual(s) responsible for: custody of funds; distribution of funds; fundraising; and custody of financial records.
STATEMENT 3
- 19. Has this organization or any of its officers, directors, employees or fundraisers solicited funds in any other state? Yes No

If you attach list of states where solicitation was conducted, including registered agency, dates of registration, registration numbers, any other names under which the organization was/is registered, and the dates and type (mail, telephone, door to door, special events, etc.) of the solicitation conducted.

NAME AND ADDRESS	TITLE
WILLIAM OAKLEY 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
WILLIAM M. MAFFIE III 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
TUCKER SMITH 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
THOMAS J. AITES 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	TREASURER
SARAH GRAHAM 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
SALLY THOMPSON, M.D. 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
RUSTY STIEFF 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
ROBERT J. THOMAS 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
ROBERT F. WALTERS 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	CHAIRPERSON

NAME AND ADDRESS	TITLE
PETER B.F. RANDOLPH, M.D. 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
PETER A. PEASE 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
MICHAEL LENTO 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
LISA BLAKE 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
LAURA CONNORS 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
JOSEPH AILINGER 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
JAMES MUNGOVAN 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	VICE CHAIRPERSON
GREGORY BUSCONE 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR
ERIC W. WETLAUFER, CFA 66 CANAL STREET, 2ND FLOOR BOSTON , MA 02114	DIRECTOR

NAME AND ADDRESS

DEBORAH L. LEVY
66 CANAL STREET, 2ND FLOOR
BOSTON , MA 02114

TITLE

DIRECTOR

NAME AND ADDRESS

D. RUSSELL LYMAN
66 CANAL STREET, 2ND FLOOR
BOSTON , MA 02114

TITLE

DIRECTOR

NAME AND ADDRESS

BRUCE G. GOODMAN, ESQ.
66 CANAL STREET, 2ND FLOOR
BOSTON , MA 02114

TITLE

DIRECTOR

FORM PC

PAGE 4 LINE 18

STATEMENT 3

NAME

AREA OF RESPONSIBILITY

KERRY J. HORGOS

RESPONSIBLE FOR CUSTODY OF FUNDS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

KERRY J. HORGOS

RESPONSIBLE FOR DISTRIBUTION OF FUNDS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

DAVID HIRSCHBERG

RESPONSIBLE FOR FUNDRAISING

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

KERRY J. HORGOS

CUSTODY OF FINANCIAL RECORDS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

WILLIAM H. SPRAGUE

AUTHORIZED TO SIGN CHECKS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

KERRY J. HORGOS

AUTHORIZED TO SIGN CHECKS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

JAMES LAPRADE

AUTHORIZED TO SIGN CHECKS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NAME

AREA OF RESPONSIBILITY

NANCY MAHAN

AUTHORIZED TO SIGN CHECKS

ADDRESS

66 CANAL ST BOSTON, MA 02114

20. Has this organization or any of its officers, directors, or employees:

If yes, please attach an explanation.

- (a) Been enjoined or otherwise prohibited by a government agency/court from operating or soliciting contributions? Yes No
- (b) Ever been refused registration or had its registration or tax exemption denied, suspended, modified or revoked by a governmental agency? Yes No
- (c) Been the subject of a proceeding regarding any solicitation or registration? Yes No
- (d) Entered into a voluntary agreement of compliance or consent judgment with any government agency or in a case before a court or administrative agency? Yes No

21. Have any restrictions been removed during the year from donor-restricted funds?

If yes, please attach an explanation.

Yes No

22. Have donor-restricted funds been loaned to unrestricted funds?

If yes, please attach an explanation.

Yes No

23. This question involves "Termination of Employment or Changes of Control Compensatory Arrangements" with certain "Related Parties" (see instructions and definition sections). Report only if payments made or promised to any individual are in excess of four months salary or \$100,000, whichever dollar amount is less.

- (a) Did you make actual payments or otherwise transfer value under such an arrangement to any individual described in Related Party definition, sections (a) or (b), which payments are not reported in Question 6 or 7 above? Yes No
- (b) Do you have an agreement with any individual described in Related Party definition, sections (a) or (b), containing such an agreement? Yes No

*If you answered **yes** for Question 23(a) or 23(b) above, please attach an explanation identifying the individual(s) involved, stating the amount of any payments made or value transferred, and describing the terms of each agreement.*

24. This question applies to related party transactions, which include transactions with officers, directors, trustees, certain employees, relative, and organizations they own or control. Please consult the instructions and definition sections for the definition of a "Related Party" and "Indebtedness" before answering. Note that transactions involving related parties must be reported even when there is no accounting recognition (e.g. in-kind gifts, waiver of interest not otherwise reported).

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

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

STATEMENT 4

FORM PC

PAGE 6 LINE 24

STATEMENT 4

NAME

JULIETTE CORPORATION

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24D) REIMBURSEMENT FOR SHARED EXPENSES UNPAID AND CONSTRUCTION ADVANCES

17,160.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

KIT CLARK SENIOR SERVICES

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24I) CONTRIBUTION OF CAPITAL

24,753.

PROCEDURE FOLLOWED

APPROVED BY THE BOARD OF DIRECTORS

NAME

BAY COVE MOSELEY GROUP HOME

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24D) REIMBURSEMENT FOR SHARED EXPENSES

2,269.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

BAY COVE HAMILTON GROUP HOME

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24D) REIMBURSEMENT FOR SHARED EXPENSES

3,485.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

BAY COVE ORCHARDFIELD RESIDENCE

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24D) REIMBURSEMENT FOR SHARED EXPENSES

1,368.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

JULIETTE CORPORATION

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24F) MGT FEES, SHARED SALARY, FRINGE AND INSURANCE COSTS

149,779.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

BAY COVE MOSELEY GROUP HOME

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24F) MGT FEES, SHARED SALARY, FRINGE AND INSURANCE COSTS

17,355.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

BAY COVE HAMILTON GROUP HOME

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24F) MGT FEES, SHARED SALARY, FRINGE AND INSURANCE COSTS

24,066.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

BAY COVE ORCHARDFIELD RESIDENCE

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24F) MGT FEES, SHARED SALARY, FRINGE AND INSURANCE COSTS

10,857.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

KIT CLARK SENIOR SERVICES

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24F) MANAGEMENT FEES

943,615.

PROCEDURE FOLLOWED

BILLED SAME AS CUSTOMERS

NAME

WILLIAM H. SPRAGUE

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

(24H) PAYROLL & BENEFITS

AMOUNT INVOLVED

300,155.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

NAME

LAURISA WOJCIK

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

(24H) PAYROLL & BENEFITS

AMOUNT INVOLVED

65,200.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

NAME

JOELLE BARTON NIMS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

(24H) PAYROLL & BENEFITS

AMOUNT INVOLVED

77,496.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

NAME

KERRY J. HORGOS

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

(24H) PAYROLL & BENEFITS

AMOUNT INVOLVED

168,552.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

NAME

NANCY MAHAN

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

(24H) PAYROLL & BENEFITS

AMOUNT INVOLVED

182,091.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

NAME

JAMES LAPRADE

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

(24H) PAYROLL & BENEFITS

AMOUNT INVOLVED

160,002.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

NAME

KIT CLARK SENIOR SERVICES

ADDRESS

66 CANAL ST BOSTON, MA 02114

NATURE OF TRANSACTION

AMOUNT INVOLVED

(24C)DONATION PAYABLE

68,498.

PROCEDURE FOLLOWED

GENERAL PAYROLL DISBURSEMENT PROCEDURES

Signature Required

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

Signature: _____ Date: _____

Printed Name: KERRY J. HORGOS

Title: SVP/CFO

Name of Preparer: KEVIN P MARTIN ASSOCIATES, P.C.

Address 10 FORBES WEST

City BRAINTREE State MA ZIP Code 02184

Phone Number (781) 380-3520

Schedule A-1

Solicitation Activities During Fiscal Year Covered By This Report

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

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

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>

Other (specify): _____

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

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-1 ctd.

Solicitation Activities During Fiscal Year Covered By This Report

Identify the individuals who will have final responsibility for the charity's custody of contributions:

KERRY J. HORGOS

Name and Title: SVP & CHIEF FINANCIAL OFFICER

Address 66 CANAL STREET

City BOSTON

State MA

ZIP Code 02114

Name and Title:

Address

City

State

ZIP Code

Name and Title:

Address

City

State

ZIP Code

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

KERRY J. HORGOS

Name and Title: SVP & CHIEF FINANCIAL OFFICER

Address 66 CANAL STREET

City BOSTON

State MA

ZIP Code 02114

Name and Title:

Address

City

State

ZIP Code

Name and Title:

Address

City

State

ZIP Code

Schedule A-2

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

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

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

Mass Mailing	<input checked="" type="checkbox"/>	Via the Internet	<input checked="" type="checkbox"/>
Door-to-door	<input type="checkbox"/>	Raffle, beano, bingo or gaming event	<input type="checkbox"/>
Entertainment event	<input checked="" type="checkbox"/>	Sale of goods other than by telephone	<input type="checkbox"/>
Telemarketing without sale of goods or ads	<input type="checkbox"/>	Individual Mailings	<input checked="" type="checkbox"/>
Telemarketing with sale of goods	<input type="checkbox"/>	Corporate solicitations	<input checked="" type="checkbox"/>
Telemarketing with sale of ads	<input type="checkbox"/>	Grant Proposals	<input checked="" type="checkbox"/>

Other (specify): _____

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

Professional solicitor*	<input type="checkbox"/>	Own employees	<input checked="" type="checkbox"/>
Professional fundraising counsel*	<input type="checkbox"/>	Volunteers	<input checked="" type="checkbox"/>
Commercial co-venturer*	<input type="checkbox"/>		

* Provide applicable names and addresses:

Professional Solicitor Name: _____

Address _____

City _____ State _____ ZIP Code _____

Professional Fundraising Counsel Name: _____

Address _____

City _____ State _____ ZIP Code _____

Commercial Co-Venturer Name: _____

Address _____

City _____ State _____ ZIP Code _____

Schedule A-2 ctd.

Solicitation Activities Planned for Fiscal Year Which Follows the Reporting Year

Identify the individuals who will have final responsibility for the charity's custody of contributions:

KERRY J. HORGOS

Name and Title: SVP & CHIEF FINANCIAL OFFICER

Address 66 CANAL STREET

City BOSTON

State MA

ZIP Code 02114

Name and Title:

Address

City

State

ZIP Code

Name and Title:

Address

City

State

ZIP Code

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

KERRY J. HORGOS

Name and Title: SVP & CHIEF FINANCIAL OFFICER

Address 66 CANAL STREET

City BOSTON

State MA

ZIP Code 02114

Name and Title:

Address

City

State

ZIP Code

Name and Title:

Address

City

State

ZIP Code

Certification by Organization

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

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

Signature: _____ Date: _____

Print Name: KERRY J. HORGOS

Title: SVP / CFO

Signature: _____ Date: _____

Print Name: _____

Title: _____

Schedule RO

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

Name: KIT CLARK SENIOR SERVICES		Primary purpose or activity: SENIOR SERVICES		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)
06/30/14	131,791.		2,141,145.	2,272,936.

Name: BAY COVE HAM. GRP. HOME		Primary purpose or activity: RESIDENTIAL RENTAL		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)
06/30/14		396,957.		396,957.

Name: BAY COVE MOS. GRP. HOME		Primary purpose or activity: RESIDENTIAL RENTAL		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)
06/30/14		180,088.		180,088.

Name: BAY COVE ORCHARDFIELD RES.		Primary purpose or activity: RESIDENTIAL RENTAL		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)
06/30/14		260,956.		260,956.

Name: JULIETTE CORPORATION		Primary purpose or activity: RESIDENTIAL RENTAL		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)
06/30/14		551,005.		551,005.

Schedule RO

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

Name: BAY COVE HIGH SCHOOL		Primary purpose or activity: INACTIVE CORPORATION		
FYE 06/30/14	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)
		0.		

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Name:		Primary purpose or activity:		
FYE	A. Donor restricted funds (-) liabilities	B. 3rd party restricted funds (-) liabilities	C. Unrestricted funds (-) liabilities	D. Total net assets (A+B+C)

Schedule RO ctd.

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

Name: WILLIAM H. SPRAGUE		Title: PRESIDENT & CEO	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:
BAY COVE HUMAN SERVI	249,905.	43,801.	6,449.

Name: KERRY J. HORGOS		Title: SVP/CFO	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:
BAY COVE HUMAN SERVI	154,748.	13,274.	531.

Name: JAMES LAPRADE		Title: SVP OPERATIONS	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:
BAY COVE HUMAN SERVI	154,748.	4,723.	531.

Name: SALLY REYERING		Title: MEDICAL DIRECTOR	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:
BAY COVE HUMAN SERVI	203,784.	0.	370.

Name: NANCY MAHAN		Title: SVP SERVICES	
Income Source:	Salary and Other Income:	Benefits Plan:	Other Compensation:
BAY COVE HUMAN SERVI	162,855.	14,447.	4,789.

3. Is asset and/or compensation information for religious organizations and/or certain non-charitable entities related to foundations excluded pursuant to instructions? Yes No