

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 BOYS & GIRLS CLUBS OF BOSTON, INC.		D Employer identification number 04-2103922
	Doing Business As		E Telephone number (617) 994-4700
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	G Gross receipts \$ 27,514,219.
	50 CONGRESS STREET	730	H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		F Name and address of principal officer: JOSHUA KRAFT SAME AS C ABOVE	
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			
J Website: ▶ WWW.BGCB.ORG			
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: 1893 M State of legal domicile: MA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO HELP YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, BUILD STRONG CHARACTER AND REALIZE THEIR		
	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	59
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	56
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	607
	6 Total number of volunteers (estimate if necessary)	6	1788
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	37,313.
b Net unrelated business taxable income from Form 990-T, line 34	7b	22,211.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	31,816,632.	22,868,966.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	2,597,604.	2,579,481.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	528,182.	492,210.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-388,207.	13,910.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	34,554,211.	25,954,567.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	66,809.	89,735.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	12,288,566.	13,396,321.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 2,323,162.	30,935.	67,888.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	6,360,191.	6,756,740.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	18,746,501.	20,310,684.
19 Revenue less expenses. Subtract line 18 from line 12	15,807,710.	5,643,883.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	92,038,617.	103,892,010.
	22 Net assets or fund balances. Subtract line 21 from line 20	2,577,144.	3,544,764.
		89,461,473.	100,347,246.

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
	PATRICIA GANNON, EVP FINANCE & PLANNING, CFO		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	LYNNE JOHNSON		
Paid Preparer Use Only	Firm's name ▶ MCGLADREY LLP	Firm's EIN ▶ 42-0714325	Check if self-employed <input type="checkbox"/> PTIN P00757336
	Firm's address ▶ 80 CITY SQUARE BOSTON, MA 02129-3742	Phone no. 617-912-9000	

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

- 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. BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number (EIN) or 04-2103922
	Number, street, and room or suite no. If a P.O. box, see instructions. 50 CONGRESS STREET, NO. 730	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02109	

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.

PATRICIA GANNON
50 CONGRESS STREET, SUITE 730 - BOSTON, MA 02109

• The books are in the care of Telephone No. **(617) 994-4700** 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

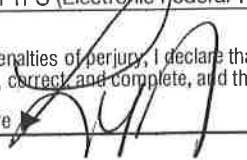
6 If the tax year entered in line 5 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN

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 **DIRECTOR** Date **2/11/15**

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: TO HELP YOUNG PEOPLE, ESPECIALLY THOSE WHO NEED US MOST, BUILD STRONG CHARACTER AND REALIZE THEIR FULL POTENTIAL AS RESPONSIBLE CITIZENS AND LEADERS. WE DO THIS BY PROVIDING: A SAFE HAVEN FILLED WITH HOPE AND OPPORTUNITY, ONGOING RELATIONSHIPS WITH CARING ADULTS AND LIFE

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? [X] Yes [] No

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

4a (Code:) (Expenses \$ 2,050,969. including grants of \$) (Revenue \$ 1,920,109.) SUMMER PROGRAMS: THE SUMMER PROGRAM SERVES YOUTH AGES 6 TO 18, WITH SEPARATE PROGRAMS FOR TEENS AND FOR YOUNGER CHILDREN. ALL PROGRAMS ARE DESIGNED TO KEEP YOUNG PEOPLE OFF THE STREETS, TO EDUCATE THEM DURING THE NON-SCHOOL MONTHS, AND TO PROVIDE RECREATIONAL EXPERIENCES TO WHICH THEY MIGHT NOT OTHERWISE HAVE ACCESS. IN ADDITION, BGCB PARTNERS WITH THE CITY OF BOSTON AND THE CAMP HARBOR VIEW FOUNDATION TO OPERATE CAMP HARBOR VIEW, A SUMMER DAY CAMP FOR 11-14 YEAR OLDS, LOCATED ON LONG ISLAND IN BOSTON HARBOR.

4b (Code:) (Expenses \$ 2,654,127. including grants of \$) (Revenue \$) LIFE SKILLS: THE OVERARCHING GOAL OF THE LIFE SKILLS PROGRAM IS TO ASSIST MEMBERS IN DEVELOPING HEALTHY SELF-ESTEEM, RESILIENCE, MOTIVATION AND THE ABILITY TO MAKE GOOD CHOICES. IN 1998, BGCB DETERMINED THAT MAINTAINING FULL-TIME, LICENSED SOCIAL WORKERS IN ITS CLUBS IS ESSENTIAL TO ACHIEVING ITS MISSION OF PROVIDING HOLISTIC SUPPORT FOR YOUNG PEOPLE. THE LIFE AFTER THE CLUB PROGRAM WAS DESIGNED TO HELP WITH TRANSITIONING FROM A "CLUB KID" TO A COLLEGE STUDENT OR WORKING ADULT. ALL PARTICIPATING MEMBERS ARE PAIRED WITH CARING STAFF MENTORS TO GUIDE THEM AS THEY CREATE GOALS AND ACTION PLANS. PARTICIPANTS TAKE PART IN PROGRAMS THAT FOCUS ON A RANGE OF SKILLS FOR ADULT LIFE WHICH INCLUDE FINANCIAL LITERACY, CAREER PLANNING, RESUME WRITING, JOB SEEKING,

4c (Code:) (Expenses \$ 2,620,439. including grants of \$) (Revenue \$ 127,023.) SHARED SPACE CLUBS: BGCB OPERATES SEVERAL SHARED SPACE CLUBS (SSCS) LOCATED IN BOSTON PUBLIC SCHOOLS OR HOUSING COMPLEXES. THE SSCS PROVIDE THE OPPORTUNITY TO SERVE MORE YOUTH WHERE THEY LIVE OR GO TO SCHOOL VIA QUALITY AFTER-SCHOOL PROGRAMS THAT ARE BASED ON THE CORE PROGRAM ELEMENTS USED IN OUR FREE-STANDING CLUBS. SSCS TYPICALLY TARGET POCKETS OF NEED WITHIN COMMUNITIES AND SERVE SELECT AGE GROUPS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 8,972,575. including grants of \$ 89,735.) (Revenue \$ 532,349.)

4e Total program service expenses 16,298,110.

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?		
24b			
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?		
24c			
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
24d			
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
25b			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
26			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
27			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
28a			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	
28b		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
28c			X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
29		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
30			X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
31			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
32			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
33			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
34			X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35a			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>		
35b			
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
36			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
37			X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	
38		X	

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 190		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 1		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 607		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	X	
b	If "Yes," enter the name of the foreign country: CAYMAN ISLANDS See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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 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.		
	59		
b	Enter the number of voting members included in line 1a, above, who are independent		
	56		
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?	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?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?	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?	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?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	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		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?		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?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	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	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	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	X	
b	Other officers or key employees of the organization	X	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		
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?		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?		

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **MA, NY**
- 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: **PATRICIA GANNON - (617) 994-4700**
50 CONGRESS STREET, SUITE 730, BOSTON, MA 02109

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) JEFFREY BLOOMBERG DIRECTOR	1.00	X					0.	0.	0.	
(2) MICHAEL BRONNER DIRECTOR	1.00	X					0.	0.	0.	
(3) EMILY BROWN DIRECTOR	1.00	X					0.	0.	0.	
(4) HOLLY BRUCE DIRECTOR	1.00	X					0.	0.	0.	
(5) JOSEPH CAMPANELLI DIRECTOR	1.00	X					0.	0.	0.	
(6) LILIAN CHEUNG DIRECTOR	1.00	X					0.	0.	0.	
(7) MAUREEN ALPHONSE-CHARLES DIRECTOR	1.00	X					0.	0.	0.	
(8) ROBERT CLEARY DIRECTOR	1.00	X					0.	0.	0.	
(9) LAURENCE CHUD DIRECTOR	1.00	X					0.	0.	0.	
(10) STEPHANIE CONNAUGHTON DIRECTOR	1.00	X					0.	0.	0.	
(11) MICHELE COURTON BROWN DIRECTOR	1.00	X					0.	0.	0.	
(12) JONATHAN DAVIS DIRECTOR	1.00	X					0.	0.	0.	
(13) WILLIAM EARON DIRECTOR	1.00	X					0.	0.	0.	
(14) SANDRA EDGERLEY DIRECTOR	1.00	X					0.	0.	0.	
(15) CORINNE FERGUSON DIRECTOR	1.00	X					0.	0.	0.	
(16) KAREN FIRESTONE DIRECTOR	1.00	X					0.	0.	0.	
(17) JOHN FISH DIRECTOR	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) SUSAN FLORENCE DIRECTOR	1.00	X						0.	0.	0.
(19) RUTHANNE FULLER DIRECTOR (UNTIL OCT. 2013)	1.00	X						0.	0.	0.
(20) ROBERT GALLERY DIRECTOR	1.00	X						0.	0.	0.
(21) MICHAEL GORDON DIRECTOR	1.00	X						0.	0.	0.
(22) VICARY GRAHAM DIRECTOR	1.00	X						0.	0.	0.
(23) LAWRENCE GREENBERG DIRECTOR	1.00	X						0.	0.	0.
(24) DONNA HAZARD DIRECTOR	1.00	X						0.	0.	0.
(25) JOSEPH HOOLEY DIRECTOR	1.00	X						0.	0.	0.
(26) RONALD HOMER DIRECTOR (UNTIL OCT. 2013)	1.00	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								1,143,026.	0.	113,938.
d Total (add lines 1b and 1c)								1,143,026.	0.	113,938.

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 7

	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
MCGLADREY LLP 80 CITY SQUARE, BOSTON, MA 02129	AUDIT, TAX, & IT	276,141.
EMILY'S 10 CABOT ROAD, 2ND FLOOR, MEDFORD, MA 02155	MEMBER MEALS	195,308.
PETERSON PARTY CENTER 36 CABOT ROAD, WOBURN, MA 01801	EVENT RENTALS	166,400.
WESTIN COPLEY 10 HUNTINGTON AVE, BOSTON, MA 02116	FOOD, EVENT, SPACE	157,172.
D&J SERVICES GROUP 610 MAIN STREET, WALPOLE, MA 02081	CLEANING SERVICES	129,267.

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 9

SEE PART VII, SECTION A CONTINUATION SHEETS

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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) DURANT HUNTER DIRECTOR	1.00	X						0.	0.	0.
(28) OGDEN HUNNEWELL DIRECTOR	1.00	X						0.	0.	0.
(29) BRUCE JACOBS DIRECTOR	1.00	X						0.	0.	0.
(30) DAVID JOHNSON DIRECTOR	1.00	X						0.	0.	0.
(31) JEFFREY JONES DIRECTOR	1.00	X						0.	0.	0.
(32) DARLENE JORDON DIRECTOR	1.00	X						0.	0.	0.
(33) MARILYN KEANE DIRECTOR (UNTIL OCT. 2013)	1.00	X						0.	0.	0.
(34) BRIAN KNEZ DIRECTOR	1.00	X						0.	0.	0.
(35) THOMAS KNOTT DIRECTOR (UNTIL OCT. 2013)	1.00	X						0.	0.	0.
(36) MICHAEL KRUPKA TREASURER	1.00	X		X				0.	0.	0.
(37) JOHN MACOMBER DIRECTOR	1.00	X						0.	0.	0.
(38) EDVALDO MORATA DIRECTOR	1.00	X						0.	0.	0.
(39) ELENA MATLACK DIRECTOR	1.00	X						0.	0.	0.
(40) CHRISTOPHER MCKOWN DIRECTOR	1.00	X						0.	0.	0.
(41) WILLIAM MCMAHON DIRECTOR	1.00	X						0.	0.	0.
(42) JANICE MORRIS DIRECTOR	1.00	X						0.	0.	0.
(43) BRIAN MOYNIHAN DIRECTOR	1.00	X						0.	0.	0.
(44) THOMAS NIEDERMEYER DIRECTOR	1.00	X						0.	0.	0.
(45) SAUL PANNELL DIRECTOR	1.00	X						0.	0.	0.
(46) DAVID PEELER DIRECTOR	1.00	X						0.	0.	0.
Total to Part VII, Section A, line 1c										

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 (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(47) BRYAN RAFANELLI DIRECTOR	1.00	X						0.	0.	0.
(48) BERNADETTE REHNERT DIRECTOR	1.00	X						0.	0.	0.
(49) LAURA REYNOLDS DIRECTOR	1.00	X						0.	0.	0.
(50) PAUL ROONEY DIRECTOR	1.00	X						0.	0.	0.
(51) JACK SEBASTIAN DIRECTOR	1.00	X						0.	0.	0.
(52) MEREDITH SHACHOY DIRECTOR	1.00	X						0.	0.	0.
(53) GREG SHELL DIRECTOR	1.00	X						0.	0.	0.
(54) ROBERTY SMALL DIRECTOR	1.00	X						0.	0.	0.
(55) DANA SMITH CHAIR OF THE BOARD	1.00	X		X				0.	0.	0.
(56) R. GREGG STONE DIRECTOR	1.00	X						0.	0.	0.
(57) TROY STANFIELD DIRECTOR	1.00	X						0.	0.	0.
(58) KIMBERLY STEIMLE DIRECTOR	1.00	X						0.	0.	0.
(59) MICHAEL SWENSON DIRECTOR	1.00	X						0.	0.	0.
(60) RICHARD VOKE DIRECTOR	1.00	X						0.	0.	0.
(61) HEBERT WAGNER DIRECTOR	1.00	X						0.	0.	0.
(62) FRANK WISNESKI DIRECTOR	1.00	X						0.	0.	0.
(63) STEPHAN WOODSUM DIRECTOR	1.00	X						0.	0.	0.
(64) JOSHUA KRAFT PRESIDENT	35.00			X				293,556.	0.	4,800.
(65) ALEXANDRA FUCHS EVP CAO	35.00			X				167,233.	0.	15,864.
(66) PATRICIA GANNON EVP CFO	35.00			X				171,493.	0.	20,501.
Total to Part VII, Section A, line 1c										

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 615,248.					
	b Membership dues	1b					
	c Fundraising events	1c 5,106,814.					
	d Related organizations	1d					
	e Government grants (contributions)	1e 1,369,390.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f 15,777,514.					
	g Noncash contributions included in lines 1a-1f: \$	352,539.					
	h Total. Add lines 1a-1f		22,868,966.				
	Program Service Revenue	2 a CAMP HARBORVIEW	Business Code 900099	1,520,400.	1,520,400.		
b PARENT FEES/VOUCHERS		900099	546,090.	546,090.			
c SUMMER PROGRAMS		900099	439,474.	439,474.			
d MEMBERSHIP DUES & ASSESSMENTS		900099	73,517.	73,517.			
e							
f All other program service revenue							
g Total. Add lines 2a-2f			2,579,481.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		438,084.		12,732.	425,352.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	204,301.				
		(ii) Personal	0.				
		b Less: rental expenses	0.				
		c Rental income or (loss)	204,301.				
	d Net rental income or (loss)		204,301.			204,301.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	127,959.				
		(ii) Other					
		b Less: cost or other basis and sales expenses	73,833.				
		c Gain or (loss)	54,126.				
	d Net gain or (loss)		54,126.			54,126.	
	8 a Gross income from fundraising events (not including \$ 5,106,814. of contributions reported on line 1c). See Part IV, line 18	a	941,701.				
		b Less: direct expenses	1,158,965.				
c Net income or (loss) from fundraising events			-217,264.			-217,264.	
9 a Gross income from gaming activities. See Part IV, line 19	a	78,737.					
	b Less: direct expenses	76,456.					
	c Net income or (loss) from gaming activities		2,281.			2,281.	
10 a Gross sales of inventory, less returns and allowances	a	274,979.					
	b Less: cost of goods sold	250,398.					
	c Net income or (loss) from sales of inventory		24,581.		24,581.		
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS	900099	11.		0.	11.		
	b						
	c						
	d All other revenue						
	e Total. Add lines 11a-11d		11.				
12 Total revenue. See instructions.		25,954,567.	2,579,481.	37,313.	468,807.		

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	89,735.	89,735.		
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	854,624.	364,274.	490,350.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	12,928.	12,928.		
7 Other salaries and wages	9,967,455.	8,055,959.	243,910.	1,667,586.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	1,771,423.	1,378,787.	118,043.	274,593.
10 Payroll taxes	789,891.	630,161.	46,749.	112,981.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	98,768.		98,768.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	67,888.			67,888.
f Investment management fees	53,828.		53,828.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	685,148.	554,997.	130,151.	
12 Advertising and promotion	305,957.	167,626.	25,984.	112,347.
13 Office expenses	545,719.	540,175.	5,544.	
14 Information technology	96,158.	63,020.	4,144.	28,994.
15 Royalties				
16 Occupancy	924,194.	625,006.	299,188.	
17 Travel	345,467.	305,472.	25.	39,970.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	313,651.	298,870.	13,651.	1,130.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,720,610.	1,622,879.	97,731.	
23 Insurance	244,035.	228,053.	15,982.	
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 EQUIPMENT RENTAIL & MAI	704,118.	675,879.	28,239.	
b FOOD	421,168.	418,796.	2,372.	
c ADMISSION FEES	106,998.	106,998.		
d STAFF DEVELOPMENT	70,911.	57,547.	1,799.	11,565.
e All other expenses	120,010.	100,948.	12,954.	6,108.
25 Total functional expenses. Add lines 1 through 24e	20,310,684.	16,298,110.	1,689,412.	2,323,162.
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)		(B)	
		Beginning of year		End of year	
Assets	1 Cash - non-interest-bearing	35,470.	1	70,224.	
	2 Savings and temporary cash investments	5,512,716.	2	4,618,564.	
	3 Pledges and grants receivable, net	22,125,160.	3	21,576,678.	
	4 Accounts receivable, net	374,961.	4	271,758.	
	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		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	825,468.	9	1,871,981.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 48,014,465.			
	b Less: accumulated depreciation	10b 23,710,989.			
	11 Investments - publicly traded securities	25,114,997.	10c	24,303,476.	
	12 Investments - other securities. See Part IV, line 11	28,414,972.	11	38,677,706.	
	13 Investments - program-related. See Part IV, line 11	9,634,873.	12	11,447,697.	
	14 Intangible assets		13		
	15 Other assets. See Part IV, line 11	0.	14		
16 Total assets. Add lines 1 through 15 (must equal line 34)	92,038,617.	15	1,053,926.		
		16	103,892,010.		
Liabilities	17 Accounts payable and accrued expenses	2,332,610.	17	3,281,710.	
	18 Grants payable		18		
	19 Deferred revenue	244,534.	19	263,054.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties		23		
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	2,577,144.	26	3,544,764.	
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	29,523,270.	27	29,541,393.	
	28 Temporarily restricted net assets	26,188,397.	28	31,349,528.	
	29 Permanently restricted net assets	33,749,806.	29	39,456,325.	
	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	89,461,473.	33	100,347,246.		
34 Total liabilities and net assets/fund balances	92,038,617.	34	103,892,010.		

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	25,954,567.
2	Total expenses (must equal Part IX, column (A), line 25)	2	20,310,684.
3	Revenue less expenses. Subtract line 2 from line 1	3	5,643,883.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	89,461,473.
5	Net unrealized gains (losses) on investments	5	5,460,487.
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	-218,597.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	100,347,246.

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	X	
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	X	

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.")	10,317,827.	13,757,774.	17,616,954.	31,816,632.	22,868,966.	96,378,153.
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	10,317,827.	13,757,774.	17,616,954.	31,816,632.	22,868,966.	96,378,153.
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)						10,405,062.
6 Public support. Subtract line 5 from line 4.						85,973,091.

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	10,317,827.	13,757,774.	17,616,954.	31,816,632.	22,868,966.	96,378,153.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	395,820.	568,941.	936,408.	602,508.	629,653.	3,133,330.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	28,122.	33,786.	25,870.		37,313.	125,091.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	352,464.	373,903.	378,127.	470,199.	1,020,449.	2,595,142.
11 Total support. Add lines 7 through 10						102,231,716.
12 Gross receipts from related activities, etc. (see instructions)					12	12,199,590.
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	84.10	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	78.67	%
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 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 **BOYS & GIRLS CLUBS OF BOSTON, INC.** Employer identification number **04-2103922**

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	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	37,161,172.	33,379,655.	29,186,608.	27,324,930.	29,679,902.
b Contributions	3,302,961.	1,182,747.	5,764,668.	99,198.	232,176.
c Net investment earnings, gains, and losses	5,898,870.	3,870,422.	-385,905.	3,384,593.	581,580.
d Grants or scholarships					
e Other expenditures for facilities and programs	1,449,984.	1,271,652.	1,185,716.	880,794.	3,168,728.
f Administrative expenses				741,319.	
g End of year balance	44,913,019.	37,161,172.	33,379,655.	29,186,608.	27,324,930.

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

- a Board designated or quasi-endowment 10.00 %
- b Permanent endowment 71.00 %
- c Temporarily restricted endowment 19.00 %

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

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

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

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

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		480,275.		480,275.
b Buildings		45,179,262.	21,991,002.	23,188,260.
c Leasehold improvements				
d Equipment		2,354,928.	1,719,987.	634,941.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 24,303,476.

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) INTERNATIONAL BONDS	900.	END-OF-YEAR MARKET VALUE
(B) DOMESTIC AND		
(C) INTERNATIONAL EQUITY	3,353,894.	END-OF-YEAR MARKET VALUE
(D) ALTERNATIVE INVESTMENTS	8,092,903.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	11,447,697.	

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)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

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	33,192,850.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	5,460,487.
b	Donated services and use of facilities	2b	189,171.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	102,806.
e	Add lines 2a through 2d	2e	5,752,464.
3	Subtract line 2e from line 1	3	27,440,386.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	-1,485,819.
c	Add lines 4a and 4b	4c	-1,485,819.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	25,954,567.

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	22,307,077.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	189,171.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	1,807,222.
e	Add lines 2a through 2d	2e	1,996,393.
3	Subtract line 2e from line 1	3	20,310,684.
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	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	20,310,684.

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 V, LINE 4:

EXPLANATION: THE ORGANIZATION HAS ADOPTED INVESTMENT AND SPENDING POLICIES FOR ENDOWMENT ASSETS THAT ATTEMPT TO PROVIDE A PREDICTABLE STREAM OF FUNDING TO PROGRAMS SUPPORTED BY ITS ENDOWMENT WHILE SEEKING TO MAINTAIN THE PURCHASING POWER OF ENDOWMENT ASSETS.

PART X, LINE 2:

EXPLANATION: THE ORGANIZATION QUALIFIES AS A PUBLIC CHARITY UNDER INTERNAL REVENUE CODE SECTION 170(B)(I)(A)(VI), AND HAS BEEN DETERMINED BY THE INTERNAL REVENUE SERVICE TO BE EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE.

Part XIII Supplemental Information (continued)

THE ORGANIZATION FOLLOWS FASB ASC 740, INCOME TAXES, WHICH CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES BY PRESCRIBING THE RECOGNITION THRESHOLD A TAX POSITION IS REQUIRED TO MEET BEFORE BEING RECOGNIZED IN THE FINANCIAL STATEMENTS. THE ORGANIZATION RECOGNIZES A TAX BENEFIT FROM AN UNCERTAIN TAX POSITION ONLY IF IT IS MORE LIKELY THAN NOT THAT THE TAX POSITION WILL BE SUSTAINED ON EXAMINATION BY TAXING AUTHORITIES.

MANAGEMENT EVALUATED THE ORGANIZATION'S TAX POSITIONS AND CONCLUDED THAT THE ORGANIZATION HAS NO MATERIAL UNCERTAINTIES IN INCOME TAXES.

WITH FEW EXCEPTIONS, THE ORGANIZATION IS NO LONGER SUBJECT TO INCOME TAX EXAMINATIONS BY THE U.S. FEDERAL, STATE OR LOCAL TAX AUTHORITIES FOR FISCAL YEARS BEFORE 2011. INTEREST AND PENALTIES, IF ANY, ARE INCLUDED IN INCOME TAX EXPENSE.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

CHANGE IN SPLIT INTEREST AGREEMENT	102,806.
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PART XI, LINE 4B - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSE REPORTED ON FORM 990, PART VIII, LINE

8B	-1,158,965.
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COST OF GOODS SOLD REPORTED ON FORM 990, PART VIII, LINE

10B	-250,398.
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GAMING EXPENSE REPORTED ON FORM 990, PART VIII, LINE 9B	-76,456.
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TOTAL TO SCHEDULE D, PART XI, LINE 4B	-1,485,819.
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PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSE REPORTED ON FORM 990, PART VIII, LINE

8B	1,158,965.
----	------------

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	
		HOUSE PARTY (event type)	ANNUAL DINNER (event type)	18 (total number)	(add col. (a) through col. (c))	
Revenue	1	Gross receipts	3,163,733.	2,024,162.	860,620.	6,048,515.
	2	Less: Contributions	2,588,866.	1,849,298.	668,650.	5,106,814.
	3	Gross income (line 1 minus line 2)	574,867.	174,864.	191,970.	941,701.
Direct Expenses	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs		24,677.		24,677.
	7	Food and beverages	85,686.	113,596.	29,417.	228,699.
	8	Entertainment				
	9	Other direct expenses	650,832.	91,424.	163,333.	905,589.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				1,158,965.
	11	Net income summary. Subtract line 10 from line 3, column (d)				-217,264.

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	78,737.		
Direct Expenses	2	Cash prizes	56,697.			56,697.
	3	Noncash prizes				
	4	Rent/facility costs	14,084.			14,084.
	5	Other direct expenses	5,675.			5,675.
	6	Volunteer labor	<input checked="" type="checkbox"/> Yes 40.00 % <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)				76,456.	
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				2,281.	

9 Enter the state(s) in which the organization operates gaming activities: **MA**
 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: **BEANO GAMES WERE TERMINATED AS OF MAY 18, 2014. THE SOUTH BOSTON CLUB, WHERE BEANO WAS HELD, BEGAN A MAJOR RENOVATION OF THE BUILDING AND WAS NO LONGER ABLE TO CONTINUE WITH THE GAMING.**

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

Name of the organization

BOYS & GIRLS CLUBS OF BOSTON, INC.

Employer identification number

04-2103922

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

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

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

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

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

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

Schedule I (Form 990) (2013)

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS	73	89,735.	0.		

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

EXPLANATION: HIGH SCHOOL AND COLLEGE SCHOLARSHIPS ARE GRANTED TO MEMBERS THROUGH AN APPLICATION PROCESS IN WHICH THE ORGANIZATION DETERMINES THE QUALIFICATIONS OF THE INDIVIDUAL APPLICANTS. IN ADDITION, THE ORGNAIZATION PROVIDES SCHOLARSHIPS FOR MEMBERS TO ATTEND SPORT CAMPS DURING THE YEAR.

**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

BOYS & GIRLS CLUBS OF BOSTON, INC.

Employer identification number

04-2103922

Part I Questions Regarding Compensation

	Yes	No								
<p>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.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>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</p>	1b									
<p>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?</p>	2									
<p>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.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>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:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	4a	X								
	4b	X								
	4c	X								
<p>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</p> <p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	5a	X								
	5b	X								
<p>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:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	6a	X								
	6b	X								
<p>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</p>	7	X								
<p>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</p>	8	X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>	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) JOSHUA KRAFT PRESIDENT	(i)	244,501.	48,695.	360.	0.	4,800.	298,356.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) ALEXANDRA FUCHS EVP CAO	(i)	151,079.	15,914.	240.	3,300.	12,564.	183,097.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) PATRICIA GANNON EVP CFO	(i)	155,183.	15,950.	360.	3,300.	17,201.	191,994.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) GERALD STEIMEL EVP OPERATIONS	(i)	139,880.	14,537.	1,584.	3,050.	22,128.	181,179.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part 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
BETTY JEAN VOKE	FAMILY MEMBER OF RI	12,928.	EMPLOYMENT		X
BAIN CAPITAL PRIVATE EQUITY	SEE PART V	370,000.	SEE PART V		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: BETTY JEAN VOKE

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

FAMILY MEMBER OF RICHARD VOKE, DIRECTOR

SCH L, PART IV:

(A) NAME OF PERSON: BAIN CAPITAL PRIVATE EQUITY FUNDS

(B) RELATIONSHIP: THE SPOUSES OF TWO DIRECTORS, MESSRS. CONNAUGHTON AND EDGERLEY, ARE MANAGING DIRECTORS OF THE BAIN CAPITAL'S PRIVATE EQUITY BUSINESS.

(D) DESCRIPTION OF TRANSACTION: CAPITAL CONTRIBUTIONS SHOWN; IN ADDITION THE ORGANIZATION RECEIVED DISTRIBUTIONS OF \$50,736 IN THE ORDINARY COURSE OF BUSINESS OVER THIS PERIOD.

**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 **BOYS & GIRLS CLUBS OF BOSTON, INC.** Employer identification number **04-2103922**

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	X		600.	FMV
5 Clothing and household goods	X		1,076.	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	23	92,486.	FMV
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	X	5	7,147.	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (EVENT TICKETS)	X	73	132,924.	FMV
26 Other ▶ (GIFTS)	X	18	62,824.	FMV
27 Other ▶ (EQUIPMENT)	X	26	53,482.	FMV
28 Other ▶ (FURNITURE)	X	1	2,000.	FMV

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** **0**

	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.

SCHEDULE M, PART I, COLUMN (B):

EXPLANATION: THE NUMBER OF CONTRIBUTIONS IS BASED ON THE NUMBER OF
DONORS. THE NUMBER OF CONTRIBUTIONS FOR SECURITIES IS BASED ON THE
NUMBER OF GIFTS RECEIVED.

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

BOYS & GIRLS CLUBS OF BOSTON, INC.

Employer identification number

04-2103922

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

FULL POTENTIAL AS RESPONSIBLE CITIZENS AND LEADERS. WE DO THIS BY
PROVIDING: A SAFE HAVEN FILLED WITH HOPE AND OPPORTUNITY, ONGOING
RELATIONSHIPS WITH CARING ADULTS AND LIFE ENHANCING PROGRAMS.

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

ENHANCING PROGRAMS.

FORM 990, PART III, LINE 3, CHANGES IN PROGRAM SERVICES:

EXPLANATION: BOYS & GIRLS CLUBS OF BOSTON STOPPED OPERATING TWO SHARED
SPACE CLUBS THAT WERE LOCATED IN SCHOOLS IN MATTAPAN AND DORCHESTER.
THE MATTAHUNT CLUB WAS LOCATED AT THE MATTAHUNT ELEMENTARY SCHOOL AND
CEASED OPERATIONS AT THE END OF AUGUST, 2013. THE ACADEMY CLUB WAS
LOCATED AT UP ACADEMY CHARTER SCHOOL OF DORCHESTER AND STOPPED
OPERATING ON JUNE 30, 2014.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

PERSONAL HEALTH, PLANNING FOR COLLEGE, LEARNING TO DRIVE AND VOTING.

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

YOUTHCONNECT: YOUTHCONNECT IS AN ADVOCACY AND INTERVENTION PROGRAM OF
BGCBS WHOSE MISSION IS TO HELP THE MOST AT-RISK YOUNG PEOPLE MAKE
POSITIVE LIFE CHOICES THROUGH TRUSTING RELATIONSHIPS WITH SKILLED AND
COMPASSIONATE SOCIAL WORKERS. WE DO THIS BY INTERVENING (BEING PRESENT)
AT CRITICAL MOMENTS WHEN YOUNG PEOPLE ARE EITHER ENGAGED OR AT RISK OF
ENGAGING IN DELINQUENT ACTIVITY; PLACING MASTERS-LEVEL, LICENSED,

Name of the organization BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number 04-2103922
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CLINICAL SOCIAL WORKERS AT POLICE STATIONS THROUGH AN INNOVATIVE PARTNERSHIP WITH THE BOSTON POLICE DEPARTMENT; AND CONNECTING YOUNG PEOPLE AND THEIR FAMILIES WITH THE MOST EFFECTIVE SOCIAL SERVICES FOR THEIR INDIVIDUAL SITUATIONS.

EXPENSES \$ 1,427,062. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

SPORTS, FITNESS & RECREATION: PROGRAMS IN THIS AREA DEVELOP FITNESS, POSITIVE USE OF LEISURE TIME, STRESS MANAGEMENT SKILLS, ENVIRONMENTAL APPRECIATION, AND SOCIAL SKILLS. FROM LIFEGUARD TRAINING TO SUMMER BASKETBALL LEAGUES, BGCB MEMBERS HAVE ACCESS TO A WIDE VARIETY OF BOTH FUN AND CHALLENGING ACTIVITIES IN THE OUTDOORS AND THE CLUBS GYMNASIUMS, SWIMMING POOLS AND SOCIAL RECREATION AREAS. CURRENTLY THE AGENCY IS FOCUSING ON THE INTEGRATION OF NON-COMPETITIVE, NON-GENDER SPECIFIC ACTIVITIES SUCH AS KARATE AND YOGA.

EXPENSES \$ 2,005,336. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

EDUCATION: THE EDUCATION CORE PROGRAM FOCUSES ON SUPPLEMENTING THE SCHOOL CURRICULUM, INCREASING HOMEWORK COMPLETION RATES, DECREASING SCHOOL ABSENTEEISM, IMPROVING CLASSROOM PERFORMANCE, AND INCREASING MEMBER'S PREPAREDNESS FOR ENTRY INTO COLLEGE AND/OR THE WORKFORCE.

EXPENSES \$ 1,434,136. INCLUDING GRANTS OF \$ 89,735. REVENUE \$ 48,735.

THE ARTS: MEMBERS ARE EXPOSED TO A WIDE RANGE OF ARTS EDUCATION ACTIVITIES AND ARE CONTINUALLY ENCOURAGED TO DEVELOP NEW SKILLS AND TALENTS, TO EXPRESS THEMSELVES, AND TO EXPAND INDIVIDUAL CREATIVITY. PARTICIPATION IS NOT LIMITED TO THE OBVIOUSLY TALENTED BUT INCLUDES EVERY CHILD WHO INDICATES AN INTEREST IN THE ARTS. AT THE CLUBS, WHERE ARTS EDUCATION INCLUDES ACTIVITIES FROM MUSIC AND DANCE TO VISUAL ARTS

Name of the organization BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number 04-2103922
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AND CREATIVE WRITING, THE ARTS HAVE BECOME A VEHICLE FOR CROSS-CULTURAL UNDERSTANDING AND TOLERANCE.

EXPENSES \$ 1,183,683. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

MISCELLANEOUS MEMBER SERVICES: MISCELLANEOUS MEMBER PROGRAMS FOCUS ON ENSURING MEMBER PARTICIPATION IN THE CORE PROGRAMS. THE MEMBERSHIP DEPARTMENT DEALS DIRECTLY WITH OUTREACH TO THE COMMUNITY TO CONTINUE OUR MEMBER BASE. THEY MANAGE THE MEMBERSHIP DATABASE AND KEEP CURRENT PERTINENT INFORMATION ON ALL OF THE MEMBERS.

EXPENSES \$ 906,904. INCLUDING GRANTS OF \$ 0. REVENUE \$ 36,894.

LEADERSHIP AND CHARACTER DEVELOPMENT: ACTIVITIES IN THIS CORE PROGRAM AREA OCCUR WITHIN A SMALL-GROUP FORMAT THAT ENCOURAGES TRUST AND COOPERATION AND THAT ALLOWS MEMBERS TO PRACTICE AND IMPROVE THEIR DECISION-MAKING SKILLS. THE HALLMARK PROGRAMS ARE YOUTH LEADERSHIP GROUPS BASED IN EACH CLUBHOUSE: THE NATIONALLY CHARTERED TORCH CLUB (FOR YOUTH AGES 11-13) AND KEYSTONE CLUB (FOR TEENS AGES 14-18).

EXPENSES \$ 723,663. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

TECHNOLOGY: THE PRIMARY GOAL OF BGCB'S TECHNOLOGY CORE PROGRAM IS TO ENABLE LOW-INCOME CHILDREN TO ACHIEVE A LEVEL OF COMFORT AND FAMILIARITY WITH TECHNOLOGY SO THAT THE COMPUTER BECOMES A USEFUL TOOL FOR INFORMATION, COMMUNICATION AND PROBLEM SOLVING. MEMBERS HAVE THE OPPORTUNITY TO COMPOSE AND RECORD DIGITAL MUSIC, PRODUCE DIGITAL ARTWORK AND PHOTOGRAPHY, USE THE INTERNET TO RESEARCH HOMEWORK TOPICS, AND TO EXPLORE ENGINEERING AND DESIGN CONCEPTS.

EXPENSES \$ 532,956. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

Name of the organization BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number 04-2103922
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SCHOOL AGE CHILD CARE: THE OVERARCHING GOAL OF THE OCCS LICENSED PRE AND SCHOOL AGE CHILD CARE IS TO PROVIDE A SAFE, STRUCTURED ENVIRONMENT FOR CHILDREN AGES 6-12. THE AGENCY TRIES TO PROVIDE A SENSE OF FAMILY AND COMMUNITY WHILE EMPHASIZING RESPECT FOR SELVES AND OTHERS.

EXPENSES \$ 758,835. INCLUDING GRANTS OF \$ 0. REVENUE \$ 446,720.

FORM 990, PART VI, SECTION A, LINE 2:

EXPLANATION: JOHN FISH (DIRECTOR) AND KIMBERLY STEIMLE (DIRECTOR) HAVE A BUSINESS RELATIONSHIP

FORM 990, PART VI, SECTION A, LINE 6:

EXPLANATION: THE ORGANIZATION'S DIRECTORS HAVE AND MAY EXERCISE THE POWERS AND DUTIES OF MEMBERS AS DESCRIBED IN THE BY-LAWS AND ARTICLES OF ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7A:

EXPLANATION: THE ORGANIZATION'S DIRECTORS HAVE AND MAY EXERCISE THE POWERS AND DUTIES OF MEMBERS AS DESCRIBED IN THE BY-LAWS AND ARTICLES OF ORGANIZATION.

FORM 990, PART VI, SECTION A, LINE 7B:

EXPLANATION: THE BOARD OF DIRECTORS ANNUALLY APPROVES NEW MEMBERS OF THE BOARD OF DIRECTORS, THE BOARD OF OVERSEERS AND THE OFFICERS THAT ARE RECOMMENDED BY THE GOVERNANCE COMMITTEE.

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

EXPLANATION: THE FORM 990 WILL BE COMPLETED ANNUALLY BY MANAGEMENT AND THE OUTSIDE ACCOUNTANTS, AND A DRAFT WILL BE REVIEWED WITH THE AUDIT COMMITTEE.

Name of the organization BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number 04-2103922
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THE AUDIT COMMITTEE WILL HAVE THE AUTHORITY TO APPROVE THE FINAL FORM 990 FOR FILING WITH THE IRS. A COPY OF THE FINAL FORM 990 WILL BE PROVIDED TO EACH VOTING MEMBER OF THE BOARD, EITHER ELECTRONICALLY OR IN PAPER FORM, PRIOR TO ITS FILING WITH THE IRS.

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

EXPLANATION: EACH DIRECTOR AND ADMINISTRATION OFFICIAL OF BGCB FILE AN ANNUAL DISCLOSURE STATEMENT LISTING ALL THOSE RELATIONSHIPS HE OR SHE, OR A RELATED PARTY, MAINTAINS WITH ANY PERSON OR ORGANIZATION THAT DOES BUSINESS WITH BGCB AND WHICH CONSTITUTE, OR WHICH OTHERWISE COULD BE CONSTRUED AS, MATERIAL AFFILIATIONS POTENTIALLY AFFECTING HIS OR HER INDEPENDENT, UNBIASED JUDGMENT IN LIGHT OF HIS OR HER DECISION-MAKING AUTHORITY OR RESPONSIBILITY, AND LISTING ANY CONFIDENTIAL INFORMATION FROM WHICH HE OR SHE, OR ANY RELATED PARTY TO WHOM HE OR SHE WOULD DISCLOSE IT, RECEIVES OR WOULD ANTICIPATE RECEIVING ANY SUBSTANTIAL FINANCIAL OR OTHER BENEFIT. ALL DISCLOSURE STATEMENTS SHOULD BE COMPLETED, SIGNED AND PRESENTED TO THE PRESIDENT'S OFFICE NOT LATER THAN OCTOBER 1ST OF EACH YEAR.

ALL DIRECTORS AND ADMINISTRATION OFFICIALS DISCLOSE TO THE PRESIDENT'S OFFICE (1) AS THEY ARISE, ALL MATERIAL AFFILIATIONS ARISING AFTER THE FILING OF THEIR MOST RECENT DISCLOSURE STATEMENT AND ANY CONFIDENTIAL INFORMATION FROM WHICH THEY HAVE RECEIVED OR ANTICIPATE RECEIVING ANY SUBSTANTIAL FINANCIAL OR OTHER BENEFIT, AND (2) UPON REQUEST, ALL AMOUNTS KNOWN BY THEM TO HAVE BEEN PAID TO PERSONS OR ORGANIZATIONS WITH WHOM THEY HAVE MATERIAL AFFILIATIONS.

AFFILIATIONS BETWEEN DIRECTORS AND ADMINISTRATION OFFICIALS RESPONSIBLE FOR BGCB'S INVESTMENTS OR DEPOSITS AND THE COMPANIES IN WHICH SUCH INVESTMENTS

Name of the organization BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number 04-2103922
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OR DEPOSITS ARE MADE NEED NOT BE DISCLOSED WHEN THE INVESTMENT IS MADE BY AN INVESTMENT MANAGER OR ADVISOR, OR WHEN THE DEPOSIT IS MADE BY AN OFFICER OR EMPLOYEE WITH A PREAUTHORIZED DEPOSITORY, BUT SUCH AFFILIATIONS SHALL BE DISCLOSED (AND THE POLICY ON NON-PARTICIPATION SHALL APPLY) IN CONNECTION WITH ANY INVESTMENT OR DEPOSIT IN A PARTICULAR COMPANY DIRECTLY TO BE MADE OR AUTHORIZED BY SUCH DIRECTOR OR ADMINISTRATION OFFICIAL OR BY A COMMITTEE ON WHICH HE OR SHE SERVES.

THE PRESIDENT MAINTAINS A RECORD OF ALL MATERIAL AFFILIATIONS, BENEFITS FROM CONFIDENTIAL INFORMATION AND PAYMENTS TO AFFILIATED PERSONS OR ORGANIZATIONS DISCLOSED PURSUANT TO THIS POLICY, RECOMMENDS TO THE CHAIRMAN OF THE BOARD ANY SUCH AFFILIATIONS, BENEFITS OR PAYMENTS WHICH SHOULD BE BROUGHT TO THE ATTENTION OF THE BOARD OF DIRECTORS OR EXECUTIVE COMMITTEE, AND DETERMINES THE EXTENT TO WHICH THE PERSONS OR ORGANIZATIONS WITH WHICH ANY SUCH AFFILIATIONS EXIST SHOULD BE MADE KNOWN TO THOSE DEALING WITH SUCH PERSONS OR ORGANIZATIONS ON BGCB'S BEHALF.

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

EXPLANATION: THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS, CHAIRED BY THE CHAIR OF THE BOARD, ANNUALLY REVIEWS BENCHMARK DATA TO ESTABLISH THE COMPENSATION FOR THE PRESIDENT AND CEO AND EACH VP. THE DATA IS DEVELOPED FROM SOURCES SUCH AS 990S OF BOSTON AREA NONPROFITS, SALARYEXPERT.COM, GUIDESTAR, COMPARABLE BOYS AND GIRLS CLUBS, INDEPENDENT CONSULTANTS AND OTHER SURVEYS AS AVAILABLE. DATA FROM PRIOR YEARS MAY BE ADJUSTED TO CURRENT YEAR MARKET AMOUNTS IN ORDER TO SET THE NEW SALARY.

IN ADDITION, THE COMPENSATION COMMITTEE REVIEWS THE CEO'S ANNUAL SELF-EVALUATION AND PERFORMANCE ACHIEVEMENTS IN ORDER TO APPROVE A

Name of the organization BOYS & GIRLS CLUBS OF BOSTON, INC.	Employer identification number 04-2103922
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PERFORMANCE BONUS. THE EXECUTIVE COMMITTEE APPROVES THE BONUS, BASED ON THE RECOMMENDATION OF THE COMPENSATION COMMITTEE.

COMPENSATION FOR VP-LEVEL EMPLOYEES IS ALSO ESTABLISHED THROUGH THE ANNUAL PERFORMANCE APPRAISAL PROCESS CONDUCTED BY THE CEO. THE CEO MAY REVIEW PERFORMANCE AND COMPENSATION FOR EACH VP WITH THE APPROPRIATE BOARD COMMITTEE CHAIR BASED ON THE VP AREA OF RESPONSIBILITY. THE SALARIES AND BONUSES ARE PRESENTED TO THE COMPENSATION COMMITTEE AFTER IMPLEMENTATION.

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

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, FORM 990, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURE AS SET FORTH IN SECTION 6104(D). IN ADDITION, THE ORGANIZATION'S FORM 990 IS AVAILABLE VIA GUIDESTAR AND THE MASSACHUSETTS ATTORNEY GENERAL'S WEBSITE.

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

PENSION LIABILITY ADJUSTMENT	-321,403.
CHANGE IN SPLIT INTEREST AGREEMENTS	102,806.
TOTAL TO FORM 990, PART XI, LINE 9	-218,597.