

Application for Recognition of Exemption

Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056
Expires 5-31-96

If exempt status is
approved, this application
will be open for public
inspection.

Read the instructions for each Part carefully.
A User Fee must be attached to this application.

If the required information and appropriate documents are not submitted along with Form 8718 (with payment of the appropriate user fee), the application may be returned to you.
Complete the Procedural Checklist in the instructions.

Part I Identification of Applicant

1a Full name of organization (as shown in organizing document) BCLF Ventures, Inc.		2 Employer identification number (if none, see instructions.) 04-3246552
1b c/o Name (if applicable)		3 Name and telephone number of person to be contacted if additional information is needed Katherine Keeton Carter (617) 573-0170
1c Address (number, street, and room or suite no.) 30 Germania Street		
1d City or town, state, and ZIP code Jamaica Plain, MA 02130		4 Month the annual accounting period ends December
5 Date incorporated or formed October 24, 1994	6 Activity codes 400 405 429	7 Check here if applying under section: a <input type="checkbox"/> 501(e) b <input type="checkbox"/> 501(f) c <input type="checkbox"/> 501(k)
8 Did the organization previously apply for recognition of exemption under this Code section or under any other section of the Code? If "Yes," attach an explanation. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
9 Is the organization required to file Form 990 (or Form 990-EZ)? If "No," attach an explanation. <input type="checkbox"/> N/A <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
10 Has the organization filed Federal income tax returns or exempt organization information returns? If "Yes," state the form numbers, years filed, and Internal Revenue office where filed. Form 990, 1994, Holtsville See Attachment 1.10 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

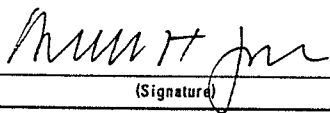
11 Check the box for the type of organization. BE SURE TO ATTACH A CONFORMED COPY OF THE CORRESPONDING DOCUMENTS TO THE APPLICATION BEFORE MAILING (See **Specific Instructions, Part I, Line 11.**) Get Pub. 557, **Tax-Exempt Status for Your Organization**, for examples of organizational documents.)

- a ☒ **Corporation** - Attach a copy of the Articles of Incorporation, (including amendments and restatements) showing approval by the appropriate state official; also include a copy of the bylaws.
- b ☐ **Trusts** - Attach a copy of the Trust Indenture or Agreement, including all appropriate signatures and dates.
- c ☐ **Association** - Attach a copy of the Articles of Association, Constitution, or other creating document, with a declaration or other evidence the organization was formed by adoption of the document by more than one person; also include a copy of the bylaws.

If the organization is a corporation or an unincorporated association that has not yet adopted bylaws, check here ☐

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


(Signature)

Executive Director
(Title or authority of signer)

12/29/95
(Date)

Part II Activities and Operational Information

- 1 Provide a detailed narrative description of all the activities of the organization—past, present, and planned. Do not merely refer to or repeat the language in the organizational document. Describe each activity separately in the order of importance. Each description should include, as a minimum, the following: (a) a detailed description of the activity including its purpose; (b) when the activity was or will be initiated; and (c) where and by whom the activity will be conducted.

See Attachment II.1

- 2 What are or will be the organization's sources of financial support? List in order of size.
- Management fee from community development investment fund
 - Gifts, grants and contributions
 - Below-market loans
 - Consulting fees

- 3 Describe the organization's fundraising program, both actual and planned, and explain to what extent it has been put into effect. Include details of fundraising activities such as selective mailings, formation of fundraising committees, use of volunteers or professional fundraisers, etc. Attach representative copies of solicitations for financial support.

See Attachment II.3

Part II Activities and Operational Information (Continued)

4 Give the following information about the organization's governing body:

a Names, addresses, and titles of officers, directors, trustees, etc.

b Annual Compensation

See Attachmnet II.4

c Do any of the above persons serve as members of the governing body by reason of being public officials or being appointed by public officials?

☐

Yes

☒

No

If "Yes," name those persons and explain the basis of their selection or appointment.

d Are any members of the organization's governing body "disqualified persons" with respect to the organization (other than by reason of being a member of the governing body) or do any of the members have either a business or family relationship with "disqualified persons"? (See Specific Instructions, Part II, Line 4d.)

☐

Yes

☒

No

If "Yes," explain.

5 Does the organization control or is it controlled by any other organization?

☒

Yes

☐

No

Is the organization the outgrowth of (or successor to) another organization, or does it have a special relationship with another organization by reason of interlocking directorates or other factors?

☒

Yes

☐

No

If either of these questions is answered "Yes," explain.

See Attachment II.5

6 Does or will the organization directly or indirectly engage in any of the following transactions with any political organization or other exempt organization (other than 501(c)(3) organizations): (a) grants; (b) purchases or sales of assets; (c) rental of facilities or equipment; (d) loans or loan guarantees; (e) reimbursement arrangements; (f) performance of services, membership, or fundraising solicitations; or (g) sharing of facilities, equipment, mailing lists or other assets, or paid employees?

☐

Yes

☒

No

If "Yes," explain fully and identify the other organizations involved.

7 Is the organization financially accountable to any other organization?

☐

Yes

☒

No

If "Yes," explain and identify the other organization. Include details concerning accountability or attach copies of reports if any have been submitted.

Part II Activities and Operational Information (Continued)

- 8 What assets does the organization have that are used in the performance of its exempt function? (Do not include property producing investment income.) If any assets are not fully operational, explain their status, what additional steps remain to be completed, and when such final steps will be taken. If "None," indicate "N/A."

N/A

- 9 Will the organization be the beneficiary of tax-exempt bond financing within the next 2 years? ☐ Yes ☒ No

- 10 a Will any of the organization's facilities or operations be managed by another organization or individual under a contractual agreement? ☐ Yes ☒ No

- b Is the organization a party to any leases? ☐ Yes ☒ No

If either of these questions is answered "Yes," attach a copy of the contracts and explain the relationship between the applicant and the other parties.

- 11 Is the organization a membership organization? ☐ Yes ☒ No

If "Yes," complete the following:

- a Describe the organization's membership requirements, and attach a schedule of membership fees and dues.
- b Describe your present and proposed efforts to attract members, and attach a copy of any descriptive literature or promotional material used for this purpose.
- c What benefits do (or will) your members receive in exchange for their payment of dues?

- 12 a If the organization provides benefits, services or products, are the recipients required, or will they be required, to pay for them? ☐ N/A ☒ Yes ☐ No

If "Yes," explain how the charges are determined, and attach a copy of your current fee schedule.

In furtherance of its exempt purposes, BCLF Ventures, Inc. will provide the services described in Attachment II.1 for the charges described therein

- b Does or will the organization limit its benefits, services or products to specific individuals or classes of individuals? ☐ N/A ☒ Yes ☐ No

If "Yes," explain how the recipients or beneficiaries are or will be selected.

To the extent that BCLF Ventures, Inc. provides services to individuals, the services will be limited to proprietors of businesses meeting the criteria described in Attachment II.1

- 13 Does or will the organization attempt to influence legislation? ☐ Yes ☒ No

If "Yes," explain. Also, give an estimate of the percentage of the organization's time and funds which it devotes or plans to devote to this activity.

- 14 Does or will the organization intervene in any way in political campaigns, including the publication or distribution of statements? ☐ Yes ☒ No

If "Yes," explain fully.

Part III Technical Requirements

- 1 Are you filing Form 1023 within 15 months from the end of the month in which your organization was created or formed? ☒ Yes ☐ No
If you answer "Yes," do not answer questions on lines 2 through 7.

- 2 If one of the exceptions to the 15-month filing requirement shown below applies, check the appropriate box and proceed to question 8.

Exceptions - You are not required to file an exemption application within 15 months if the organization:

- ☐ (a) Is a church, interchurch organization of local units of a church, a convention or association of churches, or an integrated auxiliary of a church;
- ☐ (b) Is not a private foundation and normally has gross receipts of not more than \$5,000 in each tax year; or
- ☐ (c) Is a subordinate organization covered by a group exemption letter, but only if the parent or supervisory organization timely submitted a notice covering the subordinate.

- 3 If the organization does not meet any of the exceptions on line 2, are you filing Form 1023 within 27 months from the end of the month in which the organization was created or formed? ☐ Yes ☐ No

If "Yes," your organization qualifies under section 4.01 of Rev. Proc. 92-85, 1992-42 I.R.B. 32, for an automatic 12-month extension of the 15-month filing requirement. Do not answer questions 4 through 7.

If "No," answer question 4.

- 4 If you answer "No" to question 3, has the organization been contacted by the IRS regarding its failure to file Form 1023 within 27 months from the end of the month in which the organization was created or formed? ☐ Yes ☐ No

If "No," your organization qualifies for an extension of time to apply under the "reasonable action and good faith" requirements of section 5.01 of Rev. Proc. 92-85. Do not answer questions 5 through 7.

If "Yes," answer question 5.

- 5 If you answer "Yes" to question 4, does the organization wish to request relief from the 15-month filing requirement? ☐ Yes ☐ No

If "Yes," give the reasons for not filing this application prior to being contacted by the IRS. See Specific Instructions, Part III, Line 5, before completing this item. Do not answer questions 6 and 7.

If "No," answer question 6.

- 6 If you answer "No" to question 5, your organization's qualification as a section 501(c)(3) organization can be recognized only from the date this application is filed with your key District Director. Therefore, do you want us to consider your application as a request for recognition of exemption as a section 501(c)(3) organization from the date the application is received and not retroactively to the date the organization was created or formed? ☐ Yes ☐ No

- 7 If you answer "Yes" to the question on line 6 above and wish to request recognition of section 501(c)(4) status for the period beginning with the date the organization was formed and ending with the date the Form 1023 application was received (the effective date of the organization's section 501(c)(3) status), check here ☐ and attach a completed page 1 of Form 1024 to this application.

Part III Technical Requirements (Continued)

8 Is the organization a private foundation?

- ☐ Yes (Answer question on line 9.)
☒ No (Answer question on line 10 and proceed as instructed.)

9 If you answer "Yes" to the question on line 8, does the organization claim to be a private operating foundation?

- ☐ Yes (Complete Schedule E)
☐ No

After answering the question on this line, go to Part IV.

10 If you answer "No" to the question on line 8, indicate the public charity classification the organization is requesting by checking the box below that most appropriately applies:

THE ORGANIZATION IS NOT A PRIVATE FOUNDATION BECAUSE IT QUALIFIES:

- | | | |
|---|--|---|
| (a) <input type="checkbox"/> | As a church or a convention or association of churches
(CHURCHES MUST COMPLETE SCHEDULE A.) | Sections 509(a)(1)
and 170(b)(1)(A)(i) |
| (b) <input type="checkbox"/> | As a school (MUST COMPLETE SCHEDULE B.) | Sections 509(a)(1)
and 170(b)(1)(A)(ii) |
| (c) <input type="checkbox"/> | As a hospital or a cooperative hospital service organization, or a
medical research organization operated in conjunction with a hospital
(MUST COMPLETE SCHEDULE C.) | Sections 509(a)(1)
and 170(b)(1)(A)(iii) |
| (d) <input type="checkbox"/> | As a governmental unit described in section 170(c)(1). | Sections 509(a)(1)
and 170(b)(1)(A)(v) |
| (e) <input type="checkbox"/> | As being operated solely for the benefit of, or in connection with, one
or more of the organizations described in a through d, g, h, or i
(MUST COMPLETE SCHEDULE D.) | Section 509(a)(3) |
| (f) <input type="checkbox"/> | As being organized and operated exclusively for testing for public
safety. | Section 509(a)(4) |
| (g) <input type="checkbox"/> | As being operated for the benefit of a college or university that is
owned or operated by a governmental unit. | Sections 509(a)(1)
and 170(b)(1)(A)(iv) |
| (h) <input type="checkbox"/> | As receiving a substantial part of its support in the form of
contributions from publicly supported organizations, from a
governmental unit, or from the general public. | Sections 509(a)(1)
and 170(b)(1)(A)(vi) |
| (i) <input checked="" type="checkbox"/> | As normally receiving not more than one-third of its support from
gross investment income and more than one-third of its support from
contributions, membership fees, and gross receipts from activities
related to its exempt functions (subject to certain exceptions). | Sections 509(a)(2) |
| (j) <input type="checkbox"/> | The organization is a publicly supported organization but is not sure whether it
meets the public support test of block h or block i. The organization would
like the IRS to decide the proper classification. | Sections 509(a)(1)
and 170(b)(1)(A)(vi)
or
Section 509(a)(2) |

If you checked one of the boxes a through f in question 10, go to question 15.

If you checked box g in question 10, go to questions 12 and 13.

If you checked box h, i, or j, go to question 11.

Part III Technical Requirements (Continued)

11 If you checked box h, i, or j on line 10, has the organization completed a tax year of at least 8 months?

☒

Yes-Indicate whether you are requesting:

☐

A definitive ruling (Answer questions on lines 12 through 15.)

☒

An advance ruling (Answer questions on lines 12 and 15 and attach two Forms 872-C completed and signed.)

☐

No-You must request an advance ruling by completing and signing two Forms 872-C and attaching them to the application.

12 If the organization received any unusual grants during any of the tax years shown in Part IV-A, attach a list for each year showing the name of the contributor; the date and the amount of the grant; and a brief description of the nature of the grant.

N/A

13 If you are requesting a definitive ruling under section 170(b)(1)(A)(iv) or (vi), check here ☐ and:

a Enter 2% of line 8, column (e) of Part IV-A _____

b Attach a list showing the name and amount contributed by each person (other than a governmental unit or "publicly supported" organization) whose total gifts, grants, contributions, etc., were more than the amount entered on line 13a above.

14 If you are requesting a definitive ruling under section 509(a)(2), check here ☐ and:

a For each of the years included on lines 1, 2, and 9 of Part IV-A, attach a list showing the name of and amount received from each "disqualified person." (For a definition of a "disqualified person," see **Specific Instructions, Part II, Line 4d.**)

b For each of the years included on line 9 of Part IV-A, attach a list showing the name of and amount received from each payer (other than a "disqualified person") whose payments to the organization were more than \$5,000. For this purpose, "payer" includes, but is not limited to, any organization described in sections 170(b)(1)(A)(i) through (vi) and any governmental agency or bureau.

15 Indicate if your organization is one of the following. If so, complete the required schedule. (Submit only those schedules that apply to your organization. Do not submit blank schedules.)

	Yes	No	If "Yes," complete Schedule
Is the organization a church?		X	A
Is the organization, or any part of it, a school?		X	B
Is the organization, or any part of it, a hospital or medical research organization?		X	C
Is the organization a section 509(a)(3) supporting organization?		X	D
Is the organization a private operating foundation?		X	E
Is the organization, or any part of it, a home for the aged or handicapped?		X	F
Is the organization, or any part of it, a child care organization?		X	G
Does the organization provide or administer any scholarship benefits, student aid, etc.?		X	H
Has the organization taken over, or will it take over, the facilities of a "for profit" institution?		X	I

Part IV Financial Data

Complete the financial statements for the current year and for each of the 3 years immediately before it. If in existence less than 4 years, complete the statements for each year in existence. **If in existence less than 1 year, also provide proposed budgets for the 2 years following the current year.**

A. Statement of Revenue and Expenses

	Current tax year	3 prior tax years or proposed budget for 2 years			(e) TOTAL
	(a) From 1/1/95 to 12/31/95	(b) 19 94	(c) 19 96	(d) 19 97	
1 Gifts, grants, and contributions received (not including unusual grants)	0	0	96,196	87,448	183,644
2 Membership fees received	0	0	0	0	0
3 Gross investment income (see instructions for definition)	0	0	28,313	87,000	115,313
4 Net income from organization's unrelated business activities not included on line 3	0	0	0	0	0
5 Tax revenues levied for and either paid to or spent on behalf of the organization	0	0	0	0	0
6 Value of services or facilities furnished by a governmental unit to the organization without charge (not including the value of services or facilities generally furnished the public without charge)	0	0	0	0	0
7 Other income (not including gain or loss from sale of capital assets) (attach schedule)	0	0	0	0	0
8 Total (add lines 1 through 7)	0	0	124,509	174,448	298,957
9 Gross receipts from admissions, sales of merchandise or services, or furnishing of facilities in any activity that is not an unrelated business within the meaning of section 513	0	0	30,250	122,250	152,500
10 Total (add lines 8 and 9)	0	0	154,759	296,698	451,457
11 Gain or loss from sale of capital assets (attach schedule)	0	0	0	0	0
12 Unusual grants	0	0	50,000	0	50,000
13 Total revenue (add lines 10 through 12)	0	0	204,759	296,698	501,457
14 Fundraising expenses	0	0	0	0	
15 Contributions, gifts, grants, and similar amounts paid (attach schedule)	0	0	0	0	
16 Disbursements to or for benefit of members (attach schedule)	0	0	0	0	
17 Compensation of officers, directors, and trustees (attach schedule)	0	0	0	0	
18 Other salaries and wages	0	0	103,313	160,353	
19 Interest	0	0	1,000	20,000	
20 Occupancy (rent, utilities, etc.)	0	0	100,446	116,345	
21 Depreciation and depletion	0	0	0	0	
22 Other (attach schedule)	0	0	0	0	
23 Total expenses (add lines 14 through 22)	0	0	204,759	296,698	
24 Excess of revenue over expenses (line 13 minus line 23)	0		0	0	

Part IV Financial Data (Continued)**B. Balance Sheet (at the end of the period shown)**Current tax year
Date 12/31/95**Assets**

1	Cash	1	0
2	Accounts receivable, net	2	0
3	Inventories	3	0
4	Bonds and notes receivable (attach schedule)	4	0
5	Corporate stocks (attach schedule)	5	0
6	Mortgage loans (attach schedule)	6	0
7	Other investments (attach schedule)	7	0
8	Depreciable and depletable assets (attach schedule)	8	0
9	Land	9	0
10	Other assets (attach schedule)	10	0
11	Total assets (add lines 1 through 10)	11	0

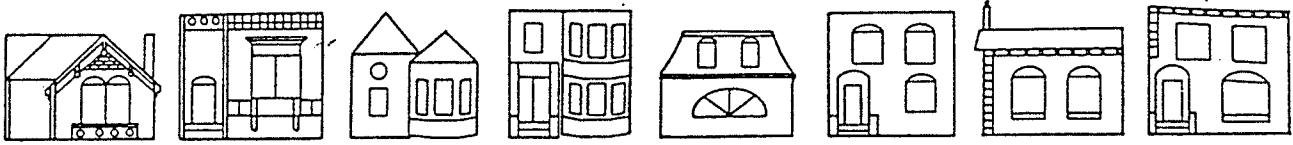
Liabilities

12	Accounts payable	12	0
13	Contributions, gifts, grants, etc., payable	13	0
14	Mortgages and notes payable (attach schedule)	14	0
15	Other liabilities (attach schedule)	15	0
16	Total liabilities (add lines 12 through 15)	16	0

Fund Balances or Net Assets

17	Total fund balances or net assets	17	0
18	Total liabilities and fund balances or net assets (add line 16 and line 17)	18	0

If there has been any substantial change in any aspect of the organization's financial activities since the end of the period shown above, check the box and attach a detailed explanation ☐



Boston Community Loan Fund, Inc.

30 Germania Street, Jamaica Plain, MA 02130 (617) 522-6768 • Fax (617) 522-7786

Elyse Cherry
President

DeWitt Jones
Executive Director



October 17, 1995

Internal Revenue Service
District Director
GPO Box 1680
Brooklyn NY 11202

Attn: Diana Avery

Re:	BCLF Inc.	EIN 04-3246555	Case: 115264012
	BCLF Managed Assets	EIN 04-3246547	Case: 115264013
	BCLF Ventures, Inc.	EIN 04-3246552	Case: 115264014

Dear Ms. Avery,

In response to your letters of September 26, 1995, the Boston Community Loan Fund, Inc., a 501(c)3 tax exempt organization is establishing three affiliate non-profit corporations. Those corporations, BCLF, Inc., BCLF Ventures, Inc. and BCLF Managed Assets Corporation, were incorporated in 1994 but have conducted no business to date. However, all three corporations are in the process of completing a group exemption application. That application should be filed by the end of October 1995.

If you have any questions regarding these corporations or this letter, please feel free to contact me at 61-522-6768.

Sincerely,

DeWitt Jones
Executive Director

INTERNAL REVENUE SERVICE
DISTRICT DIRECTOR
G.P.O. BOX 1680
BROOKLYN, NY 11202

DEPARTMENT OF THE TREASURY

Date: SEP 26 1995

GOLI VENTURES INC
30 GERMANIA STREET
JAMAICA PLAIN, MA 02130-2712

Employer Identification Number:
04-3746557
Case Number:
115264014
Contact Person:
DEANA AVERY
Contact Telephone Number:
(718) 488-2418

Dear Applicant:

Your organization filed an exempt organization annual information return with the Brookhaven Service Center. The Service Center has processed the return but has no record that the Internal Revenue Service has issued you a determination letter recognizing your exemption from Federal income tax. This office, therefore, has been requested to determine your correct filing requirement.

If you have not yet applied for recognition of exemption, you should complete an exemption application (Form 1023 or Form 1024, whichever is appropriate) and submit it to this office with a copy of this letter. Application forms are available at most Internal Revenue Service offices. If you previously submitted an application but never received a determination letter from the Service, please send us a copy of your application.

If you have previously been determined to be exempt from Federal income tax, send us a copy of the letter in which the Internal Revenue Service stated it had determined that your organization was exempt from tax. If your organization is an affiliated subordinate of a central organization and is covered by its group exemption letter, send us a copy of that letter.

If your organization was previously recognized as exempt from tax but has since changed its name, send us a copy of your Certificate of Amendment or the Articles of Incorporation endorsed by the appropriate State official showing the name change and any other organizational changes. In lieu of the above, send us a copy of the minutes of the meeting authorizing the name change if the organization is an unincorporated association, or an amended Indenture or Trust if the organization is a trust. Also, please notify us of each employer identification number you have used if you have used a number other than the one shown above.

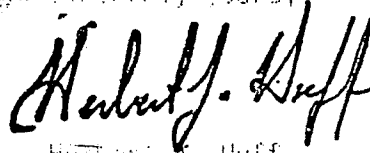
When you reply, please provide your telephone number and the most convenient time for us to call in case we need more information. Address your response to the contact person named in the heading of this letter.

If we do not receive your response within 30 days from the date of this letter, we will assume your organization is not exempt from tax. You will then be required to file the appropriate Federal income tax return.

BCL VENTURES INC

Thank you for your consideration.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Herbert S. Huff". The signature is written in a cursive, flowing style with a large, prominent "H" at the beginning.

Herbert S. Huff
District Director

Enclosures:
Copy of this letter
Envelope

Part II Activities and Operational Information

Line 1 Description of Activities of the Organization

BCLF Ventures, Inc. ("Ventures") will furnish financial and technical assistance to local and minority-owned businesses meeting the following criteria: (1) the businesses will provide training and employment opportunities for the unemployed and underemployed residents of economically depressed areas, offer products and services to residents of economically depressed areas, or strengthen the business districts of economically depressed areas, and (2) the businesses are unable to obtain financing and technical assistance from conventional commercial sources. Ventures will provide assistance to businesses meeting these criteria (the "targeted businesses") through the following programs.

Management of Community Development Investment Fund

Ventures will create a taxable corporation ("GP"), all the shares of which will be owned by Ventures. The majority of the directors of GP will consist of individuals who are not directors of Ventures. No officers or employees of Ventures will be officers or employees of GP. GP will establish and act as the general partner in a limited partnership community development investment fund (the "Fund"). Ventures will contribute to the capital of GP the amount necessary to qualify the Fund as a limited partnership under the current ruling policy of the IRS. GP will use the funds contributed by Ventures (1) to maintain the minimum capital account balance in the Fund necessary to qualify the Fund as a limited partnership under the current ruling policy of the IRS and (2) to invest directly in targeted businesses on terms and at rates that are below market and that meet the needs and are related to the capacities of the targeted business. Ventures does not expect to receive dividends from GP.

Ventures' purpose in forming GP is to insulate Ventures, to the extent possible, from potential liabilities associated with the Fund and to serve as additional protection for Ventures' assets.

The purpose of the Fund will be to make mid-term (approximately seven years) equity and subordinated debt investments in targeted businesses. This type of risk capital, which is necessary to new and developing businesses, is traditionally provided by professional investors and venture capital funds. The targeted businesses are unable to obtain risk capital from these sources, however, because the typical professional investor or venture capital fund will only make an equity investment in businesses with a potential for generating a higher than average rate of return. The Fund will differ from conventional, commercially operated venture capital funds in that the Fund's financial goal will be merely to cover its overhead and earn a rate of return equal to inflation. In addition to this modest financial goal, the Fund's goal will be to invest in businesses that cannot obtain risk capital from other sources

and that have the potential for generating significant economic and social benefits to economically depressed areas.

The Fund will seek to attract as limited partners a small group of sophisticated investors whose goal is to make socially-conscious investments while preserving the inflation-adjusted value of their capital. Limited partners will not participate in the control or actual management of the Fund. Limited partners' interests in the profits and losses of the Fund will be determined by their capital contributions. No limited partners will be officers, directors or employees of GP or of Ventures.

Any borrowing by the Fund will be on a non-recourse basis. Neither GP nor Ventures will be obligated to return limited partners' capital contributions.

Under a written contract with GP, Ventures will provide management services for the Fund. Ventures will be paid an arm's-length market rate fee for these services. The services will include locating and selecting targeted businesses for the Fund to invest in, negotiating and structuring the investments and monitoring the progress of the targeted businesses.

In locating and selecting targeted businesses, Ventures will consult with and solicit recommendations from local community groups, quasi-public finance agencies, community development corporations and loan funds, and human service agencies. Ventures will conduct due diligence on prospective targeted businesses, analyze the financial feasibility of proposed investments and assess the anticipated social benefits of the proposed investments.

As part of negotiating and structuring an investment, Ventures will provide targeted businesses with expert advice and assistance on such matters as capital structure and financial planning. In structuring the financings, Ventures will set repayment schedules and interest rates at levels that reflect the needs and capacities of the targeted businesses. Ventures will supplement traditional repayment strategies with creative techniques tailored to meet the special needs of the targeted businesses.

As part of its monitoring activities, Ventures will take an active role in furthering the success of targeted businesses by providing high quality technical assistance on such matters as management and capital structure, strategic planning, internal controls, sales strategies, etc.

Direct Financing Activities

Ventures may also invest directly in targeted businesses and/or provide technical assistance to targeted businesses, on terms and at rates that are below market and that meet the needs and are related to the capacities of the targeted business.

Consulting Services

Ventures will provide expert advice on small business financing, management and operations to other non-profit entities and government agencies on projects designed to identify, fund and promote businesses that will benefit economically depressed areas. Ventures will provide these services at or below cost, under contracts that will often be funded by grants raised by Ventures or its affiliates.

Ventures will also provide expert advice on small business financing, management and operations to the other tax-exempt organizations within the controlled group of which Ventures is a member. All such services will be provided at no more than fair market value.

Part II Activities and Operational Information

Line 3 Organization's fundraising program

The organization's parent, BCLF, Inc., will have primary responsibility for fundraising activities for the group of tax-exempt organizations that it controls. These activities will be performed by employees of BCLF, Inc. and by volunteers and will consist primarily of grant applications and the direct solicitation of contributions and below-market loans from foundations, businesses, financial institutions and private donors. In addition, BCLF, Inc. will organize events designed to promote its activities and build a network of interested donors and local community groups. BCLF, Inc. does not plan to use professional fundraisers.

Part II Activities and Operational Information

Line 4 Governing Body

a	Names, addresses and titles of <u>officers and directors</u>	b	Annual <u>Compensation</u>
President:	Elyse D. Cherry 46 Cotswold Road, Brookline, MA 02146		0
Treasurer:	Charles Clark 130 Fells Pond Road, Mashpee, MA 02649		0
Clerk:	James Walsh 311 Bowdoin Street, Dorchester, MA 02122		0
Directors:			
	Susan Blount 129 Everett Street, Concord, MA 01742		0
	Elyse D. Cherry 46 Cotswold Road, Brookline, MA 02146		0
	Charles Clark 130 Fells Pond Road, Mashpee, MA 02649		0
	Beatrice Phear 34 Royal Avenue, Cambridge, MA 02138		0
	Joanne Potter 22 Sheridan Street, Jamaica Plain, MA 02130		0
	William Thompson 3 Campbell Road, Wayland, MA 01778		0
	Mercedes Tompkins 14 Alpha Road, Dorchester, MA 02122		0

a	Names, addresses and titles of <u>officers and directors</u>	b	Annual <u>Compensation</u>
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Directors (continued):

Janet Van Zandt 38 St. Rose Street, Jamaica Plain, MA 02130	0
James Walsh 311 Bowdoin Street, Dorchester, MA 02122	0

Part II Activities and Operational Information

Line 5 Affiliations

The sole member of BCLF Ventures, Inc. ("Ventures") is BCLF, Inc. ("BCLF"). BCLF elects all of the members of Ventures' board of directors. Currently, the same persons are members of the boards of Ventures and BCLF. In the future, the boards of Ventures and BCLF may not be identical, but it is expected that there will always be some degree of overlap. In addition, the Executive Director of BCLF is the Chief Executive Officer of Ventures. BCLF will solicit gifts, contributions and grants on behalf of Ventures and will make grants to Ventures to fund Ventures' charitable activities.

Ventures will share office space and may share equipment and supplies with BCLF and other tax-exempt organizations under BCLF's control. Each organization will be reimbursed by the other members of the group for the cost borne by that organization for any office space, equipment and supplies utilized by those other members.

Ventures will also be the sole shareholder of the taxable subsidiary described in Attachment II.1 ("GP"). Ventures may share office space with GP, in which case GP will pay Ventures an arm's-length fair market price for the use of such office space.

Ventures will employ a full-time manager who will also be a member of the Management Team of BCLF.

I hereby declare that the original copy of the attached Articles of Organization of BCLF Ventures, Inc. was filed with the Secretary of State of the Commonwealth of Massachusetts on October 24, 1994 and approved by the Secretary of State as of that date.

 Dumitru

 Dec 29, 1995

Date