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043892 2011

Form **990**

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No. 1545-0047

2010

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **APR 1, 2010** and ending **MAR 31, 2011**

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization AGAPE INTERNATIONAL, INC Doing Business As	D Employer identification number 20-0452537
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite P.O. BOX 51	E Telephone number 978-443-3180
City or town, state or country, and ZIP + 4 ASHLAND, MA 01721	G Gross receipts \$ 518,971.	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
F Name and address of principal officer: DOUG MACRAE	H(c) Group exemption number ▶	
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.AGAPEINTL.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: 2003	M State of legal domicile: MA

Part I Summary

1 Briefly describe the organization's mission or most significant activities: TO ESTABLISH ORPHANAGES FOR THIRD WORLD CHILDREN IMPACTED BY AIDS.		
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 7	
4 Number of independent voting members of the governing body (Part VI, line 1b)	4 7	
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5 2	
6 Total number of volunteers (estimate if necessary)	6 75	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a 0.	
7b Net unrelated business taxable income from Form 990-T, line 34	7b 0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 460,092. Current Year 400,290.
	9 Program service revenue (Part VIII, line 2g)	30,063. 0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,594. -21,664.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,564. -8,066.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	497,313. 370,560.	
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0. 0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0. 0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	102,206. 85,641.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0. 0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 11,965.	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	177,997. 247,398.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	280,203. 333,039.	
19 Revenue less expenses. Subtract line 18 from line 12	217,110. 37,521.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 930,690. End of Year 993,377.
	21 Total liabilities (Part X, line 26)	0. 0.
	22 Net assets or fund balances. Subtract line 21 from line 20	930,690. 993,377.

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			
	DOUG MACRAE, PRESIDENT Type or print name and title				
Paid Preparer Use Only	Print/type preparer's name DIANA EDWARDS	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name MURPHY, EDWARDS, GONCALVES & FERRERA, PC	Firm's EIN	Firm's address 144 TURNPIKE ROAD SUITE 340 SOUTHBORO, MA 01772		
					Phone no. 508-229-7900

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No
032001 02-22-11 LHA For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2010)

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:
TO ESTABLISH ORPHANAGES FOR THIRD WORLD CHILDREN IMPACTED BY AIDS.

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 No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 275,544, including grants of \$ _____) (Revenue \$ _____)
TO ESTABLISH ORPHANAGES FOR THIRD WORLD CHILDREN IMPACTED BY AIDS, AND TO PROVIDE EDUCATION AND MOBILE AND STATIONARY MEDICAL CARE TO THOSE WHO WOULD NOT OTHERWISE RECEIVE CARE.

4b (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4c (Code: _____) (Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4d Other program services. (Describe in Schedule O.)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses **▶** 275,544.

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		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Part VIII Statement of Revenue					
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a			
	b Membership dues	1b			
	c Fundraising events	1c			
	d Related organizations	1d			
	e Government grants (contributions)	1e			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	400,290.		
	g Noncash contributions included in lines 1a-1f: \$				
	h Total. Add lines 1a-1f		400,290.		
Program Service Revenue	Business Code				
	2 a				
	b				
	c				
	d				
	e				
	f All other program service revenue				
g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		1,131.		1,131.
	4 Income from investment of tax-exempt bond proceeds				
	5 Royalties				
			(i) Real	(ii) Personal	
	6 a Gross Rents				
	b Less: rental expenses				
	c Rental income or (loss)				
	d Net rental income or (loss)				
			(i) Securities	(ii) Other	
	7 a Gross amount from sales of assets other than inventory		108,595.		
	b Less: cost or other basis and sales expenses		131,390.		
	c Gain or (loss)		-22,795.		
d Net gain or (loss)		-22,795.	-22,795.		
8 a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18		a 8,955.			
b Less: direct expenses		b 17,021.			
c Net income or (loss) from fundraising events			-8,066.	-8,066.	
9 a Gross income from gaming activities. See Part IV, line 19		a			
b Less: direct expenses		b			
c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances		a			
b Less: cost of goods sold		b			
c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code			
11 a					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		370,560.	-22,795.	0.	-6,935.



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Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 15				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	63,000.	53,550.	6,300.	3,150.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	16,664.		13,331.	3,333.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	5,977.	3,450.	1,986.	541.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	6,900.		6,900.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	113,864.	113,864.		
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,116.	1,116.		
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a EDUCATION	49,311.	49,311.		
b ORPHANAGE/HOSTEL	30,093.	30,093.		
c MEDICAL CLINIC	24,160.	24,160.		
d OFFICE & ADMIN	21,954.		17,013.	4,941.
e OTHER PROGRAM COSTS	0.			
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	333,039.	275,544.	45,530.	11,965.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				



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Form 990 (2010)

AGAPE INTERNATIONAL, INC

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Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash - non-interest-bearing	451,594.	198,817.
	2 Savings and temporary cash investments		
	3 Pledges and grants receivable, net		
	4 Accounts receivable, net		
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		
	6 Receivables from other disqualified persons (as defined under section 4958(b)(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 instructions)		
	7 Notes and loans receivable, net		
	8 Inventories for sale or use		
	9 Prepaid expenses and deferred charges		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	52,787.	
	10b Less: accumulated depreciation	48,325.	
	11 Investments - publicly traded securities		
	12 Investments - other securities. See Part IV, line 11	459,996.	770,998.
	13 Investments - program-related. See Part IV, line 11		
	14 Intangible assets		
	15 Other assets. See Part IV, line 11	19,100.	19,100.
16 Total assets. Add lines 1 through 15 (must equal line 34)	930,690.	993,377.	
Liabilities	17 Accounts payable and accrued expenses		
	18 Grants payable		
	19 Deferred revenue		
	20 Tax-exempt bond liabilities		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		
	23 Secured mortgages and notes payable to unrelated third parties		
	24 Unsecured notes and loans payable to unrelated third parties		
	25 Other liabilities. Complete Part X of Schedule D		
	26 Total liabilities. Add lines 17 through 25	0.	0.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	930,690.	993,377.
	28 Temporarily restricted net assets		
	29 Permanently restricted net assets		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		
	31 Paid-in or capital surplus, or land, building, or equipment fund		
	32 Retained earnings, endowment, accumulated income, or other funds		
33 Total net assets or fund balances	930,690.	993,377.	
34 Total liabilities and net assets/fund balances	930,690.	993,377.	

Form 990 (2010)



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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI [X]

1	Total revenue (must equal Part VIII, column (A), line 12)	1	370,560.
2	Total expenses (must equal Part IX, column (A), line 25)	2	333,039.
3	Revenue less expenses. Subtract line 2 from line 1	3	37,521.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	930,690.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	25,166.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	993,377.

Part XIII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XIII

	Yes	No
1 Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	X	
b Were the organization's financial statements audited by an independent accountant?		X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued 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		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? 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.		

Form 990 (2010)



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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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	351,703.	349,483.	363,997.	460,092.	400,290.	1,925,565.
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	351,703.	349,483.	363,997.	460,092.	400,290.	1,925,565.
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)						267,375.
6 Public support. Subtract line 5 from line 4						1,658,190.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	351,703.	349,483.	363,997.	460,092.	400,290.	1,925,565.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources		13,244.	12,044.	7,158.	1,131.	33,577.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						195,914.
11 Total support. Add lines 7 through 10						1,959,142.
12 Gross receipts from related activities, etc. (see instructions)					12	87,641.
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 2010 (line 6, column (f) divided by line 11, column (f))	14	84.64	%
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	84.17	%
16a 33 1/3% support test - 2010. 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 - 2009. 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 - 2010. 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 - 2009. 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"/>		

Schedule A (Form 990 or 990-EZ) 2010



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

Part IV 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 XIV 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 XIV.

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					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

- 2 Provide the estimated percentage of the year end balance held as:
- a Board designated or quasi-endowment _____ %
 - b Permanent endowment _____ %
 - c Term endowment _____ %
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" to 3a(i), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		52,787.	48,325.	4,462.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				4,462.

Part VII Investments - Other Securities. See Form 990, Part X, line 12.		
(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) MONY MARKET & MUTUAL		
(B) FUNDS	770,998.	END-OF-YEAR MARKET VALUE
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶		770,998.

Part VIII Investments - Program Related. See Form 990, Part X, line 13.		
(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.	
(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.	
(a) Description of liability	(b) Amount
1. (1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

2. FIN 48 (ASC 740) requires a footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).
032053 12-26-10 Schedule D (Form 990) 2010