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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2010

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2010, or tax year beginning , 2010, and ending ,

G Check all that apply: ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

COPELAND FAMILY FOUNDATION, INC.
1183 RANDOLPH AVENUE
MILTON, MA 02186

A Employer identification number

22-2474056

B Telephone number (see the instructions)

617-698-5976

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ☐ Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) _____

▶ \$ 36,964,884. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received (att sch)				
2 Ck <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	6,770.	6,770.	6,770.	
4 Dividends and interest from securities	684,963.	684,963.	684,963.	
5a Gross rents	12,000.	12,000.	12,000.	
b Net rental income or (loss) 12,000.				
6a Net gain/(loss) from sale of assets not on line 10	497,986.			
b Gross sales price for all assets on line 6a 12,911,198.				
7 Capital gain net income (from Part IV, line 2)		497,986.		
8 Net short-term capital gain			135,734.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	41,987.			
12 Total. Add lines 1 through 11	1,243,706.	1,201,719.	839,467.	
13 Compensation of officers, directors, trustees, etc	317,000.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) SEE ST 2	5,238.			5,238.
b Accounting fees (attach sch) SEE ST 3	31,200.			31,200.
c Other prof fees (attach sch) SEE ST 4	140,652.	139,423.		1,229.
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 5	52,847.	33,543.		19,304.
19 Depreciation (attach sch) and depletion	38,789.			
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 6	137,456.			137,456.
24 Total operating and administrative expenses. Add lines 13 through 23	723,182.	172,966.		194,427.
25 Contributions, gifts, grants paid PART XV	762,147.			762,147.
26 Total expenses and disbursements. Add lines 24 and 25	1,485,329.	172,966.	0.	956,574.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-241,623.			
b Net investment income (if negative, enter -0-)		1,028,753.		
c Adjusted net income (if negative, enter -0-)			839,467.	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	662,205.	42,405.	42,405.
	2 Savings and temporary cash investments			
	3 Accounts receivable 456.			
	Less: allowance for doubtful accounts 456.	456.	456.	456.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	90,096.	28,521.	46,689.
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	28,575,878.	31,093,160.	31,093,160.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment, basis 4,028,746.			
Less: accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)				
14 Land, buildings, and equipment, basis 288,870.	3,617,140.	3,739,876.	3,739,876.	
Less: accumulated depreciation (attach schedule) SEE STMT 7				
15 Other assets (describe SEE STATEMENT 8)	2,051,623.	2,042,298.	2,042,298.	
16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	34,997,398.	36,946,716.	36,964,884.	
LIABILITIES	17 Accounts payable and accrued expenses	31,450.	14,857.	
	18 Grants payable	20,000.	20,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe SEE STATEMENT 8)			
	23 Total liabilities (add lines 17 through 22)	51,450.	34,857.	
	FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>		
24 Unrestricted		34,945,948.	36,911,859.	
25 Temporarily restricted				
26 Permanently restricted				
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
27 Capital stock, trust principal, or current funds				
28 Paid-in or capital surplus, or land, building, and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see the instructions)		34,945,948.	36,911,859.	
31 Total liabilities and net assets/fund balances (see the instructions)		34,997,398.	36,946,716.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	34,945,948.
2 Enter amount from Part I, line 27a	2	-241,623.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 9	3	2,207,534.
4 Add lines 1, 2, and 3	4	36,911,859.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	36,911,859.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)

(b) How acquired
P — Purchase
D — Donation(c) Date acquired
(month, day, year)(d) Date sold
(month, day, year)

1a PUBLICALLY TRADED SECURITIES-BROWN BROS.	P	VARIOUS	VARIOUS
b PUBLICALLY TRADED SECURITIES-BROWN BROS.	P	VARIOUS	VARIOUS
c PUBLICALLY TRADED SECURITIES-PRW	P	VARIOUS	VARIOUS
d PUBLICALLY TRADED SECURITIES-PRW	P	VARIOUS	VARIOUS
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 214,631.		227,170.	-12,539.
b 1,452,177.		1,416,808.	35,369.
c 3,512,088.		3,363,815.	148,273.
d 7,732,302.		7,405,419.	326,883.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-12,539.
b			35,369.
c			148,273.
d			326,883.
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	497,986.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0- in Part I, line 8 </div>	3	135,734.

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2009	895,635.	27,954,426.	0.032039
2008	1,721,613.	26,818,477.	0.064195
2007	1,471,334.	36,272,321.	0.040564
2006	836,500.	19,312,188.	0.043315
2005	1,479,024.	21,134,501.	0.069981

2 Total of line 1, column (d)	2	0.250094
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050019
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	29,734,020.
5 Multiply line 4 by line 3	5	1,487,266.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,288.
7 Add lines 5 and 6	7	1,497,554.
8 Enter qualifying distributions from Part XII, line 4	8	956,574.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 -- see the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary -- see instr.)		1	20,575.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	20,575.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	20,575.
6 Credits/Payments			
a 2010 estimated tax pmts and 2009 overpayment credited to 2010	6a	18,168.	
b Exempt foreign organizations -- tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	18,168.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	46.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,453.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2011 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) N/A		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (Continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>MARTHA VERDONE</u> Telephone no. <u>617-698-5976</u> Located at <u>1183 RANDOLPH AVE. MILTON MA</u> ZIP + 4 <u>02186</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year <u>N/A</u>	15		N/A
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement – see the instructions.)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If 'Yes,' did it have excess business holdings in 2010 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		317,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRW ASSOCIATES INC. TWO BATTERYMARCH PARK II, 5TH FL QUINCY, MA 02169	INVESTMENT MGMT	75,439.
BROWN BROTHERS HARRIMAN & CO 40 WATER STREET BOSTON, MA 02109	INVESTMENT MANAGEMEN	54,746.
JENNINGS, CODY & LEAHY 63 WINTHROP STREET TAUNTON, MA 02780	AUDIT / TAX	31,200.
CODY & CODY, LLC BATTERYMARCH PARK II QUINCY, MA 02169	LEGAL	5,238.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1a	29,834,519.
b Average of monthly cash balances	1b	352,303.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	30,186,822.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	30,186,822.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	452,802.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	29,734,020.
6 Minimum investment return. Enter 5% of line 5	6	1,486,701.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	1,486,701.
2a Tax on investment income for 2010 from Part VI, line 5	2a	20,575.	
b Income tax for 2010 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c	20,575.	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,466,126.	
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5	1,466,126.	
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,466,126.	

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	956,574.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	956,574.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	956,574.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,466,126.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	430,328.			
b From 2006				
c From 2007				
d From 2008	393,403.			
e From 2009				
f Total of lines 3a through e	823,731.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ 956,574.				
a Applied to 2009, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2010 distributable amount				956,574.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	509,552.			509,552.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	314,179.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	314,179.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008	314,179.			
d Excess from 2009				
e Excess from 2010				

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED LIST	NONE		CHARITABLE	762,147.
Total				762,147.
b Approved for future payment NEPONSET RIVER WATERSHED ASSOCIATION 2173 WASHINGTON STREET CANTON, MA 02021	HOSPITAL		CHARITABLE	20,000.
Total				20,000.

COPELAND FAMILY FOUNDATION, INC.

22-2474056

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME			
TOTAL	\$ 41,987.		
	\$ 41,987.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES				
TOTAL	\$ 5,238.			\$ 5,238.
	\$ 5,238.	\$ 0.	\$ 0.	\$ 5,238.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES				
TOTAL	\$ 31,200.			\$ 31,200.
	\$ 31,200.	\$ 0.	\$ 0.	\$ 31,200.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING & OTHER	\$ 9,238.	\$ 9,238.		
INVESTMENT ADVICE	130,185.	130,185.		
PAYROLL SERVICE FEES	1,229.			\$ 1,229.
TOTAL	\$ 140,652.	\$ 139,423.	\$ 0.	\$ 1,229.

COPELAND FAMILY FOUNDATION, INC.

22-2474056

STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES	\$ 20,575.	\$ 20,575.		
FOREIGN TAXES	1,973.	1,973.		
PAYROLL TAXES	21,990.	10,995.		\$ 10,995.
REAL ESTATE TAXES	8,309.			8,309.
TOTAL	\$ 52,847.	\$ 33,543.	\$ 0.	\$ 19,304.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGES	\$ 83.			\$ 83.
COMPUTER ANNUAL MAINTENANCE	10,250.			10,250.
DUES & SUBSCRIPTIONS	760.			760.
INSURANCE	86,030.			86,030.
OFFICE EXPENSES	1,968.			1,968.
REPAIRS & MAINTENANCE	32,265.			32,265.
TELEPHONE	1,419.			1,419.
UTILITIES	4,681.			4,681.
TOTAL	\$ 137,456.	\$ 0.	\$ 0.	\$ 137,456.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 24,238.	\$ 24,033.	\$ 205.	\$ 0.
MACHINERY AND EQUIPMENT	20,878.	18,558.	2,320.	0.
BUILDINGS	1,350,769.	221,119.	1,129,650.	0.
IMPROVEMENTS	9,250.	2,392.	6,858.	0.
LAND	2,595,344.		2,595,344.	0.
MISCELLANEOUS	28,267.	22,768.	5,499.	3,739,876.
TOTAL	\$ 4,028,746.	\$ 288,870.	\$ 3,739,876.	\$ 3,739,876.

COPELAND FAMILY FOUNDATION, INC.

22-2474056

STATEMENT 8
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
INVESTMENT IN COPELAND PROPERTIES, INC.	\$ 28,966.	\$ 28,966.
INVESTMENT IN COPELAND PROPERTIES, LP	2,013,332.	2,013,332.
TOTAL	<u>\$ 2,042,298.</u>	<u>\$ 2,042,298.</u>

STATEMENT 9
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREALIZED GAINS ON INVESTMENTS	\$ 2,207,534.
TOTAL	<u>\$ 2,207,534.</u>

STATEMENT 10
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP & DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
MARTHA VERDONE C/O 1183 RANDOLPH AVE. MILTON, MA 02186	PRESIDENT 40.00	\$ 105,500.	\$ 0.	\$ 0.
JOHN TOBIN C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	TREASURER 40.00	110,500.	0.	0.
JOYCE TOBIN C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	CLERK 40.00	79,000.	0.	0.
MARY GORMLEY C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	5,500.	0.	0.
GEORGE P. MORAN C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	5,500.	0.	0.
RAYMOND G. PELISSIER C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	5,500.	0.	0.
RICHARD G. WELLS, JR. C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	5,500.	0.	0.
TOTAL		<u>\$ 317,000.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

COPELAND FAMILY FOUNDATION, INC.

22-2474056

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME: COPELAND FAMILY FOUNDATION, INC.

CARE OF: MARTHA VERDONE

STREET ADDRESS: 1183 RANDOLPH AVENUE

CITY, STATE, ZIP CODE: MILTON, MA 02186

TELEPHONE:

FORM AND CONTENT:

A LETTER SUMMARIZING THE PROJECT AND SPECIFY THE AMOUNT
REQUESTED. EVIDENCE OF TAX EXEMPT STATUS 501(C)(3).

SUBMISSION DEADLINES: APPLICATIONS ARE ACCEPTED ANY TIME

RESTRICTIONS ON AWARDS: NO RESTRICTIONS - REPLIES AS TO ACCEPTANCE. REJECTION OR
DEFERRAL ARE MADE PROMPTLY. GEOGRAPHICAL AREA IS A FACTOR
BUT NOT THE ONLY DETERMINANT.

COPELAND FAMILY FOUNDATION, Inc.
Grants
January 1, 2010 through December 31, 2010

March 12, 2010

Neponset River Watershed Association 2173 Washington St. Canton, MA 02021 - challenge grant (voted 11/18/09)	\$20,000.00
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May 19, 2010

Town of Milton Department of Public Works 525 Canton Ave. Milton, MA 02186 - purchase 4 Ford Fusions	\$74,196.00
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Milton Council on Aging Ten Walnut Street Milton, MA 02186 - operation of the Council's van	\$25,000.00
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Milton Cemetery 211 Centre Street Milton, MA 02186 - for treework	\$10,000.00
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Evergreen Cemetery Michael Maltby 43 Appalowsa Circle Tyngsboro, MA 01879 - general operating support	\$10,000.00
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Interfaith Social Services 105 Adams St. Quincy, MA 02170 - general operating support	\$10,000.00
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YMCA Greater Boston 316 Huntington Ave. Boston, MA 02115 - renovation and expansion of Hyde Park YMCA	\$10,000.00
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Brookwood Community Farm 18 Capen St. Milton, MA 02186 - fund four summer interns	\$8,000.00
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May 19, 2010

Boston Natural Area Network 62 Sumner St. Boston, MA 02110-1008 - support Milton teens on the Neponset River Greenway Summer 2011 Youth Conservation Corps.	\$5,000.00
Camp Sunshine 35 Acadia Rd. Casco, ME. 04015 - support sick children and families from Milton	\$5,000.00
Massachusetts Easter Seals 484 Main St. Worcester, MA 01608 - \$2,500.00 Camp Agassiz - \$2,500.00 Camp Hemlock	\$5,000.00
POW-MIA Eternal Flame Foundation, Inc. 210 Grove St. Randolph, MA 02368 - fundraising for memorial to be built in Boston	\$5,000.00
S.T.R.I.V.E. 651 Washington St. Dorchester, MA 02124 - general operating support	\$5,000.00
Work, Inc. 3 Arlington St. N. Quincy, MA 02171 - general operating support	\$5,000.00
City of Quincy 79 West Elm Ave. Quincy, MA 02170 - Friends of Wollaston Beach	\$2,500.00
Pan Mass Challenge 77 Fourth Ave. Needham, MA 02494 - in support of Pauline Wells	\$1,000.00
SD Ireland Cancer Research Fund, Inc. NB Alliance P.O. Box 193 Shelburne, VT 05482	\$1,000.00
Milton Park Department 525 Canton Avenue Milton, MA 02186 - sponsor August 3, 2010 Summer Concert	\$600.00

D.A.R.E. - Drug Abuse Resistance Education for the following towns:

Town of Milton Police Department 40 Highland St. Milton, MA 02186	\$15,000.00
City of Quincy Police Department One Sea St. Quincy, MA 02169	\$10,000.00
Town of Hanover Police Department 129 Rockland St. Hanover, MA 02339-0214	\$5,000.00
Town of Hingham Police Department 212 Central St. Hingham, MA 02043	\$5,000.00
Town of Marshfield Police Department 1639 Ocean Street Marshfield, MA 02050	\$5,000.00
Town of Millis Police Department 885 Main St. Millis, MA 02054	\$5,000.00
Town of Rockland Police Department 490 Market St. Rockland, MA 02370	\$5,000.00
Town of Scituate Police Department 604 Chief Justice Cushing Hwy. Scituate, MA 02066	\$5,000.00
Town of Westwood Police Department 590 High St. Westwood, MA 02090	\$5,000.00
Town of Whitman Police Department P.O. Box 348 Whitman, MA 02382	\$5,000.00

Animal Shelters - support of facility for the following organizations:

All Paws Rescue P.O. Box 569 Accord, MA 02018-0569	\$5,000.00
Animal Rescue League of Boston, Inc. 10 Chandler St. Boston, MA 02116	\$5,000.00
Canine Connections, Inc. PMB 242 Canton, MA 02021	\$5,000.00

Animal Shelters

Town of Canton 801 Washington St. Canton, MA 02021	\$5,000.00
Greyhound Friends, Inc. 167 Saddle Hill Rd. Hopkington, MA 01748	\$5,000.00
Greyhound Pets of America P.O. Box 1495 Middleboro, MA 02346	\$5,000.00
Town of Holbrook 50 North Franklin St. Holbrook, MA 02343	\$5,000.00
Hull Seaside Animal Rescue, Inc. P.O. Box 787 Hull, MA 02045	\$5,000.00
MSPCA 350 S. Huntington Ave. Boston, MA 02130	\$5,000.00
Milton Animal League Box 43 Milton, MA 02186	\$5,000.00
Neponset Valley Humane Society, Inc. P.O. Box 544 Norwood, MA 02062	\$5,000.00
City of Quincy One Sea St. Quincy, MA 02169	\$5,000.00
Friends of the Scituate Shelter P.O. Box 823 Scituate, MA 02066	\$5,000.00
South Shore Humane Society Box 850157 Braintree, MA 02185	\$5,000.00
Standish Humane Society P.O. Box 634 Duxbury, MA 02331	\$5,000.00
Town of Stoughton 10 Pearl St. Stoughton, MA 02072	\$5,000.00
Town of Whitman P.O. Box 348 Whitman, MA 02382	\$5,000.00

Food Pantries - supporting operation of food pantries for the following organizations:

Greater Boston Food Bank 70 South Bay Avenue Boston, MA 02118	\$10,000.00
St. Vincent dePaul Society 455 Plymouth Ave. Abington, MA 02351	\$5,000.00
American Red Cross 139 Main St. Cambridge, MA. 02143-1530	\$5,000.00
Braintree Community Food Pantry 594 Washington St. Braintree, MA 02184	\$5,000.00
Canton Area Helpline, Inc. P.O. Box 202 715 B Washington St. Canton, MA 02021	\$5,000.00
Dedham Food Pantry Charitable Trust P.O. Box 46 Dedham, MA 02027-0046	\$5,000.00
Little Sisters of the Assumption Family Health Service, Inc. 550 Dudley St. Roxbury, MA 02119	\$5,000.00
Hanover Emergency Food Pantry 580 Webster St. Hanover, MA 02339	\$5,000.00
Hingham Interfaith Food Pantry 685 Main St. Hingham, MA 02043	\$5,000.00
Wellspring, Inc. 814 Nantasket Ave. Hull, MA 02045	\$5,000.00
Marshfield Food Pantry P.O. Box 1097 Marshfield, MA 02050	\$5,000.00
Medfield Food Cupboard P.O. Box 172 Medfield, MA 02052	\$5,000.00
Medway Food Pantry 600 Mahan Circle, Medway, MA 02053	\$5,000.00
Millis Ecumenical Food Pantry 142 Exchange St. Millis, MA 02054	\$5,000.00

Food Pantries

Milton Food Pantry 158 Blue Hills Pkwy. Milton, MA 02186	\$5,000.00
Norwell Emergency Food Pantry P.O. Box 644 Norwell, MA 02061	\$5,000.00
Ecumenical Community Food Pantry of Norwood, Inc. 150 Chapel St. Norwood, MA 02062	\$5,000.00
Pembroke Food Pantry P.O. Box 295 Pembroke, MA 02059	\$5,000.00
Project Bread - Boston 145 Border St. East Boston, MA 02128-1903	\$5,000.00
South Shore Community Action Council, Inc. - Plymouth 265 South Meadow Rd. Plymouth, MA 02360	\$5,000.00
Scituate Church Pantry, Inc. P.O. Box 120 Scituate, MA 02066-2595	\$5,000.00
Walpole Community Food Pantry P.O. Box 43 Walpole, MA 02081	\$5,000.00
Westwood Food Pantry 60 Nahatan St. Westwood, MA 02190	\$5,000.00
Weymouth Food Pantry P.O. Box 890009 Weymouth, MA 02189-0001	\$5,000.00
Catholic Charities South 686 North Main St. Brockton, MA 02301-2492	\$2,500.00
St. Matthew's Emergency Food Pantry 33 Stanton St. Dorchester, MA 02124	\$2,500.00
Germantown Neighborhood Center 366 Palmer St. Quincy, MA 02169	\$2,500.00
Quincy Community Action Programs, Inc. One Copeland St. Quincy, MA 02169	\$2,500.00

Food Pantries

Quincy Crisis Center P.O. Box 31 Quincy, MA 02170	\$2,500.00
The Pantry Shelf – Quincy 105 Adams St. Quincy, MA 02170	\$2,500.00
St. Vincent dePaul Society 403 Union St. Rockland, MA 02370	\$2,500.00
Rockland Emergency Food Pantry 12 Church St. Rockland, MA 02370	\$2,500.00
St. Anthony's Free Market 2 Park Ave. Stoughton, MA 02072	\$2,500.00
Stoughton Food Pantry P.O. Box 812 Stoughton, MA 02072	\$2,500.00
St. Vincent dePaul Society 518 Washington St. Whitman, MA 02382	\$2,500.00
Whitman Food Pantry 33 Pleasant St. Whitman, MA 02382	\$2,500.00

August 19, 2010

Milton Historical Society 1370 Canton Ave. Milton, MA 02186 - preservation of historic Gov. Thomas Hutchinson mirror	\$5,000.00
Saint Peter's Parish 278 Bowdoin St. Dorchester, MA 02122 - Teen Center	\$2,500.00
; Celebrate Milton ! P.O. Box 870074 Milton, MA 02186 - free amusements at Milton Field Day	\$1,950.00

November 5, 2010

Milton Public Schools 25 Gile Rd. Milton, MA 02186 - Field House Manager	\$ 47,900.80
Milton Public Schools 25 Gile Rd. Milton, MA 02186 - Security cameras at Milton High School	\$25,000.00

November 17, 2010

Milton Residents Fund 535 Canton Ave. Milton, MA 02186 - support for housing, utilities, and fuel for poor	\$35,000.00
Gavin Foundation 675 East Fourth St. So. Boston, MA 02127 - Gavin House - \$10,000.00 - Cushing House - \$10,000.00	\$20,000.00
Friends of the Paragon Carousel P.O. Box 100 Hull, MA 02045 - general operating support	\$10,000.00
Milton Public Library 476 Canton Ave. Milton, MA 02186 - purchase books	\$10,000.00
National Education for Assistance Dog Services P.O. Box 213 West Boylston, MA 01583 - general operating support	\$10,000.00
Old Colony Council 2438 Washington St. Canton, MA 02021 - Camp Squanto	\$10,000.00
Partners Home Care 281 Winter St. Suite 240 Waltham, MA 02451 - purchase telemonitors for Milton residents	\$10,000.00
Perkins School for the Blind 175 North Beacon St. Watertown, MA 02172 - general operating support	\$10,000.00

November 17, 2010

Trailside Museum 1904 Canton Ave. Milton, MA 02186 - provides affordable environmental education	\$10,000.00
American Red Cross 139 Main St. Cambridge, MA 02143-1530 - general operating support	\$5,000.00
Association of Small Foundations 1720 N. St. NW Washington, DC 20036 - general operating support	\$5,000.00
Captain Forbes House Museum 215 Adams St. Milton, MA 02186 - general operating support	\$5,000.00
Cops for Kids with Cancer P.O. Box 850956 Braintree, MA 02185 - general operating support	\$5,000.00
Hull Lifesaving Museum, Inc. P.O. Box 221 Hull, MA 02045 - general operating support	\$5,000.00
Lend a Hand – Patriot Ledger P.O. Box 699159 Quincy, MA 02269-9159 - support to the needy over the holidays	\$5,000.00
Salvation Army 147 Berkeley St. Boston, MA 02116 - general operating support	\$5,000.00
Talking Information Center, Inc. 130 Enterprise Dr. Randolph, MA 02368 - general operating support	\$5,000.00
Zoo New England One Franklin Park Rd. Dorchester, MA 02121 - general operating support	\$5,000.00
Smile Train 41 Madison Ave. 28 th floor New York, NY 10010 - general operating support	\$2,500.00
Total:	\$762,146.80