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

2011

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

For calendar year 2011 or tax year beginning NOV 1, 2011, and ending OCT 31, 2012

Name of foundation

A Employer identification number

CLIPPER SHIP FOUNDATION, INC.

04-2687384

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number

77 SUMMER STREET, 8TH FL

(617) 426-7080

City or town, state, and ZIP code

BOSTON, MA 02110

C If exemption application is pending, check here ☐

G Check all that apply

☐

Initial return

☐

Initial return of a former public charity

☐

Final return

☐

Amended return

☐

Address change

☐

Name change

D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization

☒

Section 501(c)(3) exempt private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

I Fair market value of all assets at end of year

J Accounting method

☐

Cash

☒

Accrual

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 25,024,838. (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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received				
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	6.	6.	6.	STATEMENT 1
	4	Dividends and interest from securities	588,813.	588,813.	588,813.	STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	378,527.			
	b	Gross sales price for all assets on line 6a	5,586,973.			
	7	Capital gain net income (from Part IV, line 2)		378,527.		
	8	Net short-term capital gain			N/A	
Operating and Administrative Expenses	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	Total. Add lines 1 through 11	967,346.	967,346.	588,819.	
	13	Compensation of officers, directors, trustees, etc.	19,500.	4,000.	0.	15,500.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	11,000.	0.	0.	11,000.
	c	Other professional fees STMT 4	50,922.	50,922.	50,922.	0.
	17	Interest				
	18	Taxes STMT 5	19,340.	0.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	2,286.	0.	0.	2,286.
	22	Printing and publications				
	23	Other expenses STMT 6	85,734.	493.	0.	85,241.
	24	Total operating and administrative expenses. Add lines 13 through 23	188,782.	55,415.	50,922.	114,027.
	25	Contributions, gifts, grants paid	1,460,253.			1,460,253.
	26	Total expenses and disbursements. Add lines 24 and 25	1,649,035.	55,415.	50,922.	1,574,280.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	<681,689.>			
	b	Net investment income (if negative, enter -0-)		911,931.		
	c	Adjusted net income (if negative, enter -0-)			537,897.	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1 Cash - non-interest-bearing			90,371.	86,730.	86,730.
	2 Savings and temporary cash investments			226,253.	211,314.	211,314.
	3 Accounts receivable					
	Less: allowance for doubtful accounts					
	4 Pledges receivable					
	Less: allowance for doubtful accounts					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable					
	Less: allowance for doubtful accounts					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations	STMT 7		135,787.	0.	0.
	b Investments - corporate stock	STMT 8		1,826,297.	2,399,468.	2,399,468.
	c Investments - corporate bonds					
	Liabilities	11 Investments - land, buildings, and equipment basis				
Less: accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other		STMT 9		22,725,830.	22,316,445.	22,316,445.
14 Land, buildings, and equipment basis						
Less: accumulated depreciation						
15 Other assets (describe)		STATEMENT 10)		12,720.	10,881.	10,881.
16 Total assets (to be completed by all filers)				25,017,258.	25,024,838.	25,024,838.
17 Accounts payable and accrued expenses				14,635.	12,266.	
18 Grants payable				45,000.	45,000.	
Net Assets or Fund Balances	19 Deferred revenue					
	20 Loans from officers, directors, trustees, and other disqualified persons					
	21 Mortgages and other notes payable					
	22 Other liabilities (describe)	STATEMENT 11)		30,700.	40,921.	
	23 Total liabilities (add lines 17 through 22)			90,335.	98,187.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here	☒				
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted			24,926,923.	24,926,651.	
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here	☐				
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds					
28 Paid-in or capital surplus, or land, bldg., and equipment fund						
29 Retained earnings, accumulated income, endowment, or other funds						
30 Total net assets or fund balances			24,926,923.	24,926,651.		
31 Total liabilities and net assets/fund balances			25,017,258.	25,024,838.		

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	24,926,923.
2	Enter amount from Part I, line 27a	2	<681,689.>
3	Other increases not included in line 2 (itemize) NET UNREALIZED GAIN ON INVESTMENTS	3	681,417.
4	Add lines 1, 2, and 3	4	24,926,651.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	24,926,651.

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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 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
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			
b			
c			
d			
e 5,586,973.		5,208,446.	378,527.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			378,527.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	378,527.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }	3	26,304.

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 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 (col (b) divided by col (c))
2010	1,700,494.	25,664,627.	.066258
2009	1,563,378.	24,828,612.	.062967
2008	1,472,742.	22,625,928.	.065091
2007	1,626,996.	28,247,526.	.057598
2006	1,637,189.	29,986,870.	.054597

2 Total of line 1, column (d)	2	.306511
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	.061302
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	24,989,689.
5 Multiply line 4 by line 3	5	1,531,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,119.
7 Add lines 5 and 6	7	1,541,037.
8 Enter qualifying distributions from Part XII, line 4	8	1,574,280.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	9,119.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (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	9,119.
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	9,119.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	20,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	4,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	24,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	14,881.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☒ 14,881. Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c 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 ☒ \$ 0. (2) On foundation managers ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA		
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? If "No," attach explanation	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>AGMCONNECT.ORG/CLIPPER1</u>	13	X	
14	The books are in care of ► <u>CLIPPER SHIP FOUNDATION, INC.</u> Telephone no ► <u>(617) 426-7080</u> Located at ► <u>77 SUMMER STREET, 8TH FL BOSTON, MA</u> ZIP+4 ► <u>02110</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 ► 15 N/A			
16	At any time during calendar year 2011, 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 ►	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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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) ☐ Yes ☒ 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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No If "Yes," list the years ►		
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 instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	3b	
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 2011?	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)?

☐ 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)?

N/A

5b

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

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

6b

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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.

(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 12		19,500.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GMA FOUNDATIONS, INC. 77 SUMMER STREET, BOSTON, MA 02110	ADMINISTRATION	81,545.
FIDUCIARY TRUST COMPANY 175 FEDERAL STREET, BOSTON, MA 02110	INVESTMENT MANAGEMENT	49,677.

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

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	25,198,592.
b	Average of monthly cash balances	1b	171,279.
c	Fair market value of all other assets	1c	372.
d	Total (add lines 1a, b, and c)	1d	25,370,243.
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	25,370,243.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	380,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	24,989,689.
6	Minimum investment return. Enter 5% of line 5	6	1,249,484.

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	1,249,484.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	9,119.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,119.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,240,365.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,240,365.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,240,365.

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	1,574,280.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,574,280.
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	5	9,119.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,565,161.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,240,365.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	189,024.			
b From 2007	266,924.			
c From 2008	378,210.			
d From 2009	346,287.			
e From 2010	433,309.			
f Total of lines 3a through e	1,613,754.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,574,280.				
a Applied to 2010, 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 2011 distributable amount				1,240,365.
e Remaining amount distributed out of corpus	333,915.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,947,669.			
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 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	189,024.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,758,645.			
10 Analysis of line 9				
a Excess from 2007	266,924.			
b Excess from 2008	378,210.			
c Excess from 2009	346,287.			
d Excess from 2010	433,309.			
e Excess from 2011	333,915.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling _____

- b**
- Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

- 3** Complete 3a, b, or c for the alternative test relied upon.

- a "Assets" alternative test - enter
(1) Value of all assets

- (2) Value of assets qualifying under section 4942(j)(3)(B)(i)**

- b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

- c "Support" alternative test - enter

- (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

- (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

Part XV **Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**

1 Information Regarding Foundation Managers:

- a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b** List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed

SEE ATTACHED

- b The form in which applications should be submitted and information and materials they should include**

SEE ATTACHED

- c Any submission deadlines**

SEE ATTACHED

- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

SEE ATTACHED

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				1,467,753.
RETURN OF GRANT PAID IN PREVIOUS YEAR				<7,500.>
Total			▶ 3a	1,460,253.
b Approved for future payment				
LOCAL INITIATIVES SUPPORT CORPORATION				45,000.
Total			▶ 3b	45,000.

Form 990-PF (2011)

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|--------------|----------|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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 taxpayer) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

Date _____

Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name _____

BARRY CHAIT

Preparer's signature

BARRY CHAIT

Date

105/22/13

Check ☐ self-employed

PTIN

P01452996

Firm's name ► MARCUM LLP

► MARCUM LLP

Firm's EIN ► 11-1986323

► 11-1986323

Firm's address ► 53 STATE STREET, FLOOR 38
BOSTON, MA 02109

53 STATE STREET, FLOOR 38
BOSTON, MA 02109

Phone no (617) 742-9666

(617) 742-9666

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 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CORPORATE BONDS	P	VARIOUS	VARIOUS
b	MUTUAL FUNDS	P	VARIOUS	VARIOUS
c	MUTUAL FUNDS	P	VARIOUS	VARIOUS
d	STOCKS	P	VARIOUS	VARIOUS
e	STOCKS	P	VARIOUS	VARIOUS
f	CAPITAL GAIN DIVIDEND	P	VARIOUS	VARIOUS
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 135,581.		116,188.	19,393.
b 2,454,521.		2,412,900.	41,621.
c 1,881,191.		1,923,468.	<42,277.>
d 710,432.		578,434.	131,998.
e 246,037.		177,456.	68,581.
f 159,211.			159,211.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			19,393.
b			41,621.
c			** <42,277.>
d			131,998.
e			** 68,581.
f			159,211.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	378,527.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	26,304.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET MUTUAL FUNDS	6.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS INVESTMENTS	588,813.	0.	588,813.
TOTAL TO FM 990-PF, PART I, LN 4	588,813.	0.	588,813.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	11,000.	0.	0.	11,000.
TO FORM 990-PF, PG 1, LN 16B	11,000.	0.	0.	11,000.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	50,922.	50,922.	50,922.	0.
TO FORM 990-PF, PG 1, LN 16C	50,922.	50,922.	50,922.	0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	9,119.	0.	0.	0.	
DEFERRED EXCISE TAXES	10,221.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	19,340.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE SERVICES	81,545.	0.	0.	81,545.	
OFFICE	2,630.	493.	0.	2,137.	
POSTAGE	1,559.	0.	0.	1,559.	
TO FORM 990-PF, PG 1, LN 23	85,734.	493.	0.	85,241.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. GOVERNMENT OBLIGATIONS	X		0.	0.	
TOTAL U.S. GOVERNMENT OBLIGATIONS					
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS	2,399,468.	2,399,468.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,399,468.	2,399,468.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	21,917,355.	21,917,355.
LIMITED PARTNERSHIP	COST	399,090.	399,090.
TOTAL TO FORM 990-PF, PART II, LINE 13		22,316,445.	22,316,445.

FORM 990-PF	OTHER ASSETS	STATEMENT	10
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	743.	0.	0.
REFUNDABLE FEDERAL EXCISE TAXES	11,977.	10,881.	10,881.
TO FORM 990-PF, PART II, LINE 15	12,720.	10,881.	10,881.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	11
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
DEFERRED EXCISE TAXES ON UNREALIZED GAINS	30,700.	40,921.	
TOTAL TO FORM 990-PF, PART II, LINE 22	30,700.	40,921.	

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BENJAMIN H LACY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	CHAIRMAN/DIRECTOR 2.00	2,000.	0.	0.
DONALD J. GREENE 77 SUMMER STREET 8TH FLOOR BOSTON, MA	PRESIDENT/DIRECTOR 3.00	2,000.	0.	0.
MAYRA RODRIGUEZ HOWARD 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
BRIAN KELLEY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
KATHLEEN O'CONNOR 77 SUMMER STREET 8TH FLOOR BOSTON, MA	TREASURER/DIRECTOR 2.00	2,000.	0.	0.
CHRISTINE SWISTRO 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
BROOK A. AMES 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
CELIA GRANT 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
BRYAN SPENCE 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	1,500.	0.	0.
KAY FRISHMAN 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		19,500.	0.	0.

CLIPPER SHIP FOUNDATION
INVESTMENTS SUMMARY
October 31, 2012
04-2687384

990 PF, PAGE 2, PART I I

	<u>Book Value</u>	<u>Market Value</u>
CASH INVESTMENTS	211,314	211,314
CORPORATE STOCKS	2,092,712	2,399,468 (i)
GMO GLOBAL ASSET ALLOCATION FUND	14,059,764	15,872,326
GMO FORESTRY FUND PARTNERSHIP	399,090	399,090
ABSOLUTE STRATEGIES FUND INST'L	741,115	786,953
ALLIANZ NFJ INTL VALUE FUND	187,707	264,685
ASPEN MANAGED FUTURES STRATEGY FUND	227,440	216,056
DREYFUS INTERNATIONAL BOND I	327,116	347,055
FRANKLIN INT'L SMALL CAP GROWTH ADV	234,190	269,549
FRONTEGRA NETOLS SMALL CAP VALUE INSTL	65,332	86,982
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	318,699	328,014
MATTHEWS PACIFIC TIGER FUND - INSTL	132,429	140,313
MERGER FUND	438,608	432,787
PRINCETON FUTURES STRATEGY FUND I	237,128	213,105
PYXIS LONG/SHORT EQUITY FUND	430,227	429,455
SPDR GOLD TRUST	304,108	425,416
TEMPLETON GLOBAL BOND FUND ADV	642,940	788,361
THOMAS WHITE INTERNATIONAL FUND	204,298	257,420
THORNBURG INTL VALUE FUND I	211,624	267,362
TORTOISE MLP FUND	193,333	193,350
VANGUARD MSCI EMERGING MARKETS INDEX FTF	113,584	128,635
VANGUARD GNMA FUND ADMIRAL SHS	325,741	324,859
VANGUARD TELECOM SERVICE ETF	47,496	57,432
WALTHAUSEN SMALL CAP VALUE FUND	53,167	87,239
TOTAL	<u>22,199,162</u>	<u>24,927,226</u>

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2012

		TAX COST	MARKET VALUE
PRINCIPAL HOLDINGS			
STOCKS			
600	AMERICAN TOWER CORP CL A (REIT)	27,023.40	45,174.00
500	ANHEUSER-BUSCH INBEV NV SPONSORED ADR	36,658.63	41,900.00
400	APACHE CORP COM	19,212.00	33,087.60
80	APPLE INC	19,437.06	47,625.60
1,100	ARM HOLDINGS PLC SPONSORED ADR	31,339.44	35,585.00
800	AUTODESK INC COM	24,454.08	25,481.60
400	BHP BILLITON LTD SPONSORED ADR	30,179.36	28,296.00
350	BOSTON PROPERTIES INC COM	35,325.76	37,205.00
1,000	CVS CAREMARK CORP COM	45,557.17	46,400.00
500	CATERPILLAR INC COM	44,711.59	42,405.00
500	CENTENE CORP	17,693.00	18,990.00
600	CERNER CORP COM	37,487.14	45,714.00
400	CHEVRON CORP COM	31,011.40	44,096.28
70	CHIPOTLE MEXICAN GRILL INC	10,721.91	17,817.10
700	CHUBB CORP COM	36,084.72	53,886.00
500	CHURCH & DWIGHT INC COM	5,368.89	25,380.00
1,500	CISCO SYSTEMS INC COM	30,298.50	25,717.50
700	COACH INC COM	41,134.91	39,235.00
1,200	COCA-COLA CO COM	38,710.26	44,616.00
450	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	31,111.34	29,992.50

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2012

		TAX COST	MARKET VALUE
300	COLGATE-PALMOLIVE CO COM	22,353.75	31,488.00
700	WALT DISNEY HOLDING CO	32,599.06	34,384.00
800	DOLLAR TREE INC	30,258.84	31,896.00
600	DOVER CORP COM	33,141.08	34,932.00
1,800	EMC CORP COM (MA)	47,964.75	43,956.00
600	EQUITY RESIDENTIAL SH BEN INT	35,117.40	34,446.00
400	EXELON CORP COM	16,840.00	14,312.00
650	EXPRESS SCRIPTS HOLDING CO	31,515.94	40,004.25
300	EXXON MOBIL CORP COM	23,547.96	27,351.00
400	FEDERAL REALTY INVESTMENT TRUST	38,818.92	43,132.00
500	F5 NETWORKS INC COM	49,786.06	41,295.00
550	THE FRESH MARKET INC	32,367.94	31,124.50
80	GOOGLE INC CL A	43,784.79	54,423.81
150	GRAINGER (W.W.) INC COM	21,143.88	30,211.50
300	IDEXX LABS INC COM	26,737.20	28,860.00
50	INTERNATIONAL BUSINESS MACHINES COM	4,029.50	9,726.50
80	INTUITIVE SURGICAL INC (NEW)	42,514.31	43,377.60
3,100	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	318,699.30	MF 328,013.79
500	JPMORGAN CHASE & CO COM	17,180.00	20,840.00
400	KIRBY CORP COM	22,055.72	22,992.00
300	MCDONALD'S CORP COM	16,190.85	26,040.00
1,100	MICROSOFT CORP COM	31,581.00	31,394.00

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2012

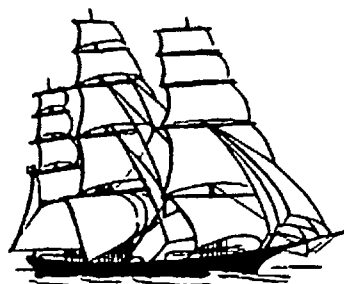
		TAX COST		MARKET VALUE
250	NATIONAL OILWELL VARCO INC COM	19,606.00		18,425.00
250	NOVO-NORDISK A S ADR	31,092.77		40,072.50
400	OCCIDENTAL PETROLEUM CORP COM	31,345.32		31,584.00
1,600	ORACLE CORP COM	46,830.40		49,728.00
500	PEPSICO INC COM	19,360.00		34,620.00
3,200	PIMCO ENHANCED SHORT MATURITY ETF	324,951.04		324,864.00
1,000	PROLOGIS INC	33,999.00		34,290.00
800	QUALCOMM INC COM	38,361.82		46,888.00
1,400	QUESTAR CORP COM	20,583.97		28,336.00
2,550	SPDR GOLD TRUST	304,107.64	MF	425,416.50
300	SVB FINANCIAL GROUP	18,262.59		16,977.00
300	SCHLUMBERGER LTD NV COM	22,099.26		20,859.00
200	SIGMA-ALDRICH CORP COM	10,728.00		14,036.00
350	STARBUCKS CORP COM	10,836.00		16,065.00
900	SUNCOR ENERGY INC (NEW)	27,201.15		30,258.00
700	TEVA PHARMACEUTICAL INDS LTD ADR	16,471.00		28,294.00
7,500	TORTOISE MLP FUND	193,332.84	MF	193,350.00
2,400	US BANCORP COM (NEW)	54,893.02		79,704.00
200	ULTA SALON COSMETICS & FRAGRANCE INC	5,229.04		18,438.00
450	UNION PACIFIC CORP COM	45,211.44		55,363.50
3,100	VANGUARD MSCI EMERGING MARKETS INDEX ETF	113,584.31	MF	128,634.50
800	VANGUARD TELECOM SERVICE ETF	47,496.02	MF	57,432.00

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2012

		TAX COST	MARKET VALUE
400	VARIAN MEDICAL SYSTEMS INC COM	24,783.60	26,704.00
2,350	WELLS FARGO & CO	77,816.77	79,171.50
TOTAL STOCKS		3,069,931.81	3,532,314.63
		-- Less Mutual Funds	(1,132,847)
		Corporate Stocks	<u>2,399,468</u> ①



The Clipper Ship Foundation
77 Summer Street, Eighth Floor
Boston, MA 02110
617-426-7080

Guidelines and General Information

The Foundation makes grants to federally tax-qualified, public charities serving sick and poor residents of the Greater Boston community and the cities of Brockton and Lawrence. Preference is given to organizations devoted to helping

- the homeless and under-housed,
- people in need,
- children,
- elders,
- people with disabilities,
- new immigrant populations, and
- low-income communities and neighborhoods.

Consideration is also given to emergency disaster situations, worldwide.

Grants are awarded to organizations in each of the Foundation's priority areas. In addition to providing the roster of priority areas, we have also included examples of some of the interest areas supported by the Foundation in each priority area last year.

Children and Young People

- Out of school time tutoring and mentoring
- College prep
- Violence prevention education
- Charter schools
- Sports and fitness education
- Environmental education
- Arts education

Community Affairs

- Literacy / English as a Second Language
- Adult education
- Health
- Arts & culture
- Safety
- Athletics, physical fitness/health activities
- Programs serving the formerly or currently incarcerated

Food and Shelter

- Food pantries
- Community farms
- Homelessness prevention
- Affordable housing services
- Day shelters
- Emergency access to food and shelter

Aid to Persons with Disabilities

- Adult day centers
- Physical education access
- Elder services
- Workforce preparedness training
- Integrated youth programs
- Health literacy programs

Emergency and Disaster Relief

- Pakistan Flood Emergency
- Haitian Earthquake Relief

The majority of the Foundation's grants are awarded to applicant organizations with annual operating budgets of less than \$3,000,000

To review the complete list of grants provided by the Foundation in 2010, [please click here](#).

How are Applications Evaluated?

Grants applicants must meet our funding priority and geographic requirements and are also evaluated based upon a number of criteria, including.

- Impact of services
- Population and scale of clients served
- Program design
- Financial need
- Leadership
- Demonstrated track record of success

Grant awards to returning grantees are also contingent on the timely submission of the reporting required by the Foundation on prior grants.

What Size/Type of Grants are Awarded?

The Foundation typically awards individual grants ranging from \$5,000 to \$20,000, with most grants being between \$5,000 to \$10,000. Most grants are targeted to support program or general operating expenses. The Foundation also supports requests for capital where funding is used for specified capital improvements, vehicle purchase, etc

How Often Can I Apply?

Applicants may request funding once in any 12-month period Grants are generally awarded as

single-year grants, but recipients may re-apply in subsequent years to receive up to three-continuous years of funding. After three continuous years of funding, organizations are required to take a year off from funding and are eligible to re-apply for grant support after the off year has elapsed.

Applications may be submitted at any time and the receipt of all funding requests will be acknowledged. All applicants will be notified of a final grant decision, regardless of the decision

Can Programs Operating under a Fiscal Agent Apply for a Grant?

Programs operating under a fiscal agent may, by pre-approval only, apply for grant support. Grant requests coming through fiscal agents which have received grants within twelve months must be able to clearly distinguish their application as truly independent from prior applications. Programs applying through a fiscal agent are encouraged to contact us by phone to discuss these opportunities. These applicants must include in their applications complete financial information for:

- The fiscal agent
- The proposed project and applicant organization, and
- The financial cost of fiscal sponsorship, if any, and the specific services provided by the fiscal agent for this fee

As with all prior grantees, fiscal agents sponsoring multiple grants with the Foundation must satisfy the Foundation's reporting requirements for all prior grants prior to being considered for further grant support.

What Types of Grant Applications Will Not Be Considered?

In general, grants will not be made for the support of:

- School-hours youth programs conducted during school-year
- Individual summer programs independent of Summer Fund collaborative

*With the exception of summer programs serving Brockton youth

- Individual CDC-sponsored low income housing development initiatives (the Foundation typically provides CDC support through grants to LISC)
- Legal Services,
- Programs whose central focus is advocacy,
- Religion,
- Hospitals,
- Higher Education,
- Research,
- Scholarships,
- Fellowships,
- Student loans or travel,
- Writing or publishing of books or articles;
- Campaigns for endowment funds,
- Production of mass media, or
- Expenses related to conferences or conventions.

How to Apply

Please Note: All applications must be submitted on-line.

Submitting an Application

Please review instructions thoroughly before starting your application. In particular please review carefully the Foundation's Application Requirements, as incomplete applications will not be considered.

- **Click the link below, but don't forget the access code "clipper" after you register.**

Submit a proposal by going to the online grant application page

www.grantinterface.com/gma/Common/LogOn.aspx

- **Register.** Prior to submitting a proposal through the foundation's online grants system, applicants must complete a one-time registration. Previously registered applicants may simply log-in.

You will need to supply your contact information and create a password to log in to the system. *The Foundation prefers that the Executive Director register as the main contact.* Be sure to save your password where you can find it again because you will need it to work on proposal drafts and check the status of your proposal.

- **If you are a grant writer,** please register using the name and email address of the primary contact at the organization which is applying. If you use your own information, the organization information will be linked to your email address, which will cause a problem if you then try to fill out an application for another client or if you move on and the organization wishes to re-apply or submit a report.
- **Start New Application.** Once you are in the system, click **Apply** on the top left side of your screen.
- **The link to begin the application will not appear until you enter the Access Code**
- **Enter Access Code.** Enter the code: **clipper** (all lowercase) in the Access Code box on the middle left side of your screen.
- **Click Link to Open Form.** Click the link to the Clipper Ship Foundation to open the Proposal Form. Click on **Print Question Legend** above your name to get a list of the proposal questions.
- **Draft Application.** Complete your on-line application. Save frequently. If you want to leave your application before it is complete, click on **Save as Draft** at the bottom of the screen. You can come back later and continue your application by signing in with your password and continuing to work on the application.
- **Please Note:** When you click **Save as Draft**, a page will come up confirming that your changes have saved and a **Continue** button appears. If this does not happen, there is likely an error message somewhere on your screen. If you do not correct the error before proceeding, your changes will be lost. Be sure to correct any errors and then click **Save as Draft** again.
- **Click Submit Button When Complete.** Your application must be submitted when you are done in order to remove it from draft status. After clicking **Submit**, a new screen will appear confirming receipt of your application.

Application Requirements

All online applications must submit the following as exhibits:

- Personal resumes of the principal administrator or administrators of the subject project or program.
- An organization-wide budget as well as a project/program budget, if applying for project/program support. **The Foundation requires the use of the AGM Budget Template.** This template is available for download within the application. Budgets must include the following:
 - time period covered by the budget;
 - revenue, categorized by anticipated sources e.g , grants, contracts, fees for services, fundraising event, annual solicitations, interest, endowment income and in-kind support;
 - expenses: providing a line item expense budget, with narrative footnotes for those items which need further explanation.
- A list of the other sources of support **Please include committed and pending requests, and indicate source, amount and status.**
- Current board membership with relevant background, affiliations and places of residence.
- Audited financial statements for the two most recently completed fiscal years (if your organization is required to conduct such audits) or the Applicant's IRS Form 990 returns for the two most recently completed tax years

If the last fiscal year ended four months or more before the application deadline, that fiscal year's audit or Form 990 **MUST** be included or no action will be taken on your application. **If you cannot meet this requirement, please wait to apply until the next quarterly round or such later time as you have that audit or Form 990.**

In order to confirm that you are able to supply the required financials, please reference the table below

Application Deadline	Most Recent Fiscal Year Audit or 990 Required
February 10, 2012	October 31, 2011 through November 30, 2010
May 4, 2012	January 31, 2012 through February 28, 2011
August 10, 2012	April 30, 2012 through May 30, 2011
November 2, 2012	July 31, 2012 through August 30, 2011

Please note that we cannot accept DRAFT financials.

Tips for Using the System

- **Can't find the application form?** If you don't see the application form, you probably did not enter the access code in the field on the left side of your screen after you registered and logged in
- **Make a PDF of your proposal.** You should print out a copy of the proposal using the **Print Packet** function. Review your proposal draft before clicking **Submit**
- **Uploading?** Keep in mind that the upload fields only accept one document. If you upload the wrong document, simply browse and upload the right one to overwrite the incorrect upload. You will know that the upload worked when you see the document link in the field when you save your draft. You will also see it when you print a PDF of the proposal.

- **Cutting and pasting is fast.** Cutting and pasting directly from your word processor is easy if you keep in mind that 3,200 characters (including spaces) equal approximately one page with four paragraphs in 12 point type. To facilitate cutting and pasting, text limits are typically generous, but do not feel compelled to write more than necessary just to use all of the characters allowed. **After you cut and paste from a document, hit the spacebar to see the character counts at the bottom of the field.**
- **Forget formatting.** The system removes all formatting from your pasted text. It will turn bullets into gibberish. Saving your documents in RTF before you paste will require less clean-up in your proposal.

Did we get it?

Once you click **Submit**, your proposal is on its way – *you can't edit your draft any more*. Log in to check the status of your proposal submission. You will also see the status of any other proposals you submitted online to all of the GMA Foundations clients using the system.

Need tech support? Tech support is available between 9.00 a.m. and 4.00 p.m. Call the Grants Manager at GMA Foundations at 617.391.3085 or email online@gmafoundations.com.

Got suggestions? Write mnicosia@gmafoundations.com with comments, tips and ideas that can improve this system. Your feedback helps us make improvements.

Additional Questions? Please contact Katy Fyrberg at Kfyrberg@gmafoundations.com or 617.391.3094.

Consideration

Proposals are considered by the Grantmaking Committee and the Board four times a year, in January, April, June, and October. For the calendar year 2012, complete proposals must be received by 5 p.m. on Friday February 10, May 4, August 10 and November 2, to be considered at the following Committee meeting. Applications that are received after these dates will be considered for the next deadline. These deadlines change from year to year, so please check back regularly.

Reports

A grantee must submit a final report within two months of the termination of the subject project or program, or of the period of operations in which the grant is to be expended, or if applying for a repeat grant, the report should be submitted with the new request for funds. The report should clearly delineate the objectives and goals of the project or program, the specific manner in which the proceeds were expended, and the progress achieved subsequent to the submission of the request for the Clipper Ship grant. Clipper Ship welcomes the use of the AGM Common Report Form. Reports should be uploaded into the same online system through which the original application was submitted.

Questions should be directed to:

Ms. Katy Fyrberg
Foundation Assistant
Clipper Ship Foundation
Phone: 617-391-3094
Fax: 617-426-7087
E-mail: kfyrberg@gmafoundations.com

Annual Reports

- 2009 Annual Report

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Actors' Shakespeare Project 191 Highland Ave., Suite 2E Somerville, MA 02143	501(c)(3)	\$10,000	Shakespeare on the Out
AfterSchool Partners, Inc. 342A Boylston Street Newton, MA 02459	501(c)(3)	\$5,000	Got Choice program
All Dorchester Sports League PO BOX 220643 Dorchester, MA 02122	501(c)(3)	\$7,500	All Dorchester Sports League Education Resource Center
Appalachian Mountain Club 5 Joy Street Boston, MA 02108	501(c)(3)	\$7,500	Youth Opportunities Program
Associated Grant Makers (Summer Fund) 55 Court Street Boston, MA 02108	501(c)(3)	\$10,100	2012 Membership
Associated Grant Makers (Summer Fund) 55 Court Street Boston, MA 02108	501(c)(3)	\$45,000	Summer Fund
Beverly Children's Learning Center 600 Cummings Center, Suite 171X Beverly, MA 01915	501(c)(3)	\$5,000	Enrichment of School Age Child Care Program
Bikes Not Bombs 284 Amory Street Jamaica Plain, MA 02130	501(c)(3)	\$7,500	Youth Employment Program
Boston Arts Academy Foundation 174 Ipswich Street Boston, MA 02215	501(c)(3)	\$8,000	Alumni Creative Corps
Boston Asian: Youth Essential Service 199 Harrison Ave Boston, MA 02111	501(c)(3)	\$10,000	Boston Asian YES Services and Programs
Boston Public Schools 26 Court Street, 7th Floor Boston, MA 02108	501(c)(3)	\$50,000	Turnaround Increased Learning Time (TILT) Project

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Boston TenPoint Coalition 150 Warren Street Roxbury, MA 02119	501(c)(3)	\$10,000	Gang Intervention/Mediation
Boys & Girls Clubs of Middlesex County P.O. Box 269 66-70 Union Square # 104 Somerville, MA 02143	501(c)(3)	\$4,000	Boys Group
Boys and Girls Club of Lawrence 136 Water Street Lawrence, MA 01841	501(c)(3)	\$20,000	Boys & Girls Club of Lawrence - General Operating
Brockton Area Arc, Inc. 1250 West Chestnut St. Brockton, MA 02301	501(c)(3)	\$7,500	Family Support Center Haitian Outreach
Brockton Day Nursery 243 Crescent Street Brockton, MA 02302	501(c)(3)	\$10,000	Brockton Day Nursery Preschool Bathroom Renovation Project
Brockton Interfaith Community 65 West Elm St. Brockton, MA 02184	501(c)(3)	\$10,000	Brockton Interfaith Community
Brookwood Community Farm P.O. Box 870093 Milton Village, MA 02187	501(c)(3)	\$10,000	Brookwood Community Farm
Building Materials Resource Center 100 Terrace Street Boston, MA 02120	501(c)(3)	\$10,000	Boston Building Resources - Reuse Center
Building Materials Resource Center 100 Terrace Street Boston, MA 02120	501(c)(3)	\$25,000	Strategic Grant - Energy-Saving Materials
Cambridge Community Center, Inc. 5 Callender Street Cambridge, MA 02139	501(c)(3)	\$5,000	Out-Of-School-Time Program
Cambridge Public Access Corporation d/b/a Cambridge Community Television 438 Massachusetts Avenue Cambridge, MA 02139	501(c)(3)	\$2,500	computerCENTRAL

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Cambridge School Volunteers, Inc. 459 Broadway Cambridge, MA 02138	501(c)(3)	\$10,000	Cambridge School Volunteers
Career Collaborative, Inc. 77 Summer Street, 11th Floor Boston, MA 02110	501(c)(3)	\$5,000	Job-Readiness and Job-Search Course for Ex-Offenders
Caritas Communities Inc 25 Braintree Hill Office Park Suite 206 Braintree, MA 02184	501(c)(3)	\$12,500	Operating Support
Carroll Center for the Blind Inc. 770 Centre Street Newton, MA 02458	501(c)(3)	\$5,000	Project Safe Home
Casa Myrna POB 180019 Boston, MA 02118	501(c)(3)	\$10,000	SafeLink
Central United Methodist Church f/b/o BCC After School Program 65 West Elm Street Brockton, MA 02301	501(c)(3)	\$5,000	Brockton Church & Community After School Program
Centro Latino Inc 267 Broadway Chelsea, MA 02150	501(c)(3)	\$10,000	Centro Latino
Chelsea Collaborative 318 Broadway Chelsea, MA 02150	501(c)(3)	\$15,000	Chelsea Collaborative, Inc.
Chelsea Neighborhood Developers 4 Gerrish Ave. Chelsea, MA 02150	501(c)(3)	\$15,000	CONNECT
Children's Center for Communication/Beverly School for the Deaf 6 Echo Avenue, Beverly, MA 01975	501(c)(3)	\$5,000	Burnham Gym Renovation

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
CitySprouts 25 River Street Cambridge, MA 02139	501(c)(3)	\$10,000	CitySprouts in Boston & Lynn
CLASS, Inc 1 Parker Street Lawrence, MA 01843	501(c)(3)	\$7,500	Community Inclution - Recreation Programs
Community Arts Advocates f/b/o Boston Public Quartet 92R Walworth Street Roslindale, MA 02131	501(c)(3)	\$5,000	musiConnects
Community Cay Care Center of Lawrence f/b/o Up With Music, Inc. 1213 Salem Street North Andover, MA 01845	501(c)(3)	\$6,000	Community Strings
Community Economic Development Assistance Corporation f/b/o Boston Schoolyard Funders Initiative One Center Plaza, Suite 350 Boston, MA 02108	501(c)(3)	\$10,000	Boston Schoolyard Initiative
Community Legal Services and Counseling Center One West Street Cambridge, MA 02139	501(c)(3)	\$10,000	FY2013 Counseling Services for Low Income People
College Bound Dorchester 18 Samoset Street Dorchester, MA 02124	501(c)(3)	\$10,000	Out of School Time Program
Community Giving Tree PO Box 508 West Boxford, MA 01885	501(c)(3)	\$2,500	Community Giving Tree
Community Servings 18 Marbury Terrace Jamaica Plain, MA 02130	501(c)(3)	\$7,500	Nutrition Program for Individuals and Families Affected by Critical Illness in Lawrence and Brockton Health Education Project
Cooperative for Human Services 17 New England Exec. Office Park 3rd floor Burlington, MA 01803	501(c)(3)	\$7,500	

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Crossroads for Kids 119 Myrtle Street Duxbury, MA 02332	501(c)(3)	\$5,000	Crossroads C5 Teen Leadership Program
Developmental Evaluation and Adjustment Facilities, Inc. 215 Brighton Ave. Allston, MA 02134	501(c)(3)	\$10,000	Project HOPE: Deaf-Accessible Health Literacy and Wellness Education
Eagle Eye Institute PO Box 440481 14 Chapel St Somerville, MA 02144	501(c)(3)	\$5,000	EAGLE: Earth Advocates, Green Leaders for the Environment
East Boston YMCA 215 Bremen Street Boston, MA 02128	501(c)(3)	\$8,653	Safe Dates
East End House 105 Spring Street Cambridge, MA 02141	501(c)(3)	\$10,000	General Operating/Capacity Building
EdVestors 140 Clarendon St. Boston, MA 02116	501(c)(3)	27,500	Playworks and BPS Health & Wellness (\$10,000); BPS Algebra in the 8th Grade Expansion (\$15,000); operating support (\$2,500)
Eliot School of Fine & Applied Arts 24 Eliot Street P.O. Box 300351 Boston, MA 02130	501(c)(3)	\$40,000	Middle School Initiative/Sustainability
Emerge 2464 Massachusetts Ave. Suite 101 Cambridge, MA 02140	501(c)(3)	\$7,500	Counseling Scholarship Fund
Essex Art Center 56 Island Street Lawrence, MA 01840	501(c)(3)	\$7,500	After School Art Classes

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Essex County Community Foundation 175 Andover St., Suite 101 Danvers, MA 01923	501(c)(3)	\$14,000	Betty Beland Greater Lawrence Summer Fund (GLSF)
Earthen Vessels P.O. Box 220502 Dorchester, MA 02122	501(c)(3)	\$10,000	Expanding Horizons: EV's Successful Afterschool Program
Families First Parenting Programs 99 Bishop Allen Drive Cambridge, MA 02139	501(c)(3)	\$10,000	General Operating
Family Health Productions PO Box 1639 Gloucester, MA 01930	501(c)(3)	\$5,000	Empowering Boston's Youth - Keeping Kids Safe
Father Bill's & MainSpring Inc. 422 Washington Street Quincy, MA 02169	501(c)(3)	\$10,000	The Triage Center Project
Food For Free Committee, Inc. 11 Inman Street Cambridge, MA 02139	501(c)(3)	\$15,000	Produce Rescue & The Transportation Partnership
Friends of the Community Learning Center 19 Brookline St Cambridge, MA 02139	501(c)(3)	\$2,500	Next Steps
Gavin Foundation 675 East Fourth Street South Boston, MA 02127	501(c)(3)	\$10,000	Walsh Center Program Director
Generations Incorporated 25 Kingston Street, 4th Floor Boston, MA 02111	501(c)(3)	\$5,000	Classroom Literacy program
Girl Scouts of Eastern Massachusetts 95 Berkeley Street Boston, MA 02116	501(c)(3)	\$9,000	FaB Factor
Granada House 70-72 Adamson Street Allston, MA 02134	501(c)(3)	\$15,000	Granada House Capital Projects 2011-2012

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
HarborCOV PO Box 505754 Chelsea, MA 02150	501(c)(3)	\$10,000	Emergency and Transitional Housing
Harvard Square Churches Meal Program, Inc. c/o Christ Church 0 Garden St. Cambridge, MA 02138	501(c)(3)	\$6,000	Harvard Square Churches Meal Program, Inc.
Healthy Directions, Inc. 140 Union St., Suite 312 Lynn, MA 01901	501(c)(3)	\$6,000	Program Update and Capacity Building Project
Hearth, Inc. 1640 Washington Street Boston, MA 02118	501(c)(3)	\$10,000	Hearth, Inc.
hopeFound 170 Morton Street Jamaica Plain, MA 02130	501(c)(3)	\$15,000	hopeFound - General Operating Support
Household Goods Recycling of Mass 530 Main Street Acton, MA 01720	501(c)(3)	\$10,000	Household Goods Recycling of Massachusetts
Immigrant City Archives d/b/a Lawrence History Center 6 Essex Street Lawrence, MA 01840	501(c)(3)	\$8,500	Bread & Roses Centennial Events and Program Support
Inquilinos Boricuas en Accion 405 Shawmut Ave Boston, MA 02118	501(c)(3)	\$5,000	IBA's Cacique Youth Learning Center
Interfaith Social Services 22 Terne Road Quincy, MA 02169	501(c)(3)	\$7,500	Pantry Shelf food program
Interseminarian - Project Place, Inc. 1145 Washington Street Boston, MA 02118	501(c)(3)	\$10,000	Social Enterprise Expansion

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Jericho Road Lawrence, Inc. 3 Great Pond Road Old Center Hall North Andover, MA 01845	501(c)(3)	\$5,000	Jericho Road Lawrence Operations
JFYNetWorks 44 School Street, Ste 1010 Boston, MA 02119	501(c)(3)	\$10,000	JFYNet Pathways to College
Julie's Family Learning Program 133 Dorchester Street South Boston, MA 02127	501(c)(3)	\$10,000	Adult & Children's Services
Jumpstart 308 Congress Street, 6th Floor Boston, MA 02210	501(c)(3)	\$10,000	Jumpstart in Lawrence
KIDS' KARATE 33 Coolidge Road Newton, MA 02459	501(c)(3)	\$6,000	KIDS' KARATE-Roxbury Branch
La Comunidad, Inc 471 Broadway Suite # 1 Everett, MA 02149	501(c)(3)	\$10,000	General Operating Support
Lazarus House, Inc. P.O. Box 408 Lawrence, MA 01842	501(c)(3)	\$20,000	General Operating
Let's Get Ready 50 Broadway, Suite 806 New York, NY 10004	501(c)(3)	\$2,500	Boston College LGR
Living Independently For Equality 54 Haverhill Street Brockton, MA 02301	501(c)(3)	\$10,000	Administration Costs
Local Initiatives Support Corporation 501 7th Ave. New York, NY 10018	501(c)(3)	\$60,000	Affordable Housing Development Program
Louis D. Brown Peace Institute 1452 Dorchester Ave. Dorchester, MA 02122	501(c)(3)	\$7,500	Louis D. Brown Peace Institute

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Massachusetts Coalition for the Homeless 15 Bubier Street Lynn, MA 01901	501(c)(3)	\$5,000	Help Desk
MassCOSH Coalition for Occupational Safety and Health 1532B Dorchester Avenue Dorchester, MA 02122	501(c)(3)	\$5,000	Teens Lead @ Work
Mediation Works Incorporated 4 Faneuil Hall - Fourth Floor Boston, MA 02109	501(c)(3)	\$10,000	MWI's Eviction Mediation Program
Merrimack Valley Habitat for Humanity 60 Island Street Lawrence, MA 01840	501(c)(3)	\$50,000	100 Parker Street
Merrimack Valley YMCA Admin Office 101 Amesbury St, 4th Floor Lawrence, MA 01840	501(c)(3)	\$10,000	Merrimack Valley YMCA Adelante Education Center
More Than Words 376 Moody Street Waltham, MA 02453	501(c)(3)	\$15,000	More Than Words
Mount Pleasant Home 301 South Huntington Avenue Boston, MA 02130	501(c)(3)	\$5,000	Operating Support During Construction and Rent-Up of the Redeveloped Mount Pleasant Home
My Brother's Keeper PO Box 338 Easton, MA 02356	501(c)(3)	\$10,000	Furniture Assistance Program - Crib Assistance
MY TURN, Inc. 156 Main St. Brockton, MA 02301	501(c)(3)	\$7,500	GED Plus
Neighborhood of Affordable Housing, Inc. 143 Border Street East Boston, MA 02128	501(c)(3)	\$10,000	NOAH's Children and Youth Program

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Newton Community Service Center 492 Waltham Street West Newton, MA 02465	501(c)(3)	\$5,000	NCSC General ,Operating Support
North Shore Community Action Programs, Inc. 98 Main St. Peabody, MA 01960	501(c)(3)	\$2,500	Academic Learning Center/College Success
Notre Dame High School 303 Haverhill Street Lawrence, MA 01840	501(c)(3)	\$7,500	Early College Pilot Program
Operation A.B.L.E. 131 Tremont St., Suite 301 Boston, MA 02111	501(c)(3)	\$10,000	ABLE Skills2Work
Paraclete Foundation 207 E Street South Boston, MA 02127	501(c)(3)	\$10,000	Paraclete Academy
Parent-Child Home Program 1415 Kellum Place Garden City, NY 11530	501(c)(3)	\$10,000	Bridging the Achievement Gap for At-Risk Children in Lawrence
Phoenix Charter Academy 59 Nichols St Chelsea, MA 02150	501(c)(3)	\$15,000	Phoenix AmeriCorps Urban Fellows
Piers Park Sailing Center 95 Marginal St Boston, MA 02128	501(c)(3)	\$12,000	Inclusive Youth Development Program
Project Hope 550 Dudley Street Roxbury, MA 02119	501(c)(3)	\$5,000	Project Hope's Children's Center
Raw Art Works 37 Central Square Lynn, MA 01901	501(c)(3)	\$10,000	Raw Art Works High School Programs
REACH Beyond Domestic Violence PO Box 540024 Waltham, MA 02454	501(c)(3)	\$10,000	Emergency Shelter Program

Clipper Ship Foundation (04-2687384)

Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
River House, Inc. P.O. Box 3226 Beverly, MA 1915	501(c)(3)	\$15,000	River House Emergency Shelter
Roxbury Presbyterian Church d/b/a Social Impact Center 328 Warren Street Roxbury, MA 02119	501(c)(3)	\$10,000	Adopt-a-School Program at Dearborn Middle School
Roxbury Youthworks, Inc. (RYI) 841 Parker Street Roxbury Crossing, MA 02120	501(c)(3)	\$10,000	Roxbury Youthworks General Support
Samaritans, Inc. 41 West St., 4th Floor Boston, MA 02111	501(c)(3)	\$5,000	Greater Boston Youth Suicide Prevention Services
Save the Harbor / Save the Bay 212 Northern Avenue, Suite 304W Boston, MA 02210	501(c)(3)	\$5,000	2012 Youth Environmental Education Programs
School on Wheels of Massachusetts 790 West Chestnut Street Brockton, MA 02301	501(c)(3)	\$5,000	Educating Children Impacted by Homelessness
Somerville Homeless Coalition, Inc. PO Box 440436 Somerville, MA 02144	501(c)(3)	\$12,500	Rapid Response: Homeless Prevention
South Boston en Accion 10 Logan Way, Basement South Boston, MA 02127	501(c)(3)	\$2,500	South Boston en Accion
South Boston Neighborhood House 136 H Street South Boston, MA 02127	501(c)(3)	\$10,000	Adolescent Programs - Education & Leadership Development
Sportsmen's Tennis Club 950 Blue Hill Ave. Dorchester, MA 02124	501(c)(3)	\$5,000	Sportsmen's Tennis & Enrichment Center - General Operating Support
St. Mary's Center for Women and Children 90 Cushing Avenue Dorchester, MA 02125	501(c)(3)	\$5,000	GRLZradio.org at St. Mary's Center

Clipper Ship Foundation (04-2687384)**Grants Paid 11/1/2011 – 10/31/2012**

Name	501(c)(3)status	Amount	Purpose
Straight Ahead Ministries 100 Grove Street Worcester, MA 01605	501(c)(3)	\$7,500	Lynn Youth Re-Entry Project
Sudanese Education Fund 61 Massachusetts Ave Arlington, MA 02474	501(c)(3)	\$5,000	Saturday Education Enrichment Program
TechMission 31 Torrey Street Dorchester, MA 02124	501(c)(3)	\$5,000	TechMission Boston
The 3-21 Foundation, Inc. 268 Western Avenue Cambridge, MA 02139	501(c)(3)	\$7,500	The Learning Program 2012-2013
The Bridge Fund of Massachusetts 233 Needham Street Newton, MA 02464	501(c)(3)	\$12,000	Homelessness Prevention Loan and Grant Program
The City on a Hill Charter School Foundation 58 Circuit Street Roxbury, MA 02119	501(c)(3)	\$5,000	CoaHCORPS Tutorial Program
The Food Project, Inc. 10 Lewis St Lincoln, MA 01773	501(c)(3)	\$7,500	Academic Year Program
The Next Step Fund 86a Sherman St. Cambridge, MA 02140	501(c)(3)	\$5,000	Next Step's STRIVE Program
The Steppingstone Foundation 155 Federal Street, Suite 800 Boston, MA 02110	501(c)(3)	\$10,000	The Steppingstone Foundation's College Success Academy
Triangle 420 Pearl Street Malden, MA 02148	501(c)(3)	\$10,000	IMPACT:Ability
United South End Settlements 566 Columbus Avenue Boston, MA 02118	501(c)(3)	\$5,000	Vibrant Lifestyles for Seniors

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/2011 – 10/31/2012

Name	501(c)(3)status	Amount	Purpose
Upham's Corner Community Center 500 Columbia Road Dorchester, MA 02125	501(c)(3)	\$10,000	Violence Prevention and Case Management
Web of Benefit P.O. Box 81925 Wellesley, MA 02481	501(c)(3)	\$10,000	Transition to Self- Sufficiency
Women of Means 148 Linden Street, Suite 208 Wellesley, MA 02482	501(c)(3)	\$75,000	Creating a Medical Home for Aging Homeless Women
Women's Educational Center, Inc. 46 Pleasant Street Cambridge, MA 02139	501(c)(3)	\$7,500	Moving On: Support for Abused Women
Women's Lunch Place P.O. Box 170900 Boston, MA 02117	501(c)(3)	\$7,500	General Support for Meals and Daily Services
X-Cel, Inc. 7 Glenvale Terrace Jamaica Plain, MA 02130	501(c)(3)	\$5,000	X-Cel GED-to-College Initiative
Young Audiences of Massachusetts 255 Elm Street Somerville, MA 02144	501(c)(3)	\$10,000	Expanding Horizons Through Music
Youth and Family Enrichment Services 1234 Hyde Park Avenue, Ste 104 Hyde Park, MA 02136	501(c)(3)	\$10,000	Youth Builders After-School & Summer Program
Youth Development Organization 60 Island Street, Suite 212E Lawrence, MA 01840	501(c)(3)	\$12,500	YDO STEM Project 2012
YWCA Malden 54 Washington St Malden, MA 02148	501(c)(3)	\$7,500	Financial Advancement and Micro-enterprise Project
TOTAL		\$1,467,753	

Boston Minstrel Company
Return of Prior year grant

TOTAL

(7,500)

\$1,460,253

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions. CLIPPER SHIP FOUNDATION, INC.	Employer identification number (EIN) or ☒ 04-2687384
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 77 SUMMER STREET, 8TH FL	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02110	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CLIPPER SHIP FOUNDATION, INC.

- The books are in the care of ► **77 SUMMER STREET, 8TH FL BOSTON, MA - 02110**
Telephone No. ► **(617) 426-7080** FAX No. ► ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **JUNE 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year ☐ or
► ☒ tax year beginning **NOV 1, 2011**, and ending **OCT 31, 2012**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 24,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 20,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 4,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

Form **8868** (Rev. 1-2012)