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

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

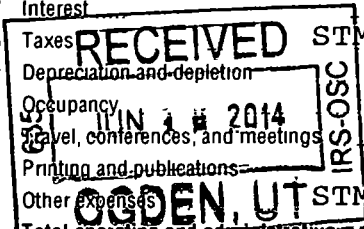
2012

Open to public inspection

For calendar year 2012 or tax year beginning NOV 1, 2012, and ending OCT 31, 2013

Name of foundation CLIPPER SHIP FOUNDATION, INC.		A Employer identification number 04-2687384
Number and street (or P O box number if mail is not delivered to street address) 77 SUMMER STREET, 8TH FL		B Telephone number (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 ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 26,372,461.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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					
	4 Dividends and interest from securities	616,703.	616,703.	616,703.	STATEMENT 1	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	364,604.				
	b Gross sales price for all assets on line 6a	3,728,739.				
	7 Capital gain net income (from Part IV, line 2)		364,604.			
	8 Net short-term capital gain			N/A		
	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	981,307.	981,307.	616,703.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	19,000.	4,000.	0.	15,000.	
	14 Other employee salaries and wages					
	15 Pension plans, employee benefits					
	16a Legal fees					
	b Accounting fees	STMT 2	11,325.	0.	0.	11,325.
	c Other professional fees	STMT 3	50,753.	50,753.	50,753.	0.
	17 Interest					
	18 Taxes	STMT 4	36,122.	0.	0.	0.
	19 Depreciation and depletion					
	20 Occupancy					
	21 Travel, conferences, and meetings		2,145.	0.	0.	2,145.
	22 Printing and publications					
	23 Other expenses	STMT 5	84,038.	1,357.	0.	82,681.
	24 Total operating and administrative expenses. Add lines 13 through 23		203,383.	56,110.	50,753.	111,151.
	25 Contributions, gifts, grants paid		1,504,500.			1,519,500.
26 Total expenses and disbursements. Add lines 24 and 25		1,707,883.	56,110.	50,753.	1,630,651.	
27 Subtract line 26 from line 12		<726,576.>				
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)			925,197.			
c Adjusted net income (if negative, enter -0-)				565,950.		



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.	86,730.	45,669.	45,669.
	2 Savings and temporary cash investments	211,314.	47,587.	47,587.
	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			
	b Investments - corporate stock STMT 6	2,399,468.	2,248,277.	2,881,613.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	22,316,445.	24,019,299.	23,385,963.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 8)	10,881.	11,629.	11,629.
	16 Total assets (to be completed by all filers)	25,024,838.	26,372,461.	26,372,461.
	17 Accounts payable and accrued expenses	12,266.	12,593.	
	18 Grants payable	45,000.	30,000.	
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 9)	40,921.	71,791.	
	23 Total liabilities (add lines 17 through 22)	98,187.	114,384.	
	Foundations that follow SFAS 117, check here ▶ ☒			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	24,926,651.	26,258,077.	
	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	24,926,651.	26,258,077.	
	31 Total liabilities and net assets/fund balances	25,024,838.	26,372,461.	

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	24,926,651.
2 Enter amount from Part I, line 27a	2	<726,576.>
3 Other increases not included in line 2 (itemize) ▶ NET UNREALIZED GAIN ON INVESTMENTS	3	2,058,002.
4 Add lines 1, 2, and 3	4	26,258,077.
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	26,258,077.

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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 3,728,739.		3,364,135.	364,604.	
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			364,604.	
2 Capital gain net income or (net capital loss)		2		364,604.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3		<1,874.>

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 (col (b) divided by col (c))
2011	1,565,161.	24,989,689.	.062632
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
2 Total of line 1, column (d)			2 .314546
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 .062909
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 25,526,360.
5 Multiply line 4 by line 3			5 1,605,838.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,252.
7 Add lines 5 and 6			7 1,615,090.
8 Enter qualifying distributions from Part XII, line 4			8 1,630,651.

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	9,252.
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	9,252.
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	9,252.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,881.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	6,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	23,381.	
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	14,129.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 14,129. 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 2012 or the taxable year beginning in 2012 (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>HTTP://CLIPPERSHIPFOUNDATION.ORG/</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, 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 2012, 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 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 2012.) 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 2012?	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

X

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 10		19,000.	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	80,067.
FIDUCIARY TRUST COMPANY 175 FEDERAL STREET, BOSTON, MA 02110	INVESTMENT MANAGEMENT	50,753.

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	25,772,616.
b	Average of monthly cash balances	1b	142,470.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	25,915,086.
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	25,915,086.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	388,726.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,526,360.
6	Minimum investment return. Enter 5% of line 5	6	1,276,318.

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	1,276,318.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,252.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,252.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,267,066.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,267,066.
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	1,267,066.

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	1,630,651.
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	1,630,651.
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	9,252.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,621,399.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,267,066.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	266,924.			
b From 2008	378,210.			
c From 2009	346,287.			
d From 2010	433,309.			
e From 2011	333,915.			
f Total of lines 3a through e	1,758,645.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,630,651.				
a Applied to 2011, 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 2012 distributable amount				1,267,066.
e Remaining amount distributed out of corpus	363,585.			
5 Excess distributions carryover applied to 2012 (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	2,122,230.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	266,924.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,855,306.			
10 Analysis of line 9				
a Excess from 2008	378,210.			
b Excess from 2009	346,287.			
c Excess from 2010	433,309.			
d Excess from 2011	333,915.			
e Excess from 2012	363,585.			

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				1,519,500.
Total			3a	1,519,500.
b Approved for future payment				
LOCAL INITIATIVES SUPPORT CORPORATION				30,000.
Total			3b	30,000.

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.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee <i>Donald P. Greene</i>		Date <i>6/5/14</i>	Title <i>President</i>	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Brynn</i>	Date <i>5/27/14</i>	Check ☐ if self-employed	PTIN
	BARRY CHAIT				P01452996
	Firm's name ▶ MARCUM LLP			Firm's EIN ▶ 11-1986323	
	Firm's address ▶ 53 STATE STREET, FLOOR 38 BOSTON, MA 02109			Phone no (617) 742-9666	

Form **990-PF** (2012)

CLIPPER SHIP FOUNDATION, INC.

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	STOCKS	P	VARIOUS	VARIOUS
b	STOCKS	P	VARIOUS	VARIOUS
c	MUTUAL FUNDS	P	VARIOUS	VARIOUS
d	MUTUAL FUNDS	P	VARIOUS	VARIOUS
e	CAPITAL GAIN DIVIDEND	P	VARIOUS	VARIOUS
f	REINVESTED DIVIDENDS	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	233,347.		225,206.	8,141.
b	407,290.		356,517.	50,773.
c	416,509.		431,483.	<14,974.>
d	2,602,952.		2,338,648.	264,304.
e	51,401.			51,401.
f	17,240.		12,281.	4,959.
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(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		
a			**	8,141.
b				50,773.
c			**	<14,974.>
d				264,304.
e				51,401.
f			**	4,959.
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	364,604.
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	<1,874.>

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
VARIOUS INVESTMENTS	616,703.	0.	616,703.		
TOTAL TO FM 990-PF, PART I, LN 4	616,703.	0.	616,703.		

FORM 990-PF		ACCOUNTING FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING	11,325.	0.	0.	11,325.	
TO FORM 990-PF, PG 1, LN 16B	11,325.	0.	0.	11,325.	

FORM 990-PF		OTHER PROFESSIONAL FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT	50,753.	50,753.	50,753.	0.	
TO FORM 990-PF, PG 1, LN 16C	50,753.	50,753.	50,753.	0.	

FORM 990-PF		TAXES		STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE	5,252.	0.	0.	0.	
DEFERRED EXCISE TAXES	30,870.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	36,122.	0.	0.	0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE SERVICES	80,067.	0.	0.	80,067.	
OFFICE	681.	0.	0.	681.	
POSTAGE	1,589.	0.	0.	1,589.	
INVESTMENT EXPENSE	817.	817.	0.	0.	
BANK CHARGES	344.	0.	0.	344.	
MISC INVESTMENT ACCOUNT EXPENSES	540.	540.	0.	0.	
TO FORM 990-PF, PG 1, LN 23	84,038.	1,357.	0.	82,681.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
CORPORATE STOCKS	2,248,277.	2,881,613.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,248,277.	2,881,613.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
MUTUAL FUNDS	FMV	23,579,217.	22,945,881.	
LIMITED PARTNERSHIP	COST	440,082.	440,082.	
TOTAL TO FORM 990-PF, PART II, LINE 13		24,019,299.	23,385,963.	

FORM 990-PF	OTHER ASSETS		STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
REFUNDABLE FEDERAL EXCISE TAXES	10,881.	11,629.	11,629.	
TO FORM 990-PF, PART II, LINE 15	10,881.	11,629.	11,629.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT	9
DESCRIPTION			BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES ON UNREALIZED GAINS			40,921.	71,791.
TOTAL TO FORM 990-PF, PART II, LINE 22			40,921.	71,791.

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FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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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	1,500.	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.

BROOKS 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

2,000.

0.

0.

KAY FRISHMAN
77 SUMMER STREET 8TH FLOOR
BOSTON, MA

DIRECTOR
2.00

1,500.

0.

0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

19,000.0.0.

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Actors' Shakespeare Project 191 Highland Ave., Ste 2E Somerville, MA 02143	509(a)(1)	\$5,000	Incarcerated Youth at Play Expansion Programs
America SCORES New England 29 Germania Street Jamaica Plain, MA 02130	509(a)(1)	\$10,000	General Operating Support
Associated Grant Makers 133 Federal Street, Ste 802 Boston, MA 02110	509(a)(1)	\$10,100	Membership Dues
Associated Grant Makers 133 Federal Street, Ste 802 Boston, MA 02110	509(a)(1)	\$45,000	Summer Fund
Bellesini Academy 94 Bradford St. Lawrence, MA 01840	509(a)(1)	\$10,000	After-School & Evening Study
Best Buddies Massachusetts 45 Bromfield Street, 3 rd Floor Boston, MA 02108	509(a)(2)	\$10,000	Best Buddies Jobs
Big Sister Assn of Greater Boston 161 Massachusetts Avenue Boston, MA 02115	509(a)(1)	\$10,000	High School Mentoring Academy
Boston Affordable Housing Coalition d/b/a Mass Alliance of HUD Tenants 42 Seaverns Avenue Jamaica Plain, MA 02130	509(a)(1)	\$10,000	Healthy Homes
Boston Children's Chorus Shawmut Avenue, Suite 5B Boston, MA 02118	509(a)(1)	\$7,500	Operating Support for Choral 112 Education Programs for Disadvantaged Boston Youth
Boston City Singers 17 Waldeck Street Dorchester, MA 02124	509(a)(1)	\$7,500	Boston City Singers Training Chorus and Youth Development
Boston Schoolyard Funders Initiative One Center Plaza, Suite 350 Boston, MA 02108	509(a)(1)	\$10,000	BSFC Exit Project

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Bread & Roses Housing Post Office Box 7 15 Union St. Lawrence, MA 01842	509(a)(1)	\$15,000	Affordable Housing Program
Brookview House, Inc. 2 Brookview Street Dorchester, MA 02124	509(a)(1)	\$20,000	Brookview House:Youth Development Program
Cambridge Community Center, Inc. 5 Callender Street Cambridge, MA 02139	509(a)(2)	\$5,000	Out of School Time Program
Cantata Singers 729 Boylston Street, Third Floor Boston, MA 02116	509(a)(2)	\$5,000	Cantata Singers Classroom Cantatas
Career Collaborative, Inc. 77 Summer Street, 11th Floor Boston, MA 02110	509(a)(1)	\$10,000	Job-Readiness and Job-Search Course
Caritas Communities Inc 25 Braintree Hill Office Park, Ste 206 Braintree, MA 02184	509(a)(1)	\$10,000	General Operating
CARE USA 5 Middlesex Rd #307 Somerville, MA 02145	509(a)(1)	\$25,000	Syrian Humanitarian & Displacement Crisis
CASPAR 5 Middlesex Rd #307 Somerville, MA 02145	509(a)(2)	\$10,000	ACCESS
Centro Latino Inc 267 Broadway Chelsea, MA 02150	509(a)(1)	\$10,000	Centro Latino, Inc.
Challenge Unlimited, Inc. Ironstone Farm 450 Lowell Street Andover, MA 01810	509(a)(2)	\$3,500	Lawrence Initiative Continued

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Chameleon Arts Ensemble of Boston 6 Rocky Nook Terrace Boston, MA 02130	509(a)(2)	\$5,000	2013 Music Education Program
Charity Guild 501 Main Street, P.O. Box 2372 Brockton, MA 02305	509(a)(1)	\$10,000	Food Pantry
Chelsea Collaborative 318 Broadway Chelsea, MA 02150	509(a)(1)	\$20,000	Chelsea Collaborative Inc.
Chelsea Neighborhood Developers 4 Gerrish Ave. Chelsea, MA 02150	509(a)(1)	\$15,000	Supportive Housing for Homeless Families and Individuals in Chelsea
Citizens for Adequate Housing, Inc. 40 Washington Street Peabody, MA 01960	509(a)(1)	\$15,000	Inn Between and Inn Transition Shelters
City Stage Co. 539 Tremont Street Boston, MA 02116	509(a)(2)	\$5,000	Playwrighting Initiative
Coaching For Change, Inc. 70 Fargo St., Suite 907 Boston, Ma 02210	509(a)(1)	\$7,500	Coaching For Change
Codman Academy Charter Public School 637 Washington Street Dorchester, MA 02124	509(a)(1)	\$10,000	Codman Academy Extended Time Program
Commonwealth Tenants Association 35 Fidelis Way Brighton, MA 02135	509(a)(1)	\$5,000	Youth Program
Community Art Center, Inc. 119 Windsor Street Cambridge, MA 02139	509(a)(1)	\$7,500	General Operating Funds
Community Cooks 1 Summer Street Somerville, MA 02143	509(a)(1)	\$7,500	General Operating

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Community Day Center of Waltham PO Box 541066 Waltham, MA 02454	509(a)(1)	\$50,000	Strategic Grants Initiative: Capital Development
Community Giving Tree PO Box 508 West Boxford, MA 01885	509(a)(1)	\$40,200	Strategic Growth Initiative
Developmental Evaluation and Adjustment Facilities, Inc. (DEAF, Inc.) DEAF, Inc. 215 Brighton Ave. Allston, MA 02134	509(a)(1)	\$10,000	Deaf-Accessible Health Literacy
DOVE, Inc. P.O. Box 690267 Quincy, MA 02269	509(a)(1)	\$15,000	General Operating Support
East Boston Ecumenical Community Council PO BOX 450 50 Meridian St. ste B-1 East Boston, MA 02128	509(a)(1)	\$5,000	ASPIRE High school after school program
Ecumenical Social Action Committee 3313 Washington St., Suite 5 Jamaica Plain, MA 02130	509(a)(1)	\$7,500	GED Plus
EdVestors 140 Clarendon Street Boston, MA 02116	509(a)(1)	\$27,500	Orchard Gardens K-8 Pilot School
Essex County Community Foundation 175 Andover St. Suite 101 Danvers, MA 01923	509(a)(1)	\$15,000	Betty Beland Greater Lawrence Summer Fund
Families First Parenting Programs, Inc 99 Bishop Allen Drive Cambridge, MA 02139	509(a)(1)	\$10,000	General Operating
Families United in Educational Leadership 561 Boylston Street Boston, MA 02116	509(a)(1)	\$10,000	Propelling Underserved Youth Toward Higher Education

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Family Services of the Merrimack Valley 430 North Canal Street Lawrence, MA 01840	509(a)(1)	\$10,000	Big Friends Little Friends Youth Mentoring
Farrington Memorial dba Farrington Nature Linc PO BOX 293 Lincoln, MA 01773	501(c)(3)	\$7,500	Nature Linc
Friends of Children's Trust Fund 55 Court Street, 4th Floor Boston, MA 02108	509(a)(1)	\$10,000	Strengthening Families: Parent Cafes
Friends of Project Literacy Watertown Free Public Library 123 Main Street Watertown, MA 02472	509(a)(1)	\$7,500	Project Literacy
Friends of the Children-Boston 555 Amory Street Boston, MA 02130	509(a)(1)	\$10,000	Friends of the Children-Boston
Girls Incorporated Lynn 50 High Street Lynn, MA 01902	509(a)(1)	\$10,000	Odyssey Middle School /Academic/Mentoring
Girls' LEAP 197A Centre Street Dorchester, MA 02124	509(a)(1)	\$7,500	Dorchester Deep Roots Initiative
Greater Boston Nazarene Compassionate Center Inc 130 River Street Mattapan, MA 02126	509(a)(1)	\$10,000	Greater Boston Nazarene Food Program
Groundwork Lawrence 60 Island Street Lawrence, MA 01840	509(a)(1)	\$15,000	Lawrence Food Access and Youth Program Expansion

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Haley House, Inc. 23 Dartmouth Boston, MA 02116	509(a)(1)	\$10,000	Meals Program and Food Pantry expansion
HarborCOV PO Box 505754 Chelsea, MA 02150	509(a)(1)	\$12,500	Emergency and Transitional Housing
Healthworks Community Fitness 450 Washington Street Dorchester, MA 02124	Private Operating Foundation	\$7,500	Strength for St. Mary's
Hearth, Inc. 1640 Washington Street Boston, MA 02118	509(a)(1)	\$10,000	Hearth, Inc.
Hebrew SeniorLife 1200 Centre Street Boston, MA 02131	509(a)(1)	\$5,000	Securing Nutritional Resources for Seniors in Need: The Jack Satter House Meal Plan Program
Household Goods Recycling of Massachusetts 530 Main Street Acton, MA 01720	509(a)(1)	\$15,000	General operating
Hull Lifesaving Museum PO Box 221 1117 Nantasket Avenue Hull, MA 02045	509(a)(1)	\$10,000	Coastal Connections
Immigrant City Archives dba Lawrence History Center 6 Essex Street Lawrence, MA 01840	509(a)(1)	\$10,000	General operating support
Improbable Players, Inc. 22 Mt. Auburn St. Box 746 Watertown, MA 00	509(a)(2)	\$5,000	Arts in Prevention
InnerCity Weightlifting P.O. Box 171313 Boston, MA 02117	509(a)(1)	\$7,500	InnerCity Weightlifting Staffing

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Inquilinos Boricuas en Accion 405 Shawmut Ave Boston, MA 02118	509(a)(2)	\$10,000	English Language Learner Project
Irish International Immigrant Center 100 Franklin Street, LL-1 Boston, MA 02110	509(a)(1)	\$10,000	English for Speakers of Other Languages
JFYNetWorks 44 School Street, Ste 1010 Boston, MA 02119	509(a)(1)	\$5,000	JFYNet Pathways to College
John Andrew Mazie Memorial Fndn 1502 Wisteria Way Wayland, MA 01778	509(a)(1)	\$7,500	Mazie Mentoring Program
Julie's Family Learning Program 133 Dorchester Street South Boston, MA 02127	509(a)(1)	\$10,000	Julie's Family Learning Program
Justice Resource Institute 160 Gould Street, Ste 300 Needham, MA 02494	509(a)(2)	\$10,000	A Path to Healing: Supporting Exploited Girls through Mentoring
North Shore Assembly of God 77 Kennedy Drive Malden, MA 02148	Public Charity	\$7,000	Kids' Place Safe Child Care Access Project
La Comunidad, Inc 471 Broadway Suite # 1 Everett, MA 02149	509(a)(2)	\$10,000	Operating Support
Lawrence Family Development and Education Fund, Inc. 34 West Street Lawrence, MA 01841	509(a)(1)	\$10,000	Citizenship for New Americans Program
Life Resources, Inc. 100 River Street Braintree, MA 02184	509(a)(1)	\$15,000	General Operating Request

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Living Independently For Equality Inc. 54 Haverhill Street Brockton, MA 02301	509(a)(1)	\$10,000	Administration Costs
Local Initiatives Support Corporation 501 7th Ave. New York, NY 010018	509(a)(1)	\$75,000	Affordable Housing Development
Margaret Fuller Neighborhood House 71 Cherry St. Cambridge, MA 02139	509(a)(1)	\$15,000	Emergency Food Pantry
Maria Droste Services 1354 Hancock St, Room 203 Quincy, MA 02169	509(a)(1)	\$5,000	Mental health counseling for youth and women
Mass Humanities 66 Bridge Street Northampton, MA 01002	509(a)(1)	\$10,000	Clemente Course in the Humanities Expansion
Massachusetts Adoption Resource Exchange (MARE) 45 Franklin St., 5th Floor Boston, MA 02110	509(a)(1)	\$10,000	Finding Adoptive Homes for Local Children in Foster Care
MA Housing & Shelter Alliance PO Box 120070 Boston, MA 02112	509(a)(2)	\$10,000	Support for Social Innovation Financing
MA Housing and Shelter Alliance PO Box 120070 Boston, MA 02112	509(a)(2)	\$80,000	Strategic Grant Initiative Proposal
MATCH-UP Interfaith Volunteers 105 Chauncy Street, Ste 805 Boston, MA 02111	509(a)(1)	\$7,500	General Operating
Mediation Works Incorporated 4 Faneuil Hall - Fourth Floor Boston, MA 02109	509(a)(1)	\$15,000	Eviction Mediation Program
MetroLacrosse, Inc. 25 Thomson Place, First Floor Boston, MA 02210	509(a)(1)	\$7,500	General Operating

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Mission of Deeds Inc 6 Chapin Ave Reading, MA 01867	509(a)(1)	\$15,000	Beds for Kids Campaign
More Than Words 376 Moody Street Waltham, MA 02453	509(a)(1)	\$41,200	More Than Words
Mount Pleasant Home 301 South Huntington Avenue Boston, MA 02130	509(a)(1)	\$5,000	General Operating Support
Museum of African American History 14 Beacon St, Suite 719 Boston, MA 02108	509(a)(2)	\$5,000	HISTORY HAPPENS HERE!
Mystic Learning Center, Inc. 530 Mystic Avenue Room 103 Somerville, MA 02145	509(a)(1)	\$5,000	Empowering Competent Youth
Nativity Preparatory School 39 Lamartine Street Jamaica Plain, MA 02130	509(a)(1)	\$10,000	4th Grade Expansion Project
NECC Foundation, Inc. Northern Essex Community College 100 Elliott Street Haverhill, MA 01830	509(a)(2)	\$7,500	Shared Reading Saturdays
Neighborhood House Charter School 21 Queen Street Dorchester, MA 02122	509(a)(1)	\$10,000	KidLab Program
Neighborhood of Affordable Housing 143 Border Street East Boston, MA 02128	509(a)(1)	\$10,000	Children and Youth Program
Neighbors In Need PO Box 447 Lawrence, MA 01842	509(a)(1)	\$7,500	Food Pantries

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Notre Dame Education Center, Inc 200 Old Colony Ave South Boston, MA 02127	509(a)(1)	\$7,500	English for Speakers of Other Languages (ESOL) and ESOL Distance Learning
OneFund Boston 18 Tremont Street, Ste 330 Boston, MA 02108	509(a)(1)	\$25,000	Emergency Support for those affected by the Marathon bombing
Operation A.B.L.E. 131 Tremont St., Suite 301 Boston, MA 00	509(a)(2)	\$10,000	ABLE Skills2Work
Partakers, Inc. 230 Central Street Auburndale, MA 02026	509(a)(1)	\$10,000	College Behind Bars
Partners for Youth with Disabilities 95 Berkeley Street, Suite 109 Boston, MA 02116	509(a)(1)	\$10,000	Mentor Match Program
Preparatory Foundation, Inc. 1286 Hyde Park Ave. Hyde Park, MA 02136	509(a)(1)	\$10,000	Grade 13 Program
Press Pass TV 565 Boylston Street, 5th Floor Boston, MA 02116	509(a)(1)	\$5,000	Media Leadership Institute
Raising A Reader MA 9B Hamilton Place- 3rd Floor Boston, MA 02108	509(a)(1)	\$5,000	Increasing Literacy in Lawrence through the delivery of our core program model
Raw Art Works 37 Central Square Lynn, MA 01901	509(a)(2)	\$7,500	High School Age Programs & Project Launch
REACH Beyond Domestic Violence PO Box 540024 Waltham, MA 02454	509(a)(1)	\$10,000	Emergency Shelter Program
Rediscovery at JRI 296 Newton Street, Suite 150 Waltham, MA 02453	509(a)(2)	\$10,000	YouthHarbors

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

RESPOND, Inc. P.O. Box 555 Somerville, MA 02143	509(a)(1)	\$10,000	Enhanced Shelter Prog. & Youth Education
Save the Harbor / Save the Bay 212 Northern Avenue, Suite 304W Boston, MA 02210	509(a)(1)	\$5,000	2013 Youth Environmental Education Programs
Social Impact Center 328 Warren Street Roxbury, MA 02119	509(a)(1)	\$10,000	Adopt-a-School: Project MCAS Success Expansion
South Boston Neighborhood House 136 H Street South Boston, MA 02127	509(a)(2)	\$5,000	Youth Education, Leadership & Career Development
Span, Inc 105 Chauncy Street Boston, MA 02111	509(a)(2)	\$10,000	Grant Center Meals Program for Ex-Offenders
SquashBusters, Inc. 795 Columbus Avenue Roxbury Crossing, MA 02120	509(a)(1)	\$7,500	Boston and Lawrence Six Program Components
St. Stephen's Youth Programs 419 Shawmut Avenue Boston, MA 02118	509(a)(1)	\$5,000	St. Stephen's Youth Programs
Sudanese Education Fund 61 Massachusetts Ave Arlington, MA 02474	509(a)(1)	\$8,000	The Saturday Educational Enrichment Program (aka "Saturday Bridges")
The 3-21 Foundation, Inc. 268 Western Avenue Cambridge, MA 02139	509(a)(2)	\$7,500	The Learning Program Boston
The Elizabeth Stone House, Inc. P.O. Box 300039 Jamaica Plain, MA 02130	509(a)(1)	\$15,000	General Operating Fund
The Literacy Connection 637 Cambridge St. Brighton, MA 02135	509(a)(1)	\$6,000	The Literacy Connection, a Ministry of the Congregation of the Sisters of Saint Joseph of Boston

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

The Second Step, Inc. P.O. Box 600213 Newtonville, MA 02460	509(a)(1)	\$10,000	Housing Stabilization/ Self-Sufficiency Services for Survivors of Domestic Violence
Tutoring Plus of Cambridge, Inc. 225 Windsor Street Cambridge, MA 02139	509(a)(2)	\$10,000	FY13 Tutoring Plus
Up With Music, Inc. 1213 Salem Street North Andover, MA 01845	509(a)(1)	\$6,000	Lawrence String program
Upham's Corner Community Center 500 Columbia Road Dorchester, MA 02125	509(a)(1)	\$10,000	Violence Prevention and Case Management
VSA Massachusetts The NonProfit Center 89 South Street Boston, MA 02116	509(a)(1)	\$5,000	Arts For All Universal Design Initiative
Waltham Fields Community Farm 240 Beaver Street Waltham, MA 02452	509(a)(1)	\$15,000	Food Access and Hunger Relief
WATCH CDC 517 Moody Street Waltham, MA 02453	509(a)(1)	\$10,000	Breaking Barriers
Wellspring Multi-Service Center Transportation Program 814 Nantasket Avenue Hull, MA 02045	509(a)(1)	\$10,000	Wellspring's "Ticket to Ride"
Wesley Child Care Center, Inc. 29 Stanton St. Dorchester, MA 02124	509(a)(1)	\$10,000	Early Education Music and Movement Program
Woburn Council of Social Concern 2 Merrimac Street Woburn, MA 01801	509(a)(1)	\$10,000	General Operating

Clipper Ship Foundation (04-2687384)
Grants Paid 11/1/12 - 10/31/13

Women's Educational Center, Inc. 46 Pleasant Street Cambridge, MA 02139	509(a)(1)	\$7,500	Moving On: Support for Abused Women
Young Audiences of Massachusetts 255 Elm Street Somerville, MA 02144	509(a)(1)	\$15,000	Expanding Horizons Through Music
YouthBuild Boston 504 Dudley Street Roxbury, MA 02119	509(a)(1)	\$10,000	The Designery: Careers in Architecture while Serving the Community
YWCA Boston 140 Clarendon Street, Ste 403 Boston, MA 02116	509(a)(1)	\$5,000	YW Boston Youth/Police Dialogues
ZUMIX 260 Sumner Street East Boston, MA 02128	509(a)(1)	\$5,000	Hands-On Youth Development
TOTAL		\$1,519,500	

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2013

		TAX COST	MARKET VALUE
PRINCIPAL HOLDINGS			
STOCKS			
300	AIRGAS INC COM	28,890.87	32,721.00
500	AMERICAN TOWER CORP CL A (REIT)	22,519.50	39,675.00
650	ANHEUSER-BUSCH INBEV NV SPONSORED ADR	49,327.63	67,424.50
400	APACHE CORP COM	19,212.00	35,520.00
105	APPLE INC	32,455.54	54,883.71
900	ARM HOLDINGS PLC SPONSORED ADR	25,641.36	42,489.00
700	BB&T CORP COM	21,270.83	23,779.00
600	BAXTER INTERNATIONAL INC COM	43,236.00	39,522.00
700	BERKLEY (W R) CORP COM	31,899.21	30,737.00
350	BOSTON PROPERTIES INC COM	35,325.76	36,225.00
1,200	CVS CAREMARK CORP COM	55,598.29	74,712.00
500	CENTENE CORP	17,693.00	28,080.00
1,200	CERNER CORP COM	37,487.14	67,236.00
500	CHEVRON CORP COM	41,955.53	59,980.00
70	CHIPOTLE MEXICAN GRILL INC	10,721.91	36,887.90
800	CHUBB CORP COM	43,744.68	73,664.00
500	CHURCH & DWIGHT INC COM	5,368.89	32,575.00
1,500	CISCO SYSTEMS INC COM	30,298.50	33,840.00
750	COACH INC COM	43,654.03	38,010.00
350	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	24,197.71	30,425.50

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2013

		TAX COST	MARKET VALUE
300	COLGATE-PALMOLIVE CO COM	11,176.87	19,419.00
1,000	WALT DISNEY HOLDING CO	47,903.02	68,590.00
1,100	DOLLAR TREE INC	41,681.40	64,240.00
600	DOVER CORP COM	33,141.08	55,074.00
1,800	EMC CORP COM (MA)	47,964.75	43,327.80
400	ECOLAB INC COM	35,305.64	42,400.00
700	EQUIFAX INC COM	36,764.13	45,269.00
600	EQUITY RESIDENTIAL SH BEN INT	35,117.40	31,416.00
650	EXPRESS SCRIPTS HOLDING CO	31,515.94	40,638.00
600	EXXON MOBIL CORP COM	49,901.37	53,772.00
300	FEDERAL REALTY INVESTMENT TRUST	29,114.19	31,080.00
60	GOOGLE INC CL A	32,838.59	61,834.80
150	GRAINGER (W.W.) INC COM	21,143.88	40,345.50
700	HOME DEPOT INC COM	53,531.94	54,523.00
50	INTERNATIONAL BUSINESS MACHINES COM	4,029.50	8,960.50
3,300	ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	339,906.48	(M) 347,935.50
850	JPMORGAN CHASE & CO COM	33,057.54	43,809.00
650	JOHNSON & JOHNSON COM	58,302.60	60,196.50
200	M & T BANK CORP COM	20,805.16	22,506.00
1,100	MICROSOFT CORP COM	31,581.00	38,945.50
300	NATIONAL OILWELL VARCO INC COM	23,091.83	24,354.00
275	NOVO-NORDISK A S ADR	35,325.02	45,834.25

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2013

		TAX COST	MARKET VALUE
400	OCCIDENTAL PETROLEUM CORP COM	31,345.32	38,432.00
1,600	ORACLE CORP COM	46,830.40	53,600.00
200	PEPSICO INC COM	7,744.00	16,818.00
175	PERRIGO CO COM	17,892.62	24,130.75
3,400	PIMCO ENHANCED SHORT MATURITY ETF	345,233.44	345,134.00
150	PRECISION CASTPARTS CORP COM	32,771.27	38,017.50
1,000	PROLOGIS INC	33,999.00	39,950.00
800	QUALCOMM INC COM	38,361.82	55,592.00
1,400	QUESTAR CORP COM	20,583.97	33,124.00
275	ROPER INDUSTRIES INC (NEW) COM	34,370.05	34,872.75
2,050	SPDR GOLD TRUST	220,710.13	Ⓜ 261,867.00
350	SCHLUMBERGER LTD NV COM	25,711.76	32,802.00
150	SIGMA-ALDRICH CORP COM	8,046.00	12,964.50
350	STARBUCKS CORP COM	10,836.00	28,367.50
6,113	TORTOISE MLP FUND	147,421.97	Ⓜ 167,068.29
2,400	US BANCORP COM (NEW)	54,893.02	89,664.00
350	UNION PACIFIC CORP COM	35,135.60	52,990.00
200	VF CORP COM	36,250.50	43,000.00
4,272	VANGUARD MSCI EMERGING MARKETS INDEX ETF	163,904.13	Ⓜ 178,847.28
800	VANGUARD TELECOM SERVICE ETF	47,496.02	Ⓜ 69,208.00
400	VARIAN MEDICAL SYSTEMS INC COM	24,783.60	29,032.00
2,350	WELLS FARGO & CO	77,816.77	100,321.50
600	WHOLE FOODS MARKET INC COM	31,880.70	37,878.00

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2013

	TAX COST	MARKET VALUE
TOTAL STOCKS	3,167,715.80	3,906,538.03 ①
MUTUAL FUNDS		
15,709.124 ALLIANZGI NFJ INTL VALUE INST'L	248,374.35	362,723.67
24,478.187 BUFFALO INTERNATIONAL	260,447.91	276,358.73
15,478.325 DREYFUS INTERNATIONAL BOND I	256,475.84	257,714.11
27,786.259 ASPEN MANAGED FUTURES STRATEGY FUND I	260,822.32	256,467.17
4,807.086 VULCAN VALUE PARTNERS SMALL CAP	86,815.97	90,902.00
39,199.936 ABSOLUTE STRATEGIES FUND INST'L	398,350.12	435,119.29
22,067.113 FRANKLIN INT'L SMALL CAP GROWTH ADV	333,663.23	489,889.91
22,067.971 HIGHLAND LONG/SHORT EQUITY FUND	252,535.49	288,207.70
18,828.262 THOMAS WHITE INTERNATIONAL FUND CL I	263,123.51	361,126.07
25,165.919 MAINSTAY MARKETFIELD FUND I	429,713.39	456,006.45
10,536.352 MATTHEWS PACIFIC TIGER FUND - INSTL	245,668.13	270,889.61
16,523.407 MERGER FUND	261,747.28	268,835.83
19,717.659 PRINCETON FUTURES STRATEGY FUND I	203,329.99	165,431.16
4,326.167 WALTHAUSEN SMALL CAP VALUE FUND	49,145.26	105,861.31
47,586.32 DREYFUS GOV'T CASH MANAGEMENT-INSTL SHS	47,586.32	47,586.32
57,842.104 TEMPLETON GLOBAL BOND FUND ADVISOR CL	633,149.49	757,731.56

FIDUCIARY TRUST

175 FEDERAL STREET
BOSTON MA 02110
617-482-5270

VALUE OF HOLDINGS OCTOBER 31, 2013

	TAX COST	MARKET VALUE
TOTAL MUTUAL FUNDS	4,230,948.60	4,890,850.89
PRINCIPAL CASH	0.00	0.00
NET RECEIVABLES	0.00	0.00
TOTAL PRINCIPAL HOLDINGS	7,398,664.40	8,797,388.92

Ⓜ

Mutual Funds

1	347,935.50 +
2	261,867.00 +
3	167,068.29 +
4	178,847.28 +
5	69,208.00 +
Total (5Items)	1,024,926.07 T

②

①

②

③

1	3,906,538.00 +
2	1,024,926.00 -
Total (2Items)	2,881,612.00 T

CLIPPER SHIP FOUNDATION
INVESTMENTS SUMMARY
October 31, 2013
04-2687384

990 PF, PAGE 2, PART I I

	Book Value	Market Value
CASH INVESTMENTS	47,587	47,587
CORPORATE STOCKS	2,248,277	2,881,613 ③
GMO GLOBAL ASSET ALLOCATION FUND	13,690,351	17,077,692
GMO FORESTRY FUND PARTNERSHIP	440,082	440,082
ABSOLUTE STRATEGIES FUND INSTL	398,350	435,119
ALLIANZ NFJ INTL VALUE FUND	248,374	362,724
ASPEN MANAGED FUTURES STRATEGY FUND	260,822	256,467
BUFFALO INTERNATIONAL	260,448	276,359
DREYFUS INTERNATIONAL BOND I	256,476	257,714
FRANKLIN INT'L SMALL CAP GROWTH ADV	333,663	489,890
ISHARES BARCLAYS 1-3 YEAR CREDIT BOND	339,907	347,935
MATTHEWS PACIFIC TIGER FUND - INSTL	245,668	270,890
MAINSTAY MARKETFIELD FUND I	429,713	456,006
MERGER FUND	261,747	268,836
PRINCETON FUTURES STRATEGY FUND I	203,330	165,431
HIGHLAND LONG/SHORT EQUITY FUND	252,535	288,208
SPDR GOLD TRUST	220,710	261,867
TEMPLETON GLOBAL BOND FUND ADV	633,150	757,731
THOMAS WHITE INTERNATIONAL FUND	263,124	361,126
TORTOISE MLP FUND	147,422	167,068
VANGUARD MSCI EMERGING MARKETS INDEX FTF	163,904	178,847
VANGUARD TELECOM SERVICE ETF	47,496	69,208
VULCAN VALUE PARTNERS SMALL CAP	86,816	90,902
WALTHAUSEN SMALL CAP VALUE FUND	49,145	105,861
TOTAL	<u>21,529,097</u>	<u>26,315,163</u>

Clipper Ship Foundation

founded by David Parmely Weatherhead

[Mission](#) [Guidelines](#) [Application Requirements](#) [How to Apply](#) [FAQ](#)

[Previous Grants](#) [Contact](#)

Guidelines

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

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

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

Follow

- 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

To review the complete list of grants provided by the Foundation in 2012, [please click here](#)

Exclusions

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

Follow

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

*Clipper Ship does entertain funding requests for summer programs for disadvantaged youth. However, funding to support summer programs for youth living in Greater Boston is provided through the Summer Fund. Requests to the Clipper Ship Foundation for summer program funding will only be considered if the applicant is prohibited from receiving Summer Fund support.

- 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

One thought on “Guidelines”

Laurel Hickey February 8, 2014 at 8:38 am

I am a start up travel respite business, however have been approached by numerous families to start a community based vocational program for individuals without any funding who need vocational training and support in the community until they are able to work in an environment with natural supports.

I have numerous years of experience with a BSBA and a graduate certificate in Leadership and Management for non-profits.

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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 File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CLIPPER SHIP FOUNDATION, INC.	Employer identification number (EIN) or 04-2687384
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	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 - 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, 2014**, 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, 2012**, and ending **OCT 31, 2013**.

- 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	\$	23,381.
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	\$	16,881.
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	\$	6,500.

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. 1-2013)