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Form **990-PF**

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

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Service

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation Amelia Peabody Foundation c/o Margaret N. St. Clair		A Employer identification number 04-6036558
Number and street (or P.O. box number if mail is not delivered to street address) 1 Hollis Street	Room/suite	B Telephone number (see instructions)
City or town, state or province, country, and ZIP or foreign postal code Wellesley MA 02482		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) ▶ \$ 176,820,477	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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	1,919,264	1,919,264	1,919,264	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	7,618,075			
b	Gross sales price for all assets on line 6a 105,569,828				
7	Capital gain net income (from Part IV, line 2)		7,618,075		
8	Net short-term capital gain			4,308,073	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	2,225,639	2,683,117	2,683,117	
12	Total. Add lines 1 through 11	11,762,978	12,220,456	8,910,454	
13	Compensation of officers, directors, trustees, etc.	601,916	427,202	427,202	174,714
14	Other employee salaries and wages	600,808	204,612	204,612	396,196
15	Pension plans, employee benefits	627,683	303,086	303,086	324,597
16a	Legal fees (attach schedule)	27,353	10,848	10,848	16,505
b	Accounting fees (attach schedule)	36,000	18,000	18,000	18,000
c	Other professional fees (attach schedule)	475,536	405,953	405,953	69,583
17	Interest				
18	Taxes (attach schedule) (see instructions)	204,202	71,917	71,917	30,603
19	Depreciation (attach schedule) and depletion				
20	Occupancy	60,025	37,570	37,570	22,455
21	Travel, conferences, and meetings				
22	Printing and publications	50,662	43,134	43,134	7,528
23	Other expenses (attach schedule)	82,345	45,535	45,535	36,810
24	Total operating and administrative expenses. Add lines 13 through 23	2,766,530	1,567,857	1,567,857	1,096,991
25	Contributions, gifts, grants paid	7,254,213			7,254,213
26	Total expenses and disbursements. Add lines 24 and 25	10,020,743	1,567,857	1,567,857	8,351,204
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,742,235			
b	Net investment income (if negative, enter -0-)		10,652,599		
c	Adjusted net income (if negative, enter -0-)			7,342,597	

For Paperwork Reduction Act Notice, see instructions.

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Form 990-PF (2013)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing	2		
	2	Savings and temporary cash investments	6,270,790	3,861,371	3,861,371
	3	Accounts receivable ▶ 1,293,463			
		Less: allowance for doubtful accounts ▶	3,245,878	1,293,463	1,293,525
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	20,000		
	10a	Investments – U S and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 7	142,478,124	149,630,657	171,665,581
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	152,014,794	154,785,491	176,820,477
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ See Statement 8)	799,128	1,762,539	
	23	Total liabilities (add lines 17 through 22)	799,128	1,762,539	
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	151,215,666	153,022,952	
	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 (see instructions)	151,215,666	153,022,952	
	31	Total liabilities and net assets/fund balances (see instructions)	152,014,794	154,785,491	

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	151,215,666
2	Enter amount from Part I, line 27a	2	1,742,235
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	65,051
4	Add lines 1, 2, and 3	4	153,022,952
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	153,022,952

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		P		
b				
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 105,569,828		97,951,753	7,618,075
b			
c			
d			
e			

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			7,618,075
b			
c			
d			
e			

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	7,618,075
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) (see instructions). If (loss), enter -0- in Part I, line 8	If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	4,308,073

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))
2012	7,580,437	155,665,244	0.048697
2011	7,996,258	161,099,199	0.049636
2010	7,598,495	152,619,384	0.049787
2009	6,410,399	139,605,010	0.045918
2008	7,641,739	173,268,599	0.044103

2 Total of line 1, column (d)	2	0.238141
3 Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047628
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	165,702,181
5 Multiply line 4 by line 3	5	7,892,063
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	106,526
7 Add lines 5 and 6	7	7,998,589
8 Enter qualifying distributions from Part XII, line 4 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.	8	8,351,204

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	106,526
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	106,526
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	106,526
6	Credits/Payments:		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	106,468
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	111,468
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	4,942
11	Enter the amount of line 10 to be Credited to 2014 estimated tax 4,942 Refunded	11	

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 the 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. \$ (2) On foundation managers. \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$		
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
4b 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 2013 or the taxable year beginning in 2013 (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

N/A

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 ► ameliapeabody.org	13	X	
14	The books are in care of ► State Street Corporation 200 Newport Ave Located at ► North Quincy MA ZIP+4 ► 02171 Telephone no. ► 617-742-9100			
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		
16	At any time during calendar year 2013, 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ► 20 , 20 , 20 , 20 ☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see 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. ► 20 , 20 , 20 , 20		
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 2013 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 2013)	3b	X
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 2013?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

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 (see instructions).

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

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Thomas St.Clair 1 Hollis Street	Wellesley MA 02482	Grant making 40.00	154,719	111,688
Alex Eisenzopf 1 Hollis Street	Wellesley MA 02482	Grant making 40.00	152,239	87,102
William Richards 1 Hollis Street	Wellesley MA 02482	Investment p 40.00	166,367	46,481
Joanne Smith 1 Hollis Street	Wellesley MA 02482	Assistant Di 40.00	127,483	81,609

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Prime Buchholz & Assoc. Boston MA		
10 Post Office Sq N. Tower 580 MA 02109	Investment Advi	100,000
Wellington Trust Company Boston MA		
280 Congress St. MA 02110	Management fees	94,818
State Street Bank North Quincy		
200 Newport Ave 7th FL MA 02171	Custodial fees	77,723
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	

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	160,231,136
b	Average of monthly cash balances	1b	7,994,428
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	168,225,564
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	168,225,564
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	2,523,383
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	165,702,181
6	Minimum investment return. Enter 5% of line 5	6	8,285,109

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	8,285,109
2a	Tax on investment income for 2013 from Part VI, line 5	2a	106,526
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	106,526
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,178,583
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,178,583
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,178,583

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	8,351,204
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,351,204
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	106,526
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,244,678

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				8,178,583
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			18,987	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 8,351,204				
a Applied to 2012, but not more than line 2a			18,987	
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				8,178,583
e Remaining amount distributed out of corpus	153,634			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	153,634			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	153,634			
10 Analysis of line 9.				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	153,634			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a 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).)

N/A

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

N/A

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 or e-mail address of the person to whom applications should be addressed.

Margaret N. St. Clair

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

See Statement 11

c Any submission deadlines:

Quarterly on web page ameliapeabody.org

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

Qualifying organizations that operate in Massachusetts.

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 schedule				7,254,213
Total			▶ 3a	7,254,213
b Approved for future payment see attached schedule				1,145,287
Total			▶ 3b	1,145,287

Amelia Peabody Foundation
Gains & Losses
12/31/13

<u>Fund</u>	<u>Securities</u>	How Acquired	S/P	Cost	<u>Gain/Loss</u>	
					S/T	L/T
PFN 1	Equities	P	14,494,447	15,031,927	-781,879	244,399
PFN 2	Equities	P	89,274,460	81,422,228	4,935,561	2,916,671
	Fixed income	P	1,626,875	1,496,625	-	130,250
	Options	P	142,866	-	142,866	-
	Foreign cash		-	973	-973	-
	Capital gain distribution		31,180		12,498	18,682
			<u>105,569,828</u>	<u>97,951,753</u>	<u>4,308,073</u>	<u>3,310,002</u>
Net						7,618,075

Federal Statements

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Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
Income-Limited Partners	\$ 2,225,639	\$ 2,683,117	\$ 2,683,117
Total	\$ 2,225,639	\$ 2,683,117	\$ 2,683,117

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Legal	\$ 27,353	\$ 10,848	\$ 10,848	\$ 16,505
Total	\$ 27,353	\$ 10,848	\$ 10,848	\$ 16,505

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Accounting	\$ 36,000	\$ 18,000	\$ 18,000	\$ 18,000
Total	\$ 36,000	\$ 18,000	\$ 18,000	\$ 18,000

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Investment advisors	\$ 137,000	\$ 137,000	\$ 137,000	\$ 17,500
Auditing fees	35,000	17,500	17,500	32,652
Consulting fees	56,782	24,130	24,130	19,431
Custodial fees	77,723	58,292	58,292	
Management fees	169,031	169,031	169,031	
Total	\$ 475,536	\$ 405,953	\$ 405,953	\$ 69,583

Federal Statements**Statement 5 - Form 990-PF, Part I, Line 18 - Taxes**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Payroll taxes	\$ 57,742	\$ 27,139	\$ 27,139	\$ 30,603
Foreign excise taxes	44,778	44,778	44,778	
Excise Taxes	101,682			
Total	\$ 204,202	\$ 71,917	\$ 71,917	\$ 30,603

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Expenses	\$	\$	\$	\$
Insurance	21,441	10,559	10,559	10,882
Office	60,904	34,976	34,976	25,928
Total	\$ 82,345	\$ 45,535	\$ 45,535	\$ 36,810

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
Corp Stock Investment	\$ 142,478,124	\$ 149,630,657	Cost	\$ 171,665,581
Total	\$ 142,478,124	\$ 149,630,657		\$ 171,665,581

ASSET DESCRIPTION	ISSUE DESCRIPTION	TOTAL COST	MARKET VALUE
CASH		140,036.04	140,036.04
CASH		143.72	143.72
SSGA FUNDS	SSGA TREASURY FUND	2,011,737.31	2,011,737.31
ACTAVIS PLC	COMMON STOCK USD.0033	1,009,418.80	1,176,000.00
EATON CORP PLC	COMMON STOCK USD.01	791,519.86	913,440.00
JAZZ PHARMACEUTICALS PLC	COMMON STOCK USD.0001	465,474.25	506,240.00
SEADRILL LTD	COMMON STOCK USD2.	103,013.25	102,700.00
ACE LTD	COMMON STOCK	635,156.25	724,710.00
LYONDELLBASELL INDU CL A	COMMON STOCK	396,610.90	401,400.00
DIANA CONTAINERSHIPS INC	COMMON STOCK	11,235.66	3,292.65
NAVIGATOR HOLDINGS LTD	COMMON STOCK	101,898.00	134,700.00
OCEAN RIG UDW INC	COMMON STOCK USD.01	5,430.00	6,987.75
AGRIUM INC	COMMON STOCK NPV	568,275.50	548,880.00
AMERICAN AIRLINES GROUP INC	COMMON STOCK	234,771.25	252,500.00
AMERICAN INTERNATIONAL GROUP	COMMON STOCK	703,192.65	765,750.00
AMERICAN RAILCAR INDUSTRIES	COMMON STOCK USD2.5	213,065.00	228,750.00
AMERICAN TOWER CORP	COMMON STOCK USD.01	758,219.70	798,200.00
ANADARKO PETROLEUM CORP	REIT USD.01	1,042,418.45	991,500.00
APPLE INC	COMMON STOCK USD 1	1,853,444.12	4,208,325.00
ATLAS PIPELINE PARTNERS LP	COMMON STOCK NPV	496,415.00	701,000.00
AVIAT NETWORKS INC	COMMON STOCK USD 01	22,356.00	8,420.76
BANCO SANTANDER SA SPON ADR	ADR	4,118.81	3,990.80
BANK OF AMERICA CORP	COMMON STOCK USD 01	513,382.00	544,950.00
B/E AEROSPACE INC	COMMON STOCK USD.01	803,241.10	1,087,875.00
BERKSHIRE HATHAWAY INC CL A	COMMON STOCK USD5	1,826,140.95	3,202,200.00
BIOMGEN IDEC INC	COMMON STOCK USD.0005	961,949.70	1,119,000.00
BLACKSTONE GROUP LP/THE	MLP NPV	793,033.00	1,260,000.00
BOEING CO/THE	COMMON STOCK USD5.	827,383.24	955,430.00
BRISTOL MYERS SQUIBB CO	COMMON STOCK USD 1	558,697.20	637,800.00
BROADCOM CORP CL A	COMMON STOCK USD.0001	72,025.00	74,125.00
CIGNA CORP	COMMON STOCK USD 25	722,989.92	874,800.00
CVS CAREMARK CORP	COMMON STOCK USD.01	434,220.02	536,775.00
CATAMARAN CORP	COMMON STOCK NPV	347,927.30	356,100.00
CHICAGO BRIDGE + IRON CO NV	COMMON STOCK EUR 01	443,530.21	623,550.00
CITIGROUP INC	COMMON STOCK USD 01	756,289.99	781,650.00
CITIGROUP CAPITAL XI	PREFERRED STOCK 09/34 6	1,000,000.00	995,200.00
COCA COLA CO/THE	COMMON STOCK USD.25	739,030.74	764,235.00
COMCAST CORP CLASS A	COMMON STOCK USD1.	877,221.98	1,143,230.00
CONTINENTAL RESOURCES INC/OK	COMMON STOCK USD.01	777,687.14	787,640.00
COSTCO WHOLESALE CORP	COMMON STOCK USD.005	406,822.74	416,535.00
CUMMINS INC	COMMON STOCK USD2.5	452,036.94	493,395.00

DEUTSCHE BK CAP FUND IX	PREFERRED STOCK 6 625	500,000.00	497,200.00
DICK S SPORTING GOODS INC	COMMON STOCK USD.01	744,397.65	842,450.00
WALT DISNEY CO/THE	COMMON STOCK USD.01	774,752.16	916,800.00
EOG RESOURCES INC	COMMON STOCK USD.01	417,579.54	419,600.00
EBAY INC	COMMON STOCK USD.001	748,518.45	768,460.00
ENERGY TRANSFER PARTNERS W/I	MLP NPV	74,653.00	687,000.00
ENTERPRISE PRODUCTS PARTNERS	MLP NPV	326,970.00	629,850.00
EXPRESS SCRIPTS HOLDING CO	COMMON STOCK USD.01	455,623.10	526,800.00
FLUOR CORP	COMMON STOCK USD.01	631,643.13	802,900.00
FORD MOTOR CO	COMMON STOCK USD.01	108,500.00	154,300.00
FORTINET INC	COMMON STOCK USD.001	204,212.35	191,300.00
FREEPORT MCMORAN COPPER W/I	COMMON STOCK USD.1	923,789.60	943,500.00
GENERAL ELECTRIC CO	COMMON STOCK USD.06	346,973.30	420,450.00
GENERAL MOTORS CO	COMMON STOCK USD.01	489,205.33	510,875.00
GILEAD SCIENCES INC	COMMON STOCK USD.001	915,089.77	1,127,250.00
GLOBAL PARTNERS LP	MLP	239,465.00	266,250.00
GOLDMAN SACHS GROUP INC	COMMON STOCK USD.01	873,768.75	1,063,560.00
GOLDMAN SACHS GROUP INC	PREFERRED STOCK VAR	252,522.00	367,800.00
GOOGLE INC CL A	COMMON STOCK USD.001	1,638,560.28	3,362,130.00
GREEN MOUNTAIN COFFEE ROASTE	COMMON STOCK USD.1	501,933.15	566,850.00
H+Q HEALTHCARE INVESTORS	H + Q HEALTHCARE INVESTORS	428,093.01	569,067.00
HCA HOLDINGS INC	COMMON STOCK USD.01	111,813.50	119,275.00
HALLIBURTON CO	COMMON STOCK USD2.5	836,711.78	862,750.00
HERTZ GLOBAL HOLDINGS INC	COMMON STOCK USD.01	403,199.99	500,850.00
HOME DEPOT INC	COMMON STOCK USD 05	912,900.49	988,080.00
HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.	971,891.63	1,096,440.00
HORNBECK OFFSHORE SERVICES	COMMON STOCK USD.01	293,176.11	246,150.00
INTEL CORP	COMMON STOCK USD.001	731,199.90	843,700.00
INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	673,121.50	656,495.00
INTERNATIONAL PAPER CO	COMMON STOCK USD1.	780,319.45	808,995.00
JPMORGAN CHASE + CO	COMMON STOCK USD1.	941,832.25	1,169,600.00
KINDER MORGAN ENERGY PRTNRS	MLP NPV	748,262.00	887,260.00
LINKEDIN CORP A	COMMON STOCK USD.0001	465,379.00	433,660.00
LINN ENERGY LLC UNITS	MLP NPV	425,930.00	461,850.00
MCDONALD S CORP	COMMON STOCK USD.01	499,147.35	485,150.00
MCKESSON CORP	COMMON STOCK USD.01	640,480.50	645,600.00
MONDELEZ INTERNATIONAL INC A	COMMON STOCK NPV	383,988.25	441,250.00
NATIONAL OILWELL VARCO INC	COMMON STOCK USD.01	928,256.28	1,033,890.00
NESTLE SA SPONS ADR	ADR	783,500.00	919,875.00
NORTEL NETWORKS CORP	COMMON STOCK NPV	24,402.00	23.81
NORTHSTAR REALTY FINANCE COR	REIT USD.01	229,226.01	336,250.00
PFIZER INC	COMMON STOCK USD.05	584,167.50	612,600.00

PIONEER NATURAL RESOURCES CO	COMMON STOCK USD.01	888,724.08	828,315.00
PLAINS ALL AMER PIPELINE LP	MLP NPV	1,029,341.00	1,035,400.00
PRAXAIR INC	COMMON STOCK USD.01	620,039.30	715,165.00
PRECISION CASTPARTS CORP	COMMON STOCK NPV	671,221.09	807,900.00
PROCTER + GAMBLE CO/THE	COMMON STOCK	383,112.84	407,050.00
QUALCOMM INC	COMMON STOCK USD.0001	1,028,438.15	1,299,375.00
QUANTA SERVICES INC	COMMON STOCK USD.00001	509,186.84	583,860.00
SCHLUMBERGER LTD	COMMON STOCK USD.01	816,823.20	901,100.00
SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.	359,388.50	367,000.00
SILVER WHEATON CORP	COMMON STOCK NPV	299,444.09	302,850.00
JM SMUCKER CO/THE	COMMON STOCK NPV	409,799.90	414,480.00
SPYGLASS RESOURCES CORP	COMMON STOCK	80,572.43	19,133.28
SYMANTEC CORP	COMMON STOCK USD 01	311,858.20	330,120.00
US AIRWAYS GROUP INC	COMMON STOCK USD 01	56,523.75	56,375.00
UNITED TECHNOLOGIES CORP	COMMON STOCK USD1.	425,989.60	455,200.00
UNITEDHEALTH GROUP INC	COMMON STOCK USD.01	779,848.00	903,600.00
VISA INC CLASS A SHARES	COMMON STOCK USD.0001	946,338.70	1,336,080.00
WACHOVIA PFD FUNDING	PREFERRED STOCK 7 25	375,000.00	374,850.00
WAL MART STORES INC	COMMON STOCK USD.1	558,909.89	590,175.00
WEYERHAEUSER CO	REIT USD1.25	303,820.76	315,700.00
WHOLE FOODS MARKET INC	COMMON STOCK NPV	425,002.45	404,810.00
WILLIAMS COS INC	COMMON STOCK USD1.	542,570.30	578,550.00
ZOETIS INC W/I	COMMON STOCK USD 01	430,666.87	457,660.00
DELL INC	SR UNSECURED 06/19 5 875	500,000.00	503,750.00
FORD MOTOR CREDIT CO LLC	SR UNSECURED 04/15 7	498,695.00	538,185.00

ASSET DESCRIPTION	ISSUE DESCRIPTION	TOTAL COST	MARKET VALUE
SSGA FDS	MONEY MARKET	1,709,462.49	1,709,462.49
LCP VII (OFFSHORE) LP	PRIVATE MULTI STRATEGY	3,062,722.00	3,441,581.00
WTC CTF EMNG MKTS LOCAL EQU	EQUITY BASED	5,286,997.00	5,668,750.58
CHAMPLAIN MID CAP FUND, LLC	EQUITY BASED	2,785,934.00	3,274,582.50
HIGHCLERE SMID	EQUITY BASED	3,089,424.00	3,330,560.97
ADAMAS OPPORTUNITIES LP	FUND OF FUNDS MULTI STRATEGY	6,584,267.00	7,594,856.00
BAY NORTH REALTY FUND VII	REAL ESTATE DIRECTED	1,483,976.00	2,079,623.00
BAY NORTH REALTY FUND VI	REAL ESTATE DIRECTED	2,706,417.00	665,723.00
WELLINGTON TRUST CO	CTF COMMODITIES II	3,523,321.00	3,992,721.80
COLCHESTER	GLOBAL BOND FUND	5,170,965.00	5,308,887.97
PARAMETRIC EMERGING MARKETS	EQUITY BASED	5,076,108.87	5,076,883.90
FARALLON CAPITAL INST PARTNERS	MULTI STRATEGY	9,824,975.00	10,043,498.00
GMO BENCHMARK FREE ALLOCATION	EQUITY BASED	1,545,011.12	1,589,806.37
GMO FORESTRY FUND 8 B	TIMBER	1,360,834.00	1,693,463.00
GSAM PRIVATE EQUITY PARTNERS III LP	PRIVATE EQUITY	352,661.00	147,660.89
ING GLOBAL REAL ESTATE FUND/UN	GLOBAL REAL ESTATE	5,262,478.07	4,917,897.71
LOOMIS SAYLES FIXED INCOME FUN	FIXED INCOME	6,749,838.00	8,031,254.58
SANDERSON INTERNATIONAL VALUE	EQUITY BASED	2,127,114.00	2,723,930.00
NYES LEDGE CAPITAL OFFSHORE	FUND OF FUNDS MULTI STRATEGY	6,000,000.00	7,724,554.42
SIGULER GUFF BRIC OPPORTUNITIE	PRIVATE MULTI STRATEGY	1,615,940.00	1,903,314.00
SIGULER GUFF DISTRESSED OPP	PRIVATE MULTI STRATEGY	2,151,816.00	2,396,771.00
TIFF REALTY AND RESOURCES 2008	PRIVATE MULTI STRATEGY	1,796,197.00	2,102,009.00
VANGUARD INFLATION PROTECTED S	TIPS	1,995,695.48	2,035,349.57
WELLINGTON TR ARCHIPELAGO HLDS	FUND OF FUNDS MULTI STRATEGY	9,000,000.00	12,908,268.00
WHIPPOORWILL DIST OPP FUND LP	PRIVATE MULTI STRATEGY	1,131,855.60	171,534.60

Federal Statements**Statement 8 - Form 990-PF, Part II, Line 22 - Other Liabilities**

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>
Option & future commitments	\$ 192,907	\$ 1,221,747
Net post retirement liability	606,221	540,792
Total	<u>\$ 799,128</u>	<u>\$ 1,762,539</u>

Statement 9 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
Net post retirement	\$ 65,051
Total	<u>\$ 65,051</u>

046036558 Amelia Peabody Foundation
04-6036558
FYE: 12/31/2013

Federal Statements

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Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
Margaret St. Clair 1 Hollis Street Wellesley MA 02482	Executive Di	45.00	269,428	119,397	0
Bayard Waring 1 Hollis Street Wellesley MA 02482	Trustee	6.00	20,000	11,000	0
Philip Waring 1 Hollis Street Wellesley MA 02482	Trustee	6.00	20,000	11,000	0
Deborah Carlson 1 Hollis Street Wellesley MA 02482	Trustee	6.00	20,000	0	0
John Dineen 1 Hollis Street Wellesley MA 02482	Trustee	6.00	20,000	0	0
Joseph Kelly 1 Hollis Street wellesley MA 02482	Chief invest	45.00	252,488	159,406	0

Federal Statements**Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents****Description**

Application and other requirements on web page
ameliapeabody.org

Form 990-PF, Part XV, Line 2c - Submission Deadlines**Description**

Quarterly on web page ameliapeabody.org

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations**Description**

Qualifying organizations that operate in Massachusetts.

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

<u>Payment Date</u>	<u>Grantee Legal Name</u>	<u>Grantee Address</u>	<u>Mark if Recipient is an Individual</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
9/19/2013	3rd Eye Youth Empowerment Inc	28 Union Street New Bedford, MA 02740		PC	operating support	\$ 25,000.00
12/5/2013	826 Boston Inc	3035 Washington Street Roxbury, MA 02119		PC	general operations	\$ 20,000.00
12/5/2013	Academy of the Pacific Rim Charter School Foundation Inc.	One Westinghouse Plaza Hyde Park, MA 02136		PC	facility expansion	\$ 90,000.00
12/5/2013	Action Center for College Educational Services	uAspire 31 St. James Avenue Suite 520		PC	high school advising in Lawrence and community engagement in Boston and	\$ 35,000.00
3/21/2013	Action Centered Tutoring Services	35 Chestnut Street Springfield, MA 01103		PC	programming support	\$ 20,000.00
12/17/2013	Action Centered Tutoring Services	35 Chestnut Street Springfield, MA 01103		PC	programming support	\$ 5,000.00
12/5/2013	Action Inc.	180 Main Street, Second Floor Gloucester, MA 01930		PC	COMPASS Youth Program	\$ 25,000.00
3/21/2013	African Community Economic Development of New England	16 John Eliot Square Roxbury, MA 02119		PC	youth program	\$ 30,000.00
3/21/2013	African Community Education Program	24 Chatham Street Worcester, MA 01609		PC	summer programming	\$ 20,000.00
1/4/2013	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway		PC	ASPIRE and Connecting with Care programs	\$ 35,000.00
9/19/2013	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway		PC	Connecting With Care program	\$ 30,000.00
6/6/2013	Alternative House Inc.	PO Box 2100 Lowell, MA 01852		PC	Youth/Teen afterschool and summer activities program	\$ 5,000.00

AMELIA PEABODY FOUNDATION
Tax ID 04-6036558

12/5/2013	America Scores New England Scores	29 Germania Street Jamaica Plain, MA 02130		PC	SCORES Middle School Program	\$ 80,000.00
6/6/2013	Museum of American Textile History d/b/a American Textile History Museum	491 Dutton Street Lowell, MA 01854		PC	Threads of Learning Program, with Girls Inc. Lowell	\$ 12,000.00
12/5/2013	Artists for Humanity Inc.	100 West Second Street South Boston, MA 02127		PC	Youth Arts Enterprise purchase of clay equipment and the expansion of class	\$ 20,000.00
6/6/2013	Artworks	384 Acushnet Avenue New Bedford, MA 02740		PC		\$ 5,000.00
9/19/2013	Asian Center of Merrimack Valley Inc.	1 Ballard Way Lawrence, MA 01843		PC	Youth Enrichment Services	\$ 15,000.00
3/21/2013	The BART Foundation Inc	One Commercial Place PO Box 267 Adams, MA 01220		PC	science laboratory	\$ 40,000.00
12/5/2013	Beyond Soccer Inc	60 Island Street, Suite 508E Lawrence, MA 01840		PC	programming and operating support	\$ 35,000.00
3/21/2013	Big Brothers Big Sisters of Mass Metrowest	484 Main Street, Suite 360 Worcester, MA 01608		PC	programming in the Great Brook Valley area of Worcester	\$ 50,000.00
9/19/2013	Big Brothers Big Sisters of Franklin County	PO Box 100 Greenfield, MA 01302		PC	Agency Information Management 360 database	\$ 20,000.00
3/21/2013	Big Brothers Big Sisters of Hampden County, Inc.	101 State Street, Suite 601 Springfield, MA 01103		PC	Community-Based Mentoring Program	\$ 30,000.00
9/19/2013	Big Sister Association of Greater Boston	161 Massachusetts Avenue Boston, MA 02115-3050		PC	mentoring programs	\$ 20,000.00
1/11/2013	The Uphams Corner Community Center, Inc. d/b/a Bird Street Community Center	500 Columbia Road Dorchester, MA 02125		PC	programming support and capital expenses	\$ 20,000.00
12/5/2013	The Uphams Corner Community Center, Inc. d/b/a Bird Street Community Center	500 Columbia Road Dorchester, MA 02125		PC	youth programming and computers	\$ 92,000.00

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12/5/2013	Blessed Stephen Bellesini OSA Academy Inc.	94 Bradford Street Lawrence, MA 01840-1003		PC	After-School and Evening Study Program	\$ 25,000.00
6/6/2013	Boston Chinatown Neighborhood Center	38 Ash Street Boston, MA 02111		PC	Youth Center programming in Quincy	\$ 40,000.00
9/19/2013	Boston City Singers Inc	17 Waldeck Street Dorchester, MA 02124		PC	Administrative Manager and Administrative, Communications,	\$ 20,000.00
3/21/2013	BCCS Management Corporation f/b/o Boston Collegiate Charter School	11 Mayhew Street Dorchester, MA 02125		SO II	Summer Learning Academy	\$ 20,000.00
1/24/2013	Boston Debate League Incorporated	31 State Street, 10th Floor Boston, MA 02109		PC	After-School Debate League	\$ 35,000.00
3/21/2013	Preparatory Foundation Inc. f/b/o Boston Preparatory Charter School	1286 Hyde Park Avenue Hyde Park, MA 02136		PC	classroom construction project	\$ 30,000.00
12/5/2013	Boston Renaissance Charter School Inc. f/b/o Boston Renaissance Charter School	1415 Hyde Park Ave. Hyde Park, MA 02136		PC	professional development for classroom teachers	\$ 35,000.00
12/5/2013	Boston University	143 Bay State Road Boston, MA 02215		PC	Institute for Nonprofit Management and Leadership Core	\$ 30,000.00
6/6/2013	Bottom Line Inc	500 Amory Street, Suite 3 Jamaica Plain, MA 02130		PC	program expansion in Worcester	\$ 55,000.00
6/6/2013	Boys Club of Greater New Bedford Inc d/b/a Boys and Girls Club of New Bedford Inc	166 Jenney Street P. O. Box 1506 New Bedford, MA 02741		PC	summer youth employment program	\$ 60,000.00
11/21/2013	Boys & Girls Club of Brockton, Inc.	233 Warren Avenue Brockton, MA 02301		PC	Director of Development position	\$ 60,000.00
12/5/2013	Boys & Girls Club of Brockton, Inc.	233 Warren Avenue Brockton, MA 02301		PC	general operations	\$ 60,000.00
6/6/2013	Chicopee Boys and Girls Club, Inc	580 Meadow Street Chicopee, MA 01013		PC	Resource Development	\$ 35,000.00

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1/4/2013	Boys & Girls Club of Greater Holyoke, Inc.	PO Box 6256 Holyoke, MA 01041		PC	programming in the Holyoke Housing Authority communities	\$ 35,000.00
9/19/2013	Boys & Girls Club of Greater Holyoke, Inc.	PO Box 6256 Holyoke, MA 01041		PC	programming in the Holyoke Housing Authority communities	\$ 60,000.00
3/21/2013	Lowell Boys Club Association d/b/a Boys and Girls Club of Greater Lowell	657 Middlesex Street Lowell, MA 01851		PC	initiative to Increase the Frequency of Teen Attendance	\$ 30,000.00
9/19/2013	Boys and Girls Club of Greater Salem Inc	13 Hawthorne Boulevard Salem, MA 01970		PC	teen program	\$ 35,000.00
12/5/2013	Lawrence Boys Club, Inc. d/b/a Lawrence Boys and Girls Club Inc.	136 Water Street Lawrence, MA 01841		PC	general operations	\$ 40,000.00
1/24/2013	Boys and Girls Club of Metro West, Inc.	169 Pleasant Street Marlboro, MA 01752-1101		PC	capital campaign consultant Framingham	\$ 40,000.00
12/19/2013	Boys and Girls Club of Metro West, Inc.	169 Pleasant Street Marlboro, MA 01752-1101		PC	capital campaign consultant Framingham	\$ 35,000.00
9/19/2013	Boys and Girls Club of Metro West, Inc.	169 Pleasant Street Marlboro, MA 01752-1101		PC	programming at the Framingham clubhouse	\$ 50,000.00
5/6/2013	Boys & Girls Club of Taunton	31 Court Street Taunton, MA 02780		PC	staff development and executive director search	\$ 10,000.00
6/6/2013	Waltham Boys & Girls Club	20 Exchange Street Waltham, MA 02451		PC	Resource Development, for one year	\$ 45,000.00
6/6/2013	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610-2520		PC	development	\$ 25,000.00
12/10/2013	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610-2520		PC	Foundation for the Future campaign	\$ 25,000.00
12/19/2013	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA 01610-2520		PC	Foundation for the Future campaign	\$ 25,000.00

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1/4/2013	Boys and Girls Club of Dorchester, Inc.	35 Deer Street Dorchester, MA 02125		PC	Boys and Girls Club of Brockton operations	\$ 35,000.00
12/5/2013	Boys and Girls Club of Dorchester, Inc.	35 Deer Street Dorchester, MA 02125		PC	general operations	\$ 75,000.00
12/5/2013	Haverhill Boys' Club Inc d/b/a Boys and Girls Club of Haverhill	55 Emerson Street Haverhill, MA 01830		PC	general operations, the teen summer program and capital improvements	\$ 115,000.00
2/14/2013	Boys and Girls Clubs of Middlesex County	66-70 Union Square Somerville, MA 02143		PC	general operating support	\$ 25,000.00
6/6/2013	Boys and Girls Clubs of Middlesex County	66-70 Union Square Somerville, MA 02143		PC	general operating support	\$ 50,000.00
12/3/2013	Boys and Girls Clubs of Middlesex County	66-70 Union Square Somerville, MA 02143		PC	general operating support	\$ 39,712.51
3/21/2013	Breakthrough Cambridge Inc d/b/a Breakthrough Greater Boston	PO Box 381486 Cambridge, MA 02238		PC	college access and teacher training programs in Boston, for one year	\$ 30,000.00
3/21/2013	Building Bridges Through Music	25 Exchange Street Lynn, MA 01901		PC	capacity building	\$ 20,000.00
10/16/2013	Building Excellent Schools Inc	31 Milk Street, 6th Floor Boston, MA 02109		PC	Massachusetts BES fellow	\$ 15,000.00
12/5/2013	Cape Ann Art Haven Inc	180B Main Street Gloucester, MA 01930		PC	programming and capital expenses for The Hive	\$ 30,000.00
12/5/2013	Castle Square Tenants' Organization, Inc.	476 Tremont Street Boston, MA 02116		PC	Youth Education Program	\$ 10,000.00
9/19/2013	Catholic Charitable Bureau of the Archdiocese of Boston	51 Sleeper Street Boston, MA 02110		PC	Teen Center at St. Peter's operations and the purchase of a 15	\$ 40,000.00
3/21/2013	Chelsea Collaborative Inc	318 Broadway Chelsea, MA 02150		PC	Summer Youth Employment Initiative	\$ 30,000.00

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12/5/2013	Children's Friend, Inc.	21 Cedar Street Worcester, MA 01609			School Age Mothers Program	\$ 20,000.00
9/19/2013	City on a Hill Foundation Inc. f/b/o City on a Hill Charter Public School	58 Circuit Street Roxbury, MA 02119		PC	City on a Hill Charter Public School New Bedford	\$ 100,000.00
9/19/2013	Coaching for Change Inc	75 Amory Street Third Floor Boston, MA 02119		PC	school-based apprenticeship program in Brockton	\$ 20,000.00
3/21/2013	College Bound Dorchester, Inc.	18 Samoset Street Dorchester, MA 02124		PC	High School track of the College Connections program	\$ 15,000.00
9/19/2013	Neighbors in Need f/b/o Communities Together Inc.	PO Box 428 Lawrence, MA 01842		PC	Manos Felices! Happy Hands at Hancock! program	\$ 15,000.00
9/19/2013	Community Boating Center Inc	1641 Pandanaram Avenue New Bedford, MA 02740		PC	purchase of five safety boats	\$ 35,000.00
3/21/2013	Community Day Care Center of Lawrence Inc	190 Hampshire Street Lawrence, MA 01840		PC	Latchkey Enrichment: Summer 2013 program	\$ 22,000.00
12/5/2013	Community Day Care Center of Lawrence Inc	190 Hampshire Street Lawrence, MA 01840		PC	Latchkey Enrichment: Summer 2014 program	\$ 24,000.00
1/4/2013	Community Day Care Center of Lawrence f/b/o Community Day Charter Public School	190 Hampshire Street Lawrence, MA 01840		PC	purchase and renovation of the former Charles S. Storow School, over	\$ 150,000.00
6/6/2013	Community Rowing Inc	Harry Parker Boathouse 20 Nonantum Road Brighton, MA 02135		PC	Let's Row Boston	\$ 30,000.00
2/28/2013	Dennison Memorial Community Center, Inc.	755 South First Street New Bedford, MA 02744		PC	\$30,000.00 for operations, \$15,000.00 for an administrative	\$ 25,000.00
12/5/2013	Dennison Memorial Community Center, Inc.	755 South First Street New Bedford, MA 02744		PC	\$20,000.00 for operations and \$5,000.00 for development, for six	\$ 25,000.00
12/5/2013	James D. St. Clair Court Public Education Program of the Boston Bar Foundation Inc.	One Courthouse Way Suite 3120 Boston, MA 02210		PC	holistic strategic initiatives	\$ 35,000.00

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6/19/2013	Dorchester Youth Collaborative	1514-A Dorchester Avenue Dorchester, MA 02122		PC	programming and the purchase of a van	\$ 5,000.00
9/19/2013	Dorchester Youth Collaborative	1514-A Dorchester Avenue Dorchester, MA 02122		PC	Safe City Academy and the Asian Basketball program	\$ 50,000.00
12/19/2013	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Roslindale, MA 02131		PC	Brooke 2 Mattapan facility	\$ 55,000.00
6/6/2013	Elizabeth Seton Academy Inc	2220 Dorchester Avenue Dorchester, MA 02124		PC	Tuition Assistance Program, for one year	\$ 10,000.00
3/21/2013	The Epiphany School, Inc.	154 Centre Street Dorchester, MA 02124		PC	purchase of the house at 218 Centre Street and the adjacent lots	\$ 10,000.00
6/6/2013	Esperanza Academy Inc.	198 Garden Street Lawrence, MA 01840		PC	Extended Day Program	\$ 30,000.00
12/5/2013	Essex Art Center	56 Island Street Lawrence, MA 01840		PC	\$35,000.00 for programming, \$7,500.00 for renovations and education and training programs, including the Institute for Trustees,	\$ 51,000.00
12/5/2013	Essex County Community Foundation	175 Andover Street Danvers, MA 01923		PC		\$ 35,000.00
3/21/2013	Families First Parenting Programs	99 Bishop Allen Drive Cambridge, MA 02139		PC	program expansion in Brockton	\$ 25,000.00
12/5/2013	Families United for Educational Leadership Inc	561 Boylston Street, Fourth Floor Boston, MA 02116		PC	general operations	\$ 20,000.00
9/19/2013	Family Services of the Merrimack Valley	430 North Canal Street Lawrence, MA 01840		PC	Youth Mentoring Programs	\$ 25,000.00
6/6/2013	The United Presbyterian Church in the United States	340 Dorchester Street South Boston, MA 02127		PC	youth programming	\$ 15,000.00
9/19/2013	Freedom House, Inc.	14 Crawford St. Boston, MA 02121		PC	PUSH High School Program staff	\$ 20,000.00

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9/19/2013	Friends of Children Trust Fund Inc	55 Court Street, 4th Floor Boston, MA 02108		PC	Parenting Education and Support Groups in Rockland/Brockton and	\$ 11,000.00
9/19/2013	Friends of the Children-Boston Inc.	555 Amory Street Boston, MA 02130		PC	class of first grade Achievers	\$ 35,000.00
6/6/2013	Girls Incorporated of Greater Haverhill	7 William Street Haverhill, MA 01830		PC	school programs, for one year	\$ 15,000.00
6/6/2013	Girls Incorporated of Greater Lowell	220 Worthen Street Lowell, MA 01852		PC	purchase of an eight- passenger minivan	\$ 15,000.00
3/21/2013	Good Sports Inc	1515 Hancock Street, Suite 301 Quincy, MA 02169		PC	equipment program	\$ 50,000.00
3/21/2013	Greater Lawrence Community Boating Program Inc	PO Box 955 Lawrence, MA 01842		PC	Indoor Rowing League programming, and 'Science is All Around Us	\$ 14,000.00
9/19/2013	Groundwork Lawrence Inc.	60 Island Street Lawrence, MA 01840		PC	youth programs	\$ 20,000.00
3/21/2013	Holyoke Community College Foundation	303 Homestead Avenue Holyoke, MA 01040		PC	Quest program	\$ 40,000.00
9/19/2013	Homework House Inc.	54 North Summer Street Holyoke, MA 01040		PC	operations	\$ 40,000.00
6/6/2013	House of Peace & Education Inc.	20 Barthel Avenue Gardner, MA 01440-2502		PC	HOPE for Kids program	\$ 40,000.00
3/21/2013	Hull Life Saving Museum Inc.	1117 Nantasket Avenue P. O. Box 221 Hull, MA 02045		PC	Pulling Together Initiative	\$ 40,000.00
12/5/2013	Hyde Square Task Force, Inc.	PO Box 301871 Jamaica Plain, MA 02130		PC	Jovenes en Accion Youth Leadership and College Success Program	\$ 75,000.00
12/5/2013	InnerCity Weightlifting Inc	PO Box 171313 Boston, MA 02117		PC	general operations	\$ 45,000.00

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9/19/2013	Inquilinos Boricuas En Accion	405 Shawmut Avenue Boston, MA 02118		PC	Pathway Technology Campus and Cacique Youth Learning Center,	\$ 30,000.00
12/5/2013	International Institute of Boston, Inc.	One Milk Street Boston, MA 02109		PC	Lowell School Success Program	\$ 20,000.00
12/5/2013	Jericho Road Lawrence Inc	Old Center Hall 3 Great Pond Road North Andover, MA		PC	board development programming	\$ 25,000.00
3/21/2013	John Andrew Mazie Memorial Foundation	1502 Wisteria Way Wayland, MA 01778		PC	Mazie Mentoring Program	\$ 10,000.00
6/6/2013	Jumpstart for Young Children Inc.	308 Congress Street, 6th Floor Boston, MA 02210		PC	literacy and language skill programming in Brockton, Lawrence and	\$ 40,000.00
12/5/2013	Just A Start Corporation	1035 Cambridge Street, Unit 12 Cambridge, MA 02141-		PC	YouthBuild program	\$ 35,000.00
3/21/2013	Keysteps Inc	PO Box 300766 Jamaica Plain, MA 02130- 0007		PC	electronic database system and new website	\$ 35,000.00
12/5/2013	Lazarus House Lowell Community Charter School Friends Inc f/b/o Lowell Community Charter Public School	PO Box 408 Lawrence, MA 01842		PC	Education and Work Preparation program	\$ 45,000.00
9/19/2013		206 Jackson Street Lowell, MA 01852		PC	iPads and the Academic Achievement specialist	\$ 75,000.00
12/5/2013	LUK Crisis Center Inc	545 Westminster Street Fitchburg, MA 01420		PC	Mentoring Program	\$ 25,000.00
5/2/2013	LYSOA Inc	16 City Hall Square Lynn, MA 01901		PC	operating support	\$ 5,000.00
12/5/2013	LYSOA Inc	16 City Hall Square Lynn, MA 01901		PC	general operations	\$ 30,000.00
9/19/2013	Machine Science Inc	649 Massachusetts Avenue Suite #4		PC	programming at the Horace Mann School for the Deaf and Hard of	\$ 30,000.00

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12/5/2013	Margaret Fuller Neighborhood House, Inc.	71 Cherry Street Cambridge, MA 02139		PC	interior repairs to the after-school and community areas	\$ 55,000.00
9/19/2013	Gloucester Maritime Heritage Center d/b/a Maritime Gloucester	23 Harbor Loop Gloucester, MA 01930		PC	marine science wet laboratory/classroom space, and the Ocean	\$ 20,000.00
3/21/2013	Massachusetts Institute of Technology f/b/o MIT Science Technology Engineering & Math	STEM Program 77 Massachusetts Avenue, I-123		PC	programming for middle-school students from Lawrence	\$ 30,000.00
12/5/2013	Massachusetts Museum of Contemporary Art Foundation Inc.	1040 MASS MoCA Way North Adams, MA 01247		PC	Teenspace program, for one year	\$ 15,000.00
6/6/2013	Merrimack Valley Community Service Corps Inc	264 Essex Street Lawrence, MA 01840		PC	Lawrence Volunteer Intergenerational Program	\$ 20,000.00
3/21/2013	MetroLacrosse, Inc.	209 Green Street Jamaica Plain, MA 02130		PC	general operations	\$ 50,000.00
12/3/2013	MetroLacrosse, Inc.	209 Green Street Jamaica Plain, MA 02130		PC	general operations	\$ 25,000.00
12/5/2013	More Than Words	376 Moody Street Waltham, MA 02453		PC	general operations	\$ 50,000.00
12/5/2013	Mujeres Unidas Avanzando	54 Clayton Street Dorchester, MA 02122		PC	Adult Basic Education program, the GED computer lab, staff	\$ 86,000.00
9/19/2013	Community Arts Advocates Inc f/b/o MusiConnects	20 Belgrade Avenue #1 Roslindale, MA 02131		PC	general operating support and capacity building	\$ 20,000.00
3/21/2013	Mystic Learning Center, Inc.	530 Mystic Avenue, Room 103 Somerville, MA 02145		PC	Books of Hope program	\$ 20,000.00
6/6/2013	Nativity-Boston, Inc. d/b/a Nativity Preparatory School	39 Lamartine Street Jamaica Plain, MA 02130		PC	Technology Upgrades and Enhancement Project	\$ 25,000.00
6/6/2013	Nativity School of Worcester Inc	67 Lincoln Street Worcester, MA 01605		PC	\$30,000.00 for the Extended Day program and \$20,000.00 for Casa	\$ 50,000.00

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4/11/2013	North Shore Community Action Programs, Inc.	119 Rear Foster Street Building 13 Peabody, MA 01960		PC	Salem CyberSpace Academic Learning Center	\$ 10,000.00
9/19/2013	North Shore Community Action Programs, Inc.	119 Rear Foster Street Building 13 Peabody, MA 01960		PC	Salem CyberSpace Academic Learning Center	\$ 25,000.00
6/6/2013	North Shore Community Development	102 Lafayette Street Salem, MA 01970		PC	YouthBuild North Shore program	\$ 10,000.00
3/21/2013	Northern Essex Community College Foundation f/b/o Northern Essex Community College	100 Elliott Street Haverhill, MA 01830-2399		PC	STEM College for Kids program	\$ 12,000.00
12/5/2013	Notre Dame Education Center Inc	200 Old Colony Ave South Boston, MA 02127		PC	High School Diploma Program, for one year	\$ 20,000.00
3/21/2013	Paraclete Center Inc d/b/a Paraclete Foundation	207 E Street South Boston, MA 02127		PC	staff capacity building operating support for the SMILES Mentoring Program	\$ 30,000.00
7/3/2013	People Incorporated	4 South Main Street Fall River, MA 02721		PC	SMILES Mentoring Program	\$ 25,000.00
12/5/2013	People Incorporated	4 South Main Street Fall River, MA 02721		PC	SMILES Mentoring program	\$ 60,000.00
12/5/2013	Perkins School for the Blind Phoenix Charter Academy Foundation Inc f/b/o Phoenix Charter Academy	175 North Beacon Street Watertown, MA 02472		PC	community-based services in gateway cities, for one year	\$ 30,000.00
3/21/2013		59 Nichols Street Chelsea, MA 02150		SO I	Development Director	\$ 50,000.00
6/6/2013	Piers Park Sailing Center Inc.	95 Marginal Street East Boston, MA 02128-2742		PC	Inclusive Youth Development Program	\$ 30,000.00
12/5/2013	New Profit Inc f/b/o Playworks	29 Germania Street Jamaica Plain, MA 02130		PC	Junior Coach Leadership Academy	\$ 35,000.00
12/5/2013	Presentation of Mary Academy	209 Lawrence Street Methuen, MA 01844		PC	Tuition Assistance Program, 'PMA: Investing in the Future'	\$ 20,000.00

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12/5/2013	Project DEEP Association Inc.	Dorchester Educational Enrichment Program 1 Worrell Street Symphony Hall 301 Massachusetts Avenue	PC	program expansion at the Boys and Girls Club of Dorchester	\$ 24,000.00
3/20/2013	Project STEP, Inc.	50 Essex Street Cambridge, MA 02139	PC	core music program, for one year	\$ 20,000.00
12/5/2013	Prospect Hill Academy Charter School Foundation Inc f/b/o Prospect Hill Academy Charter	9 B Hamilton Place 3rd Floor Boston, MA 02108	PC	Prospect Fellows, for one year	\$ 85,000.00
12/5/2013	RAR - MA Inc d/b/a Raising a Reader	37 Central Square Lynn, MA 01901	PC	programming in Springfield	\$ 50,000.00
12/5/2013	Raw Art Works, Inc.	Cadigan Center 38 Woodside Ave. Amherst, MA 01002	PC	\$50,000.00 for operations and \$50,000.00 for capital expenses	\$ 100,000.00
12/5/2013	Reader to Reader Inc	1441 Main Street, First Floor Springfield, MA 01103	PC	Read, Think, Share program	\$ 37,000.00
3/21/2013	Regional Employment Board of Hampden County Inc	PO Box 255 Worcester, MA 01613	PC	Talk/Read/Succeed program	\$ 30,000.00
6/6/2013	Regional Environmental Council Inc.	Framingham High School 115 A Street Framingham, MA 01701	PC	YouthGROW program	\$ 15,000.00
3/21/2013	Friends of Resiliency for Life	11 Avenue de Lafayette Boston, MA 02111	PC	Academic Support Services	\$ 10,000.00
3/21/2013	Root Cause Institute Inc.	45 Congress Street Shetland Park Salem, MA 01970	PC	'Gateway Cities' social issue track	\$ 50,000.00
9/19/2013	Salem Foundation for Service Education Inc f/b/o Salem Academy Charter School	136 Magazine Street Cambridge, MA 02139	PC	Intervention Program programming in Lawrence, and the Senior Program Director, for one	\$ 40,000.00
6/6/2013	Science Club for Girls Inc.	51 Gage Street Worcester, MA 01605	PC	Achievement Net and touchscreen devices	\$ 88,000.00
12/5/2013	Learning First Foundation f/b/o Seven Hills Charter Public School				

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6/6/2013	Si Se Puede, inc.	P.O. Box 53 North Andover, MA 01845		PC	general operating expenses	\$ 25,000.00
6/6/2013	Sociedad Latina Inc.	1530 Tremont Street Roxbury, MA 02120		PC	Workforce Development program	\$ 75,000.00
6/6/2013	Southeast Asian Coalition of Central Mass Inc	484 Main Street, Suite 400 Worcester, MA 01609		PC	Youth Effect after-school youth development program	\$ 20,000.00
3/21/2013	Springfield School Volunteers, Inc.	1550 Main Street, 3rd Floor Springfield, MA 01103		PC	School-Based Mentoring Program	\$ 25,000.00
12/5/2013	Springfield VACA Inc	433 Belmont Avenue Springfield, MA 01108		PC	Family Empowerment Program	\$ 20,000.00
3/21/2013	SquashBusters, Inc.	795 Columbus Avenue Roxbury Crossing, MA 02120		PC	Boston and Lawrence programming	\$ 80,000.00
12/5/2013	SquashBusters, Inc.	795 Columbus Avenue Roxbury Crossing, MA 02120		PC	program expansion in Boston and Lawrence	\$ 70,000.00
9/19/2013	St. Stephen's Episcopal Church	74 South Common Street Lynn, MA 01902		PC	Community Youth Outreach Program	\$ 22,000.00
6/6/2013	Steppingstone Foundation Inc.	155 Federal Street, Suite 800 Boston, MA 02110		PC	College Success Academy renovations of the Lynn facility and the full-time Job Developer in	\$ 15,000.00
12/5/2013	Straight Ahead Ministries Inc	791 Main Street Worcester, MA 01610		PC	programming outside of Boston	\$ 20,000.00
3/21/2013	Bottom Line Inc f/b/o Summer Search	3840 Washington Street, Suite 2 Jamaica Plain, MA 02130		PC	Career Mentor Program program expansion in Fall River, New Bedford, and Lawrence	\$ 10,000.00
4/1/2013	Taunton Area School to Career Inc	1 Taunton Green Suite 2, 1st Floor Taunton, MA 02780		PC		
3/21/2013	New Profit Inc. f/b/o Teach For America, Inc.	60 Canal Street, Third Floor Boston, MA 02114		PC		\$ 50,000.00

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6/6/2013	Tenacity Inc.	38 Everett Street Boston, MA 02134		PC	development	\$ 120,000.00
9/19/2013	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111		PC	Boston Family Boatbuilding program support	\$ 25,000.00
9/19/2013	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111		PC	Future Chefs general operating support	\$ 40,000.00
3/21/2013	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111		PC	Explorers Academy, Youth Leadership Service Corps, MissionSAFE	\$ 35,000.00
3/21/2013	Third Sector New England	89 South Street, Suite 700 Boston, MA 02111		PC	two Research Associates, the Executive Director, the Director of Growth	\$ 60,000.00
9/19/2013	Thomas Chew Memorial Boys Club Inc. d/b/a Thomas Chew Memorial Boys & Girls Club	803 Bedford Street/P.O. Box 5155 Fall River, MA 02723		PC	general operations	\$ 90,000.00
12/5/2013	Treble Chorus of New England	129 Reservation Road Andover, MA 01810		PC	My Own Voice choir	\$ 4,500.00
6/6/2013	Tutoring Plus of Cambridge, Inc.	225 Windsor Street Cambridge, MA 02139		PC	general operating expenses	\$ 45,000.00
9/19/2013	United Neighbors of Fitchburg Inc	18 Fairmount Street Fitchburg, MA 01420		PC	Cleghorn Youth Center After-School/Night and Summer Programs	\$ 25,000.00
6/6/2013	United Teen Equality Center	34 Hurd Street Lowell, MA 01852		PC	capital improvements and youth stipends, for one year	\$ 100,000.00
3/21/2013	University of Massachusetts Foundation f/b/o Institute for Learning & Teaching, University of	ILT Project ALERTA 100 Morrissey Boulevard Boston, MA 02125-3393		PC	Project ALERTA	\$ 25,000.00
12/5/2013	University of Massachusetts Foundation Inc. f/b/o Urban Scholars Program	McCormack Bldg, 3rd Flr, Room 008 100 Morrissey Blvd		PC	core services and programs	\$ 25,000.00
12/26/2013	National Center on Time and Learning Inc f/b/o Unlocking Potential Inc.	90 Canal Street, Suite 610 Boston, MA 02114		PC	program support for a district school in Lawrence	\$ 25,000.00

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3/21/2013	Up With Music Inc	1213 Salem Street North Andover, MA 01845		PC	Lawrence violin program	\$ 12,000.00
9/19/2013	Friends of Veritas Preparatory Charter School Inc. f/b/o Veritas Preparatory Charter School	370 Pine Street Springfield, MA 01105		PC	High Bar program and board development	\$ 25,000.00
3/21/2013	West End House Inc	105 Allston Street Allston, MA 02134-5029		PC	strategic plan objectives, for one year	\$ 30,000.00
9/19/2013	West End House Inc	105 Allston Street Allston, MA 02134-5029		PC	IT system overhaul	\$ 35,000.00
6/6/2013	Worcester Chamber Music Society Inc	30 Whitman Road PO Box 607 Harvard, MA 01451		PC	Neighborhood Strings program	\$ 10,000.00
9/19/2013	Worcester Youth Center	326 Chandler Street Worcester, MA 01605		PC	operating support	\$ 45,000.00
9/19/2013	Boston Local Development Corp f/b/o WriteBoston	7 Palmer Street Roxbury, MA 02119		PC	part-time writing coach at Boston Preparatory Charter Public School	\$ 25,000.00
9/19/2013	Year Up Inc.	93 Summer Street, 5th Floor Boston, MA 02110		PC	Year Up Boston's program growth	\$ 10,000.00
12/3/2013	Year Up Inc.	93 Summer Street, 5th Floor Boston, MA 02110		PC	Year Up Boston's program growth	\$ 50,000.00
6/6/2013	YMCA Merrimack Valley	101 Amesbury Street, 4th Floor Lawrence, MA 01840		PC	Junior and Teen Achievers Program	\$ 20,000.00
2/7/2013	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104- 3498		PC	one-half for operations and one-half for capital expenses at the three teen	\$ 30,000.00
3/21/2013	YMCA of Greater Springfield	275 Chestnut Street Springfield, MA 01104- 3498		PC	Dunbar Community Center programming	\$ 50,000.00
5/2/2013	Old Colony Y	320 Main Street Brockton, MA 02301- 5389		PC	elevator	\$ 50,000.00

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3/21/2013	Old Colony Y	320 Main Street Brockton, MA 02301-5389		PC	\$100,000.00 for Youth Focus programming in Brockton and \$40,000.00	\$ 140,000.00
6/6/2013	Youth and Family Enrichment Services	1234 Hyde Park Avenue, Suite 104 Hyde Park, MA 02136		PC	Youth Builders After-School Program	\$ 25,000.00
3/21/2013	Youth Development Organization	60 Island Street, Suite 201E Lawrence, MA 01840		PC	organizational costs and program expenses	\$ 80,000.00
10/7/2013	Youth Development Organization	60 Island Street, Suite 201E Lawrence, MA 01840		PC	organizational costs and program expenses	\$ 30,000.00
12/5/2013	Youth Enrichment Services, Inc.	412 Massachusetts Avenue Boston, MA 02118-3505		PC	youth programming	\$ 37,000.00
6/6/2013	The Greater Lawrence YWCA	38 Lawrence Street Lawrence, MA 01840		PC	program operating support	\$ 25,000.00
9/19/2013	Zumix Inc.	260 Sumner Street East Boston, MA 02128		PC	operations	\$ 50,000.00
						\$ 7,254,212.51

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<u>Schedule Date</u>	<u>Grantee Legal Name</u>	All conditioned upon evaluation and approval of grant compliance to date	<u>Mark if Recipient is an Individual</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant</u>	<u>Amount</u>
4/1/2014	Alliance for Inclusion & Prevention Inc	Washington Irving Middle School 105 Cummins Highway		PC	Connecting With Care program	\$35,000.00
4/1/2014	Big Brothers Big Sisters of Franklin County	PO Box 100 Greenfield, Ma		PC	Agency Information Management 360 database	\$5,000.00
4/1/2014	Boys & Girls Club of Greater Holyoke, Inc.	PO Box 6256 Holyoke, MA		PC	programming in the Holyoke Housing Authority communities	\$20,000.00
4/1/2014	Coaching for Change Inc	75 Amory Street Boston, MA		PC	school-based apprenticeship program in Brockton	\$20,000.00
4/1/2014	Community Boating Center Inc	1641 Pandanaram Avenue New Bedford		PC	purchase of five safety boats	\$10,000.00
4/1/2014	Gloucester Maritime Heritage Center d/b/a Maritime Gloucester	23 Harbor Loop Gloucester, MA		PC	marine science wet laboratory/classroom space, and the Ocean	\$5,000.00
4/1/2014	North Shore Community Action Programs, Inc.	119 Rear Foster Street Building 13 Peabody, MA		PC	Salem CyberSpace Academic Learning Center	\$10,000.00
4/1/2014	Project STEP, Inc.	Symphony Hall 301 Massachusetts Avenue Boston, MA		PC	Pre-College Division	\$20,000.00
1/15/2014	Boys and Girls Clubs of Middlesex County	66-70 Union Square Somerville, MA		PC	general operating support	\$10,287.49

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5/15/2014	Dennison Memorial Community Center, Inc.	755 South First Street New Bedford, MA		PC	\$20,000.00 for operations and \$5,000.00 for development, for six	\$20,000.00
7/1/2014	Haverhill Boys' Club Inc d/b/a Boys and Girls Club of Haverhill	55 Emerson Street Haverhill, MA		PC	general operations, the teen summer program and capital improvements	\$20,000.00
7/1/2014	Cape Ann Art Haven Inc	180B Main Street Gloucester, MA		PC	programming and capital expenses for The Hive	\$5,000.00
1/1/2014	Boys & Girls Clubs of Boston	50 Congress Street, Suite 730 Boston, MA		PC	renovation of the former Mattapan library to create a teen center	\$50,000.00
1/1/2015	Boys & Girls Clubs of Boston	50 Congress Street, Suite 730 Boston, MA		PC	renovation of the former Mattapan library to create a teen center	\$50,000.00
1/1/2015	Friends of Excel Academy Inc f/b/o Excel Academy	58 Moore Street East Boston, MA		PC	construction of a high school, and the Graduate Services Program	\$75,000.00
1/1/2016	Friends of Excel Academy Inc f/b/o Excel Academy	58 Moore Street East Boston, MA		PC	construction of a high school, and the Graduate Services Program	\$75,000.00
1/1/2017	Friends of Excel Academy Inc f/b/o Excel Academy	58 Moore Street East Boston, MA		PC	construction of a high school, and the Graduate Services Program	\$50,000.00
1/1/2014	Old Colony Y	320 Main Street Brockton, MA		PC	elevator	\$25,000.00
1/2/2014	Community Day Care Center of Lawrence f/b/o Community Day Charter Public School	190 Hampshire Street Lawrence, MA		PC	purchase and renovation of the former Charles S. Storrow School, over	\$125,000.00
1/2/2015	Community Day Care Center of Lawrence f/b/o Community Day Charter Public School	190 Hampshire Street Lawrence, MA		PC	purchase and renovation of the former Charles S. Storrow School, over	\$100,000.00

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1/15/2014	Boys and Girls Club of MetroWest, Inc.	169 Pleasant Street Marlborough, MA		PC	programming at the Framingham clubhouse	\$35,000.00
7/1/2014	Building Excellent Schools Inc	31 Milk Street, 6th Floor Boston, MA		PC	Argosy pledge	\$200,000.00
12/9/2014	Brooke School Foundation Inc f/b/o Edward Brooke Charter School	190 Cummins Highway Roslindale, MA		PC	Brooke 2 Mattapan facility	\$35,000.00
1/1/2014	Youth Development Organization	60 Island Street, Suite 201E Lawrence, MA		PC	organizational costs and program expenses	\$30,000.00
1/1/2014	Boston Debate League Incorporated	31 State Street, 10th Floor Boston, MA		PC	After-School Debate League	\$50,000.00
1/15/2014	Science Club for Girls Inc.	136 Magazine Street Cambridge, MA		PC	programming in Lawrence, and the Senior Program Director, for one	\$20,000.00
1/15/2014	Boys Club of Greater New Bedford Inc d/b/a Boys and Girls Club of New Bedford	166 Jenney Street New Bedford, MA		PC	summer youth employment program	\$20,000.00
1/1/2014	Boys and Girls Club of Worcester	65 Tainter Street Worcester, MA		PC	development	\$25,000.00
					total	\$1,145,287.49