Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter Social Security numbers on this form as it may be made public.**

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation JOSEPHINE AND LOUISE CRANE FOUNDATION
C/O W K MACKEY

A Employer identification number 20-8970284

Number and street (or P O box number if mail is not delivered to street address) 220 MAIN STREET, SUITE 202
P.O. BOX 901

Room/suite

B Telephone number (see instructions) (508) 548-1155

City or town, state or province, country, and ZIP or foreign postal code FALMOUTH, MA 02451

C If exemption application is pending, check here ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 76,640,690.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

		(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 (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	1,464,785.	1,594,768.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,323,471.			
	b Gross sales price for all assets on line 6a 2,488,537.				
	7 Capital gain net income (from Part IV, line 2)		2,488,537.		
	8 Net short-term capital gain				
	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) ATCH 2	2,501.	-96,610.		
	12 **Total.** Add lines 1 through 11	3,790,757.	3,986,695.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	11,500.	5,750.		
	c Other professional fees (attach schedule) *	271,550.	359,412.		
	17 Interest ATCH 5		2,705.		
	18 Taxes (attach schedule) (see instructions) ATCH 6	69,783.	4,623.		500.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	1,802.	80,473.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	354,635.	452,963.		500.
	25 Contributions, gifts, grants paid	3,390,200.			3,390,200.
	26 **Total expenses and disbursements** Add lines 24 and 25	3,744,835.	452,963.	0	3,390,700.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	45,922.			
	b **Net investment income** (if negative, enter -0-)		3,533,732.		
	c **Adjusted net income** (if negative, enter -0-)				

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			Beginning of year	End of year	
	Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	1,160,835.	1,009,588.	1,009,588.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 8	40,683,158.	40,791,129.	65,645,174.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 9	8,092,071.	8,181,269.	9,985,928.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	49,936,064.	49,981,986.	76,640,690.
Liabilities	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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
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	49,936,064.	49,981,986.	
	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)	49,936,064.	49,981,986.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	49,936,064.	49,981,986.	

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	49,936,064.
2	Enter amount from Part I, line 27a	2	45,922.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	49,981,986.
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	49,981,986.

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	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

	(i) F M V 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				

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	2,489,933.
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	3	0

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	3,250,517.	68,950,522.	0.047143
2011	3,300,502.	68,613,185.	0.048103
2010	3,000,000.	63,788,982.	0.047030
2009	3,000,000.	58,188,315.	0.051557
2008	3,743,039.	26,385,374.	0.141860

2 Total of line 1, column (d)	2	0.335693
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	0.067139
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	73,793,479.
5 Multiply line 4 by line 3	5	4,954,420.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,337.
7 Add lines 5 and 6	7	4,989,757.
8 Enter qualifying distributions from Part XII, line 4	8	3,390,700.

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	70,675.
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	
3	Add lines 1 and 2			3	70,675.
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	70,675.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	70,467.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	70,467.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	69.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ATCH 10 ▶			9	293.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	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.*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WILLIAM K. MACKEY, TRUSTEE Telephone no ▶ 508-548-1155

Located at ▶ 220 MAIN STREET, SUITE 202 FALMOUTH, MA ZIP+4 ▶ 02541

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

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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.

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

			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)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
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		

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? ☐ Yes ☐ No

If "Yes," list the years ▶ ______, ______, ______, ______

			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)	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

			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		
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		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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? ☐ 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? **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
ATCH 11		0	0	0

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

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

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

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
ATCH 12		256,119.
Total number of others receiving over $50,000 for professional services ▶		

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	63,188,765.
b	Average of monthly cash balances	1b	2,457,461.
c	Fair market value of all other assets (see instructions)	1c	9,271,012.
d	**Total** (add lines 1a, b, and c)	1d	74,917,238.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	74,917,238.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,123,759.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	73,793,479.
6	**Minimum investment return.** Enter 5% of line 5	6	3,689,674.

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	3,689,674.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	70,675.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	70,675.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,618,999.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,618,999.
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	3,618,999.

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	3,390,700.
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	3,390,700.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,390,700.

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					3,618,999.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				1,253,446.	
b	Total for prior years 20 11 ,20 10 ,20 09					
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		0			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 3,390,700.					
a	Applied to 2012, but not more than line 2a				1,253,446.	
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					2,137,254.
e	Remaining amount distributed out of corpus					
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					
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					1,481,745.
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		0			
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					

Form **990-PF** (2013)

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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·

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

c Any submission deadlines:

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

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* ATCH 13				
Total . . . . ▶ **3a**				3,390,200.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	1,464,785.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	2,323,471.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a MISCELLANEOUS			01	2,501.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				3,790,757.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 3,790,757.

(See worksheet in line 13 instructions to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)

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.

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

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

▶ 11/17/14 ▶ Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name DONALD F. ANDERSON	Preparer's signature	Date 11/12/14	Check ☐ if self-employed	PTIN P00237951
Firm's name ▶ KPMG LLP			Firm's EIN ▶ 13-5565207	
Firm's address ▶ 60 SOUTH STREET BOSTON, MA 02111			Phone no 617-988-1000	

Form **990-PF** (2013)

JOSEPHINE AND LOUISE CRANE FOUNDATION 20-8970284

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GAIN/LOSS ON SALES PER CLIENT DETAIL					VAR	VAR
7,156,917.		4,833,446.					2,323,471.	
		SHORT TERM CAPITAL GAINS VIA K-1S					VAR	VAR
48,762.							48,762.	
		LONG TERM CAPITAL GAINS VIA K-1S					VAR	VAR
78,746.							78,746.	
		SECTION 1250 GAIN						
21,094.							21,094.	
		SECTION 1231 GAIN						
17,860.							17,860.	
		AMOUNTS REPORTED NET OF UNRELATED BUSINESS INCOME (UBI)						
TOTAL GAIN(LOSS)							2,489,933.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPE COD 5 CUSTODY	130.	130.
CAPE COD 5 CHECKING	30.	30.
TD BANKNORTH	10,585.	10,585.
FIDELITY INVESTMENTS	140.	140.
DIVIDENDS		
CAPE COD 5 CUSTODY ACCOUNT	167,460.	167,460.
TD WEALTH MANAGEMENT	254,209.	254,209.
FIDELITY INVESTMENTS	1,001,659.	1,001,659.
TIFF MULTI ASSET FUND	30,572.	30,572.
VIA ACL ALTERNATIVE FUND		360.
VIA AMPERSAND 2006 LP		4,365.
VIA AW JONES COMPANY		11,856.
VIA BNY PARTNERS FUND		7,431.
VIA DAVIS INVESMTENT FUND IA		66,291.
VIA DAVIS INVESTMENT FUND IIA		4,023.
VIA EAGLE INCOME APPRECIATION		2,868.
VIA EXCELSIOR TRUST		8.
VIA KAYNE ANDERSON ENERY FUND VI		4.
VIA MONDRIAN INTERNATIONAL		8,438.
VIA MONITOR VENTURE PARTNERS I		964.
VIA MONITOR VENTURE PARTNERS I-A		1,568.
VIA POWERSHARES DB COMMODITY		436.
VIA WESTVIEW CAPITAL PARTNERS		23.
VIA WESTVIEW CAPITAL PARTNERS II		15,343.
VIA WV AIV (PPT) LLC		6,005.
TOTAL	1,464,785.	1,594,768.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DISTRIBUTION - SJC ONSHORE DIRECT LEND	736.	
DISTRIBUTION - SJC ONSHORE DIRECT LEND	1,528.	
PROCEEDS OF CLASS ACTION - ENRON	237.	
AW JONES COMPANY VIA K-1		-884.
BNY PARTNERS FUND I VIA K-1		2,744.
DAVIS INVESTMENT FUND I VIA K-1		64,719.
DAVIS VENTURES FUND II VIA K-1		10,493.
EAGLE INCOME APPRECIATION II VIA K-1		
EXCELSIOR TRUST 2 VIA K-1		20.
VIA KAYNE ANDERSON ENERGY FUND		-4,084.
MONDRIAN INTERNATIONAL VIA K-1		-87,992.
POWERSHARE DB COMMODITY VIA K-1		-50,065.
RMK GLOBAL TIMBERLAND RESOURCES VIA K-1		
SJC ONSHORE DIRECT LENDING VIA K-1		3,898.
WHITE OAK PINNACLE FUND VIA K-1		2,809.
WV AIV II(DAVEX) VIA K-1		1,343.
WV AIV II (PPT) VIA K-1		3,930.
REPORTED AS UBIT		-43,541.
TOTALS	2,501.	-96,610.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KPMG LLP	11,500.	5,750.		
TOTALS	11,500.	5,750.		

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CAPE COD 5	3,821.	3,821.
TD BANKNORTH	63,061.	63,061.
BALLENTINE, FINN & CO.	193,058.	193,058.
TIFF INTERNATIONAL EQUITY	729.	729.
MACKEY & FOSTER PA	10,000.	
VIA AMPERSAND 2006 LP		16,741.
VIA A.W. JONES CO.		28,949.
VIA BNY PARTNERS FUND		
VIA DAVIS INV. VENTURES OPP.		
VIA DAVIS INV. FUND II-A		
VIA EAGLE INCOME APPRECIATION		6,473.
VIA EXCELSIOR ABSOLUTE RETURN		
VIA KANYE ANDERSON ENERGY FUND		7,552.
VIA MONDRIAN INTERNATIONAL		
VIA MONITOR VENTURE PARTNERS		15,524.
VIA MONITOR VENTURE PTNRS. I-A		4,649.
VIA POWERSHARES DB AGRICULTURE		
VIA POWERSHARES DB COMMODITY		7,499.
WESTVIEW CAPITAL PTNRS. II	881.	881.
WESTVIEW CAPITAL PARTN. I K-1		16.
WESTVIEW CAPITAL PARTN. II K-1		10,459.
TOTALS	271,550.	359,412.

ATTACHMENT 5

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VIA AMPERSAND LP		122.
VIA A.W.JONES		
VIA EAGLE INCOME APPRECIATION		2,544.
VIA KAYNE ANDERSON		227.
REPORTED AS UBTI		-188.
TOTALS		2,705.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
FOREIGN TAXES PAID	3,329.	3,329.	
EXCISE TAXES	66,454.		
VIA A.W. JONES		791.	
VIA MONDRIAN INTERNATIONAL		503.	
COMMONWEALTH OF MA FEE			500.
TOTALS	69,783.	4,623.	500.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS EXPENSES	1,802.	1,802.
VIA ACL ALTERNATIVE FUND		21,718.
VIA A.W. JONES COMPANY		20,443.
VIA BNY PARTNERS FUND		2.
VIA DAVIS INVESTMENT VENTURES		16,944.
VIA DAVIS VENTURES II		18,501.
VIA EAGLE INCOME APPRECIATION		420.
VIA EXCELSIOR ABSOLUTE RETURN		-135.
VIA WV AIV(DAVEX)		767.
VIA WV II (PPT)		11.
TOTALS	1,802.	80,473.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENT 8A		40,683,158.	40,791,129.	65,645,174.
	TOTALS	40,683,158.	40,791,129.	65,645,174.

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

For the Year January 1, 2013 - December 31, 2013

Schedule I

Securities and Other Investments

		Cost	Market Value
Cape Cod 5 Custody Account 7200333018:			
2,000	Abbott Laboratories	50,686	76,660
2,000	Abbvie Inc.	54,910	105,620
3,250	AT&T Inc.	14,272	114,270
2,000	Autoliv Inc.	43,500	183,600
1,500	Boeing Co.	33,319	204,735
2,000	Coach Inc.	45,890	112,260
1,600	Comcast Corp. CL A	13,492	83,144
2,000	Comcast Corp. New CL A	30,620	99,760
5,000	Corning Inc.	57,691	89,100
1,000	Costco Wholesale Corp.	48,818	119,020
2,000	Deere & Co.	20,079	182,660
2,000	Du Pont E I De Nemours & Co.	63,848	129,940
2,000	Equifax, Inc.	12,925	138,180
1,971	Express Scripts Holding Co.	33,906	138,443
9,500	Exxon Mobil Corp.	39,279	961,400
10,000	General Electric Co.	41,632	280,300
3,500	Hillshire Brands Co.	91,678	117,040
5,000	IBM Corp.	40,599	937,850
3,350	J.P. Morgan Chase & Co.	88,305	195,908
1,000	Johnson & Johnson	73,040	91,590
2,800	Merck & Co.	63,740	140,140
5,000	Microsoft Corp.	131,188	187,050
1,500	Nestle S A Sponsored ADR	102,195	110,136
2,000	Pepsico Inc.	25,732	165,880
7,000	Pfizer Inc.	29,197	214,410
1,000	Procter & Gamble Co.	69,940	81,410
1,500	Syngenta AG Sponsored ADR	71,450	119,910
2,000	Verizon Communications	35,166	98,280
62,387	Vanguard Sh Term Inv Gr Adm	659,872	667,538
10,933	Vanguard Intl Equity Ind Fd	420,814	449,784
28,411	Vanguard Total Intl Stk Ind	397,760	475,882

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

STATEMENT OF REVENUE, GRANTS, EXPENSES
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Securities and Other Investments

		Cost	Market Value
TD Wealth Management 63-0014-01-7:			
4,400	Abbott Labs	53,682	168,652
4,400	Abbvie Inc.	58,155	232,364
3,450	Anadarko Petroleum	200,410	273,654
6,000	Automatic Data Processing	198,333	484,794
4,500	Bemis Inc.	138,384	184,320
2,100	Berkshire Hathaway Inc.	177,590	248,976
7,600	Chevron Corporation	606,718	949,316
10,100	Colgate Palmolive Co.	315,423	658,621
2,600	E I DuPont de Nemours Inc.	135,340	168,922
7,500	Emerson Electric Co.	211,640	526,350
2,128	Express Scripts Holding Co.	26,087	149,471
300	Google Inc.	174,608	336,213
3,800	Home Depot Inc.	104,348	312,892
1,120	IBM Corp.	114,813	210,078
2,360	Intl Flavors & Fragrances Inc.	107,409	202,913
2,150	McDonalds Corp.	102,605	208,614
5,900	Merck & Co. Inc.	263,002	295,295
3,600	Microsoft Corporation	103,725	134,676
2,706	Norfolk Southern Corp.	82,533	251,198
2,810	Novartis A G Sponsored	162,505	225,868
5,050	Pepsico Inc.	208,815	418,847
34,000	Select Sector Spdr Tr - Tech	616,077	1,215,160
3,400	Syngenta Ag ADR	99,645	271,796
2,090	Techne Corp.	109,514	197,860
55,507	Vanguard Totl Intl Stk Index	810,400	929,740
12,500	Vanguard Financial Vipers	305,013	555,250
13,750	Vanguard Ftse Emerg Mkts Etf -	537,543	545,105
3,300	Verizon Communications	105,009	162,162
4,000	Walgreen Co.	62,750	229,760
3,430	Walt Disney Co.	81,051	262,052
3,320	Zimmer Holdings Inc.	155,635	309,391

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

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Schedule I

Securities and Other Investments

		Cost	Market Value
TD Wealth Management 63-0014-01-7:			
	(continued)		
Face Amount	Bonds & Notes		
56,062	Vanguard LTD Term T/E Fund	625,361	617,800
Fidelity Brokerage Account 674-459429:			
2,517	3M	137,919	353,009
3,610	Abbott Laboratories	79,631	138,371
3,610	Abbvie Inc.	86,268	190,644
6,507	American Express Co.	281,062	590,380
8,320	Anadarko Pete Corp.	149,696	659,942
20,354	Analog Devices	349,200	1,036,629
6,175	Automatic Data Processing	208,739	498,934
6,056	Chevron Corp.	483,257	756,455
13,632	Cisco Systems Inc.	268,466	305,766
3,610	Coca Cola Co.	106,426	149,129
4,275	Costco Wholesale Corp.	152,565	508,810
37,810	CSX Corp.	204,308	1,087,794
5,415	CVS Caremark Corp.	126,119	387,552
4,512	EBay Inc.	153,523	247,551
14,179	Exxon Mobil Corp.	420,761	1,434,915
62,534	General Electric	1,599,161	1,752,828
902	Goldman Sachs Group Inc.	80,431	159,889
285	Google Inc.	135,432	319,402
4,061	Home Depot Inc.	131,567	334,383
6,175	IBM Corp.	327,068	1,158,245
46,289	Intel Corp.	1,026,925	1,201,431
16,106	Ishares Corp S&P Sm Cap	661,878	1,757,648
16,450	Ishares Tr MSCI All Cntry Asia	903,706	992,100
13,395	Johnson & Johnson	500,508	1,226,848
9,025	Microsoft Corp.	232,303	337,625
16,245	Pall Corp.	365,512	1,386,511
4,964	Pepsico Inc.	198,051	411,714

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

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Schedule I

Securities and Other Investments

Fidelity Brokerage Account 674-459429:
(continued)

		Cost	Market Value
9,025	Pfizer Inc.	294,095	276,436
34,100	Powershares DB Commodity Ind	946,344	875,006
11,780	Procter & Gamble Co.	423,474	959,010
6,175	Quest Diagnostics Inc.	196,030	330,609
13,537	Schlumberger Ltd.	461,533	1,219,819
36,000	Sector SPDR Tr Shs Ben Intl Finl	424,778	786,960
20,000	Sector SPDR Tr Shs Ben Intl Util	617,376	759,400
2,256	United Parcel Service	137,130	237,060
9,025	Verizon Communications Inc.	280,827	443,489
5,629	Wal Mart Stores Inc.	317,519	442,946
8,574	Walt Disney Co.	234,068	655,054
50,450	Vanguard Tax Mng Intl Fd	1,558,156	2,102,756
85,150	Vanguard FTSE Emerging Mkts ETF	3,111,824	3,503,071
3,200	Vanguard REIT ETF	100,923	206,592
35,550	Vanguard Index Tr Ext Mkt Vipers	1,542,314	2,939,985
14,925	Fidelity Floating Rate High Inc.	150,000	148,657
17,153	AQR Risk Parity Fund	200,025	184,734
51,335	DFA Intl Real Estate SEC Port	250,025	257,700
62,165	DFA Intl Small Company Port	771,150	1,194,198
26,618	DFA Intl Small Cap Value	360,050	541,680
9,948	DFA US Small Cap Value Prtf	135,025	352,273
77,318	DFA Intl Value Prtf Instl	1,200,000	1,533,215
23,946	Harbor High Yield Bond	250,025	258,860
11,022	Mainstay Marketfield Fund Class	200,000	205,870
24,979	Pimco All Asset Inst Class	300,025	301,749
79,182	Templeton Global Bond Advisor	952,088	1,036,489
35,618	Vanguard Infl Procted Sec Adm	830,223	907,194
51,547	Vanguard Intermed Trm Invst Gr A	464,479	498,463
117,130	Vanguard ST Inv Gr Admiral	1,220,130	1,253,289
162,338	Wasatch Frontier Emerging Sm. Co	500,000	504,870

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

STATEMENT OF REVENUE, GRANTS, EXPENSES
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Schedule I

Securities and Other Investments

		Cost	Market Value
U.S. Trust:			
2,365	Jones Lang LaSalle Income Property Trust	240,261	143,773
147	Excelsior Liquidating Trusts	14,970	2,525
The Investment Fund for Foundations:			
196,588	Multi-Asset Fund	2,775,689	3,196,515
OTHER INVESTMENTS:			
Hedge Funds (Limited Partnership Interests):			
	A. W. Jones Associates LP	570,000	1,451,451
	Pinehurst Institutional, Ltd.	1,000,000	1,450,304
Venture Capital (Limited Partnership Interests):			
	BNY Partners Fund, L.L.C.	-	120,000
	Ampersand 2006 Ltd. Partnership	506,713	965,457
	BNY Cayman Fund, III, Ltd.	800,000	839,950
	Monitor Venture Partners I	865,627	507,613
	Monitor Venture Partners I-A	265,791	253,614
	WestView Capital Partners	-	145,458
	WestView Capital Partners II	341,030	472,621
	Abbey Capital Ltd Alternative Fd	955,000	845,043
Miscellaneous (Limited Partnership Interests):			
	Davis Value Opportunity Fd I-A	300,961	670,806
	Davis Value Opportunity Fd II-A	298,805	283,706

JOSEPHINE AND LOUISE CRANE FOUNDATION, INC.

STATEMENT OF REVENUE, GRANTS, EXPENSES
FUND BALANCE AND BALANCE SHEET

For the Year January 1, 2013 - December 31, 2013

Schedule I

Securities and Other Investments

	Cost	Market Value
Miscellaneous		
(Limited Partnership Interests):		
(continued)		
Avila Fund	364,847	2,285
RMK Global Timberland Fund A	166,149	194,508
RMK Global Timberland Fund B	297,593	287,339
Kayne Anderson Energy Fund	105,000	73,357
SJC Onshore Direct Lending II	55,340	53,386
White Oak Pinnacle Fund, L.P.	288,413	173,680
Eagle Income Appreciation Fund	1,000,000	1,195,350
Total, Schedule I	$ 48,971,973	$ 76,640,690

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
A.W. JONES COMPANY	570,000.	570,000.	1,451,451.
PINEHURST INSTITUTIONAL LTD	1,000,000.	1,000,000.	1,450,304.
BNY PARTNERS FUND, LLC			120,000.
AMPERSAND 2006 LTD PARTNERSHIP	386,713.	506,713.	965,457.
BNY CAYMAN FUND III, LTD	800,000.	800,000.	839,950.
MONITOR VENTURE PARTNERS I, LP	865,627.	865,627.	507,613.
MONITOR VENTURE PTNS I-A, LP	265,791.	265,791.	253,614.
WESTVIEW CAPITAL PARTNERS, LP			145,458.
WESTVIEW CAPITAL II, LP	292,687.	341,030.	472,621.
ABBEY CAPITAL LIMITED ALT. FD	1,000,000.	955,000.	845,043.
MONDRIAN INT'L FIXED INC. FUND	670,761.		
DAVIS VALUE OPP. FUND I-A	443,669.	300,961.	670,806.
DAVIS VALUE OPP. FUND II-A	98,805.	298,805.	283,706.
AVILA FUND	364,847.	364,847.	2,285.
HIGHBRIDGE QUANTITATIVE	500,000.		
RMK GLOBAL TIMBERLAND FUND	313,171.	463,742.	481,847.
KAYNE ANDERSON ENERGY FUND	20,000.	105,000.	73,357.
EAGLE INCOME APPRECIATION FUND	500,000.	1,000,000.	1,195,350.
SJC ONSHORE DIRECT LENDING		55,340.	53,386.
WHITE OAK PINNACLE FUND		288,413.	173,680.
TOTALS	8,092,071.	8,181,269.	9,985,928.

ATTACHMENT 10

FORM 990PF - COMPUTATION OF PENALTIES AND INTEREST

END OF FISCAL/CALENDAR YEAR	12/31/2013
DATE RETURN IS DUE IF ON EXTENSION	11/17/2014
DATE RETURN WILL BE RECEIVED BY THE IRS	11/17/2014
NUMBER OF DAYS RETURN IS LATE	186
NUMBER OF MONTHS RETURN IS LATE	7
LATE FILING PENALTY	
LATE PAYMENT PENALTY	7.
INTEREST	9.
TOTAL PENALTIES AND INTEREST	16.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
DAVIS CRANE GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR, PRESIDENT 1.00	0	0	0
WINNIE CRANE MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR, VP 1.00	0	0	0
WILLIAM K. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR/TREASURER/SECRETARY 1.00	0	0	0

WILLIAM K. MACKEY IS A TRUSTEE OF THE FOUNDATION AND ALSO A PRINCIPAL WITH MACKEY & FOSTER, PA. MACKEY & FOSTER, PA PROVIDED ADMINISTRATIVE SERVICES TO THE FOUNDATION DURING 2013 AND WAS PAID $10,000 FOR THESE SERVICES. THE FOUNDATION BELIEVES THE SERVICES PROVIDED WERE REASONABLE AND NECESSARY FOR THE CARRYING OUT OF THE FOUNDATION'S EXEMPT PURPOSE AND THE AMOUNT PAID WAS NOT EXCESSIVE. ACCORDINGLY THE FOUNDATION HAS CONCLUDED THAT THESE PAYMENTS ARE PERMISSIBLE UNDER INTERNAL REVENUE REGULATION 53.4941(D)(3).

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOSEPHINE B. GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02541	DIRECTOR, ASST VP 1.00	0	0	0
CAMERON K. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	ASST, TREASURER 1.00	0	0	0
WINNIE GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
AMY L. GREENE 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
WILLIAM T. MACKEY 220 MAIN STREET, SUITE 202 P.O. BOX 901 FALMOUTH, MA 02451	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 12

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BALLENTINE, FINN, & CO. 230 3RD AVENUE, 5TH FLOOR WALTHAM, MA 02451	INVESTMENT MGMT	193,058.
TD BANKNORTH 495 STATION AVENUE S. YARMOUTH, MA 02664	CUSTODIAN	63,061.
TOTAL COMPENSATION		256,119.

JOSEPHINE AND LOUISE CRANE FOUNDATION 20-8970284

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE 300 COMMITTEE LAND TRUST, INC 157 LOCUST STREET FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,000
BERKSHIRE CHILDREN & FAMILIES, INC 480 WEST STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	55,000
BERKSHIRE COUNTY CHAPTER OF THE AMERICAN RED CROSS 480 WEST STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	65,000
BERKSHIRE HISTORICAL SOCIETY 780 HOLMES RD PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
BERKSHIRE MEDICAL CENTER, INC 725 NORTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	90,000.
BERKSHIRE MUSEUM 39 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BERKSHIRE MUSIC SCHOOL, INC 30 WENDELL AVENUE PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
BERKSHIRE THEATRE GROUP, INC 111 SOUTH STREET PITTSFIELD, MA 02101	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
BERKSHIRE UNITED WAY, INC 200 SOUTH STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	250,000
BOSTON MEDICAL CENTER 901 MASSACHUSETTS AVENUE BOSTON, MA 02118	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
BOSTON PRIVATE INDUSTRY COUNCIL 2 OLIVER STREET, 7TH FLOOR BOSTON, MA 02109	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
BOSTON UNIVERSITY CENTER FOR PSYCHIATRIC REHABILIT 940 COMMONWEALTH AVENUE WEST BOSTON, MA 02215	NONE EXEMPT ORGANIZATION	UNRESTRICTED	200,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE BOTTOM LINE, INC 500 AMORY STREET, SUITE 3 JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
BOYS AND GIRLS CLUB OF DORCHESTER, INC 1135 DORCHESTER AVENUE DORCHESTER, MA 02125	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000
BOYS AND GIRLS CLUB OF PITTSFIELD, INC 16 MELVILLE STREET PITTSFIELD, MA 01201	NONE EXEMPT ORGANIZATION	UNRESTRICTED	240,000
BRIEN CENTER PO BOX 4219 PITTSFIELD, MA 01202	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
CAPE COD COMMUNITY COLLEGE 2240 IYANNOUGH ROAD WEST BARNSTABLE, MA 02668	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
CAPE COD HEALTHCARE FOUNDATION, INC. P O BOX 370 HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	250,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAPE COD SYMPHONY & CONSERVATORY OF MUSIC & ARTS 60 HIGHFIELD DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
CAREER COLLABORATIVE, INC 77 SUMMER STREET, 11TH FLOOR BOSTON, MA 02110	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
CHILDREN'S ADVOCACY CENTER OF SUFFOLK COUNTY 989 COMMONWEALTH AVENUE BOSTON, MA 02215	NONE EXEMPT ORGANIZATION	UNRESTRICTED	7,500
CHILDREN'S HOSPITAL TRUST CORPORATION 1 AUTUMN STREET, NO 731 BOSTON, MA 02215-5301	NONE EXEMPT ORGANIZATION	UNRESTRICTED	130,000
THE COALITION FOR BUZZARDS BAY, INC 620 BELLEVILLE AVENUE NEW BEDFORD, MA 02745-6035	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
CODMAN ACADEMY FOUNDATION 637 WASHINGTON STREET SUITE 12 DORCHESTER, MA 02124	NONE EXEMPT ORGANIZATION	UNRESTRICTED	38,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY HEALTH CENTER OF CAPE COD, INC. 107 COMMERCIAL STREET MASHPEE, MA 02649	NONE EXEMPT ORGANIZATION	UNRESTRICTED	125,000
COMMUNITY ROWING, INC. HARRY PARKER BOATHOUSE BRIGHTON, MA 02135	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
DORCHESTER YOUTH COLLABORATIVE, INC 1514A DORCHESTER AVE DORCHESTER, MA 02122	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
DUFFY HEALTH CENTER, INC. 105 PARK ST 20 NONANTUM ROAD HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
EDVESTORS, INC 140 CLARENDON STREET, SUITE 305 BOSTON, MA 02116	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
FALMOUTH ACADEMY, INC 7 HIGHFIELD DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	165,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FALMOUTH ARTISTS GUILD, INC P O BOX 660 FALMOUTH, M 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
FALMOUTH EDUCATION FOUNDATION, INC P O BOX 1061 FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000.
FALMOUTH SERVICE CENTER, INC P.O BOX 208 FALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	75,000
FAMILY SERVICE ASSOCIATION OF GREATER BOSTON 31 HEATH STREET JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
FOUNDATION FOR NEUROLOGICAL DISEASES, INC 10 STATE STREET NEWBURYPORT, MA 01950	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,000
FRIENDS OF FAIRWINDS, INC P.O BOX 2447 TEATICKET, MA 02536	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GOSNOLD, INC 200 TER HEUN DRIVE FALMOUTH, MA 02540	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
GREATER YELLOWSTONE COALITION, INC P O BOX 1874 BOZEMAN, MT 59771-1874	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000.
HANCOCK SHAKER VILLAGE, INC P O BOX 927 PITTSFIELD, MA 01202	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
HISTORIC HIGHFIELD, INC. P O BOX 494 FALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
THE HOME FOR LITTLE WANDERERS, INC. 271 HUNTINGTON AVENUE BOSTON, MA 02115	NONE EXEMPT ORGANIZATION	UNRESTRICTED	8,000
HULL LIFESAVING MUSEUM, INC 1117 NANTASKET AVENUE HULL, MA 02045-1310	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HURRICANE ISLAND OUTWARD BOUND SCHOOL 39 MECHANIC STREET CAMDEN, ME 04843	NONE EXEMPT ORGANIZATION	UNRESTRICTED	70,400
ISABELLA STEWART GARDNER MUSEUM 280 THE FENWAY BOSTON, MA 02115	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
THE LENNY ZAKIM FUND, INC 33 ARCH ST , 26TH FL SUITE 310 BOSTON, MA 02110	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
THE LOUIS D BROWN PEACE INSTITUTE CORP 1452 DORCHESTER AVENUE, 2ND FLOOR DORCHESTER, MA 02122	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000
MANNES COLLEGE THE NEW SCHOOL FOR MUSIC 150 WEST 85TH STREET NEW YORK, NY 10024	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
MARINE BIOLOGICAL LABORATORY 7 MBL STREET WOODS HOLE, MA 02543-1015	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MASSACHUSETTS AUDOBON SOCIETY, INC. 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
MASSACHUSETTS COMMUNITIES ACTION NETWORK 1773 DORCHESTER AVENUE DORCHESTER, MA 02124	NONE EXEMPT ORGANIZATION	UNRESTRICTED	15,000
THE MCLEAN HOSPITAL CORPORATION 115 MILL STREET BELMONT, MA 02478	NONE EXEMPT ORGANIZATION	UNRESTRICTED	40,000
MILTON ACADEMY 170 CENTRE STREET MILTON, MA 02186	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000.
PAL OF CAPE COD, INC P.O BOX 751 FALMOUTH, MA 02541	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
PARENT/PROFESSIONAL ADVOCACY LEAGUE, INC 45 BROMFIELD STREET, 10TH FLOOR BOSTON, MA 02108	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SIERRA CLUB FOUNDATION 85 SECOND STREET, SECOND FLOOR SAN FRANCISCO, CA 94105	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
SMART FROM THE START, INC THOMAS JOHNSON CENTER 68 ANNUNCIATION ROAD ROXBURY, MA 02120	NONE EXEMPT ORGANIZATION	UNRESTRICTED	4,000.
ST MARY'S WOMEN & CHILDREN'S CENTER, INC 90 CUSHING AVENUE DORCHESTER, MA 02125	NONE EXEMPT ORGANIZATION	UNRESTRICTED	80,000
TEEN EMPOWERMENT, INC 48 RUTLAND STREET BOSTON, MA 02118	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000.
UNION OF MINORITY NEIGHBORHOODS, INC. 42 SEAVERNS AVE JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
URBAN IMPROV FREELANCE PLAYERS, INC. JAMAICA PLAIN, MA 02130	NONE EXEMPT ORGANIZATION	UNRESTRICTED	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VISIONS, INC 48 JUNIPER STREET ROXBURY, MA 02119	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
W MURRAY CRANE COMMUNITY HOUSE 400 MAIN STREET 8 ST. JOHN STREET DALTON, MA 01226	NONE EXEMPT ORGANIZATION	UNRESTRICTED	200,000
WCAI, THE CAPE AND ISLANDS NPR STATION P O BOX 82 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
THE WEST END HOUSE, INC. 105 ALLSTON ST ALLSTON, MA 02134	NONE EXEMPT ORGANIZATION	UNRESTRICTED	25,000
TRINITY BOSTON FOUNDATION 206 CLARENDON STREET BOSTON, MA 02116	NONE EXEMPT ORGANIZATION	UNRESTRICTED	7,500.
VISITING NURESE ASSOCIATION/CAPE COD HEALTHCARE FO PO BOX 370 HYANNIS, MA 02601	NONE EXEMPT ORGANIZATION	UNRESTRICTED	24,800

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 13 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WOODS HOLE COMMUNITY ASSOCIATION P O BOX 327 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
WOODS HOLE FILM FESTIVAL P O BOX 624 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
WOODS HOLE PUBLIC LIBRARY P O BOX 386 WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	10,000
WOODS HOLE RESEARCH CENTER, INC 149 WOODS HOLE ROAD WOODS HOLE, MA 02543	NONE EXEMPT ORGANIZATION	UNRESTRICTED	35,000
YOUTH AND FAMILY ENRICHMENT SERVICES 1234 HYDE PARK AVNUE, SUITE 104 HYDE PARK, MA 02136	NONE EXEMPT ORGANIZATION	UNRESTRICTED	5,000
ZUMIX, INC 202 MAVERICK STREET EAST BOSTON, MA 02128	NONE EXEMPT ORGANIZATION	UNRESTRICTED	30,000
		TOTAL CONTRIBUTIONS PAID	3,390,200

Form **8868**
(Rev January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.**

OMB No 1545-1709

- 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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
JOSEPHINE AND LOUISE CRANE FOUNDATION

Employer identification number (EIN) or
20-8970284

Number, street, and room or suite no If a P O box, see instructions
c/o WILLIAM K. MACKEY, 220 MAIN ST,SUITE 202

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
FALMOUTH,MA 02541

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 (other than individual)	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

- The books are in the care of ▶ WILLIAM K. MACKEY, TREASURER

Telephone No ▶ 508-548-1155 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 AUGUST 15 , 20 14 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 20 13 or
▶ ☐ tax year beginning ________, 20__, and ending ________, 20__

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	$ 60,467.00
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	$ 467.00
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	$ 60,000.00

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2014)

JSA
3F8054 2 000

KPMG LLP TWO FINANCIAL CTR, 60 SOUTH ST, BOSTON, MA 02111

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions JOSEPHINE AND LOUISE CRANE FOUNDATION	Employer identification number (EIN) or X 20-8970284
	Number, street, and room or suite no If a P O box, see instructions c/o WILLIAM K. MACKEY, 220 MAIN ST, SUITE 202	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions FALMOUTH, MA 02541	

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-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ WILLIAM K. MACKEY, TREASURER

  Telephone No. ▶ 508-548-1155 . 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

4 I request an additional 3-month extension of time until NOVEMBER 17 , 20 14 .

5 For calendar year 2013 , or other tax year beginning ______ , 20 ___ , and ending ______ , 20 ___ .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 60,467.00
b	If this application is for Forms 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 and any amount paid previously with Form 8868	**8b**	$ 60,467.00
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ NONE

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ Date ▶

Form **8868** (Rev 1-2014)

KPMG LLP
TWO FINANCIAL CENTER, 60 SOUTH STREET,
BOSTON, MA 02111