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Form 990-PF



Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation COPELAND FAMILY FOUNDATION INC		A Employer identification number 22-2474056	
Number and street (or P O box number if mail is not delivered to street address) 1183 RANDOLPH AVENUE		B Telephone number (see instructions) (617) 698-5976	
City or town, state or province, country, and ZIP or foreign postal code MILTON, MA 02186		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (<i>from Part II, col. (c), line 16</i>)▶\$ 40,211,201	J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (<i>Part I, column (d) must be on cash basis.</i>)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	917,907	917,907	917,907	
	5a Gross rents	12,000	12,000	12,000	
	b Net rental income or (loss) <u>12,000</u>				
	6a Net gain or (loss) from sale of assets not on line 10	2,204,497			
	b Gross sales price for all assets on line 6a <u>14,362,369</u>				
	7 Capital gain net income (from Part IV, line 2) . . .		2,204,497		
	8 Net short-term capital gain			115,810	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	3,134,404	3,134,404	1,045,717	
	13 Compensation of officers, directors, trustees, etc	378,985			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	 3,342			3,342
	b Accounting fees (attach schedule)	 18,750			18,750
	c Other professional fees (attach schedule)	 171,495	170,056		1,439
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 71,440	19,903		51,537
	19 Depreciation (attach schedule) and depletion . . .	 44,769			
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	 110,452			110,452
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	799,233	189,959		185,520
	25 Contributions, gifts, grants paid	1,428,912			1,428,912
	26 Total expenses and disbursements. Add lines 24 and 25	2,228,145	189,959		1,614,432
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	906,259			
	b Net investment income (if negative, enter -0-)		2,944,445		
	c Adjusted net income (if negative, enter -0-)			1,045,717	

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	101,138	730,648	730,648
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____	456		
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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	27,015	23,083	23,083
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	31,169,514	33,726,602	33,726,602
	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)			
Liabilities	14	Land, buildings, and equipment basis ▶ _____ 4,101,488 Less accumulated depreciation (attach schedule) ▶ 422,236	3,724,021	3,679,252	3,679,252
	15	Other assets (describe ▶ _____)	2,024,452	2,051,616	2,051,616
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	37,046,596	40,211,201	40,211,201
	17	Accounts payable and accrued expenses	18,950	28,394	
	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)	18,950	28,394	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted	37,027,646	40,182,807	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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 page 17 of the instructions)	37,027,646	40,182,807	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	37,046,596	40,211,201	

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	37,027,646
2	Enter amount from Part I, line 27a	2	906,259
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,248,902
4	Add lines 1, 2, and 3	4	40,182,807
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	40,182,807

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				
(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
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	2,204,497
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	115,810

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 page 18 of 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	1,444,854	29,835,477	0 04843
2011	1,305,574	29,907,325	0 04365
2010	956,574	29,734,020	0 03217
2009	895,635	27,954,426	0 03204
2008	1,721,613	26,818,477	0 06420
2 Total of line 1, column (d).			2 0 22049
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 04410
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.			4 32,370,275
5 Multiply line 4 by line 3.			5 1,427,432
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 29,444
7 Add lines 5 and 6.			7 1,456,876
8 Enter qualifying distributions from Part XII, line 4.			8 1,614,432

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 page 18 of the instructions)		
1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	29,444
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	29,444
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	29,444
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	20,000
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	
d Backup withholding erroneously withheld	6d	
7 Total credits and payments Add lines 6a through 6d.	7	20,000
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	144
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	9,588
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			
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	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1b		No
c Did the foundation file Form 1120-POL for this year?.	1c		No
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? <i>If "Yes," attach a detailed description of the activities.</i>	2		No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3		No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		No
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5		No
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	Yes	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	Yes	
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? <i>If "No," attach explanation .</i>	8b	Yes	
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)? <i>If "Yes," complete Part XIV</i>	9		No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of MARTHA VERDONE Telephone no (617) 698-5976 Located at 1183 RANDOLPH AVE MILTON MA ZIP+4 02186			
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?	16	Yes	No
See 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.			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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	1b		No
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		No
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____			
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		No
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?			
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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?

YesNo

(2)

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

YesNo

(3)

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

YesNo

(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).

YesNo

(5)

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

YesNo

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

No

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?

YesNo

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?

YesNo

b

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

6b

No

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?

YesNo

b

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

7b

No

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 Additional Data Table				

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.

Form 990-PF (2013)

Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRW ASSOCIATES INC	INVESTMENT MGMT	85,383
1 PINE HILL DRIVE QUINCY,MA 02169		
BROWN BROTHERS HARRIMAN & CO	INVESTMENT MGMT	84,673
40 WATER STREET BOSTON,MA 02109		
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	
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	
2	
All other program-related investments. See page 24 of the 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	32,448,057
b	Average of monthly cash balances.	1b	415,166
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	32,863,223
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	
3	Subtract line 2 from line 1d.	3	32,863,223
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	492,948
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	32,370,275
6	Minimum investment return. Enter 5% of line 5.	6	1,618,514

Part XI

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

1	Minimum investment return from Part X, line 6.	1	1,618,514
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	29,444
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	29,444
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,589,070
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,589,070
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,589,070

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,614,432
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	1,614,432
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	29,444
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,584,988
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				1,589,070
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013				
a From 2008.	141,957			
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	141,957			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,614,432				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2013 distributable amount.				1,589,070
e Remaining amount distributed out of corpus	25,362			
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	167,319			
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). . .	141,957			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	25,362			
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. . . .	25,362			

Part XIVPrivate 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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 XVSupplementary Information (Complete this part only if the organization 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))

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

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

COPELAND FAMILY FOUNDATION INC
1183 RANDOLPH AVENUE
MILTON,MA 02186

b

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

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

c

Any submission deadlines

APPLICATIONS ARE ACCEPTED ANY TIME

d

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

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

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Form **990-PF** (2013)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARTHA VERDONE	President 40 00	127,000		
C/O 1183 RANDOLPH AVE MILTON,MA 02186				
JOHN TOBIN	Treasurer 40 00	133,050		
C/O 1183 RANDOLPH AVENUE MILTON,MA 02186				
JOYCE TOBIN	CLERK 40 00	94,935		
C/O 1183 RANDOLPH AVENUE MILTON,MA 02186				
MARY GORMLEY	Director 1 00	6,000		
C/O 1183 RANDOLPH AVENUE MILTON,MA 02186				
GEORGE P MORAN	Director 1 00	6,000		
C/O 1183 RANDOLPH AVENUE MILTON,MA 02186				
RAYMOND G PELISSIER	Director 1 00	6,000		
C/O 1183 RANDOLPH AVENUE MILTON,MA 02186				
RICHARD G WELLS JR	Director 1 00	6,000		
C/O 1183 RANDOLPH AVENUE MILTON,MA 02186				

TY 2013 Accounting Fees Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,750	0	0	18,750

TY 2013 Contractor Compensation Explanation

Name: COPELAND FAMILY FOUNDATION INC

EIN: 22-2474056

Software ID: 13000170

Software Version: 2013v3.1

Contractor	Explanation
BROWN BROTHERS HARRIMAN & CO	
PRW ASSOCIATES INC	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: COPELAND FAMILY FOUNDATION INC

EIN: 22-2474056

Software ID: 13000170

Software Version: 2013v3.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
BUILDING - 1183 RANDOLPH	2001-04-30	300,000	90,383	87	2 56 %	7,692			
BUILDING IMPROVEMENTS	2003-12-15	154,978	36,097	87	2 56 %	3,974			
NEW DOORS	2004-09-10	6,526	1,392	87	2 56 %	167			
BUILDING IMPROVEMENTS-CTC	2004-07-01	467,213	101,824	87	2 56 %	11,979			
BUILDING IMPROVEMENTS-CTC	2005-07-01	147,898	28,440	87	2 56 %	3,792			
FIX SHED, PORCH & RAMP	2006-07-07	4,200	1,820	91	15 0000	280			
ROOF REPAIRS	2006-08-10	19,056	8,149	91	15 0000	1,270			
WALL FENCE	2006-09-08	14,527	6,131	91	15 0000	968			
BUILDING IMPROVEMENTS	2007-11-26	52,816	6,996	87	2 56 %	1,354			
IRRIGATION INSTALLATION	2007-10-25	6,946	936	87	2 56 %	178			
STONE WALL& DRIVEWAY EXPN	2005-11-02	9,250	3,318	91	20 0000	463			
NEW BOILER	2008-12-05	3,310	2,731	54	17 50 %	579			
TELEPHONE EQUIPMENT	2008-07-11	500	438	54	12 50 %	62			
COMPUTERS	2008-11-21	8,950	7,384	54	17 50 %	1,566			
LAND IMPROVEMENTS - TREES	2009-11-06	11,344	2,365	67	6 67 %	757			
ROOF	2009-09-30	12,682	1,070	87	2 56 %	325			
RAILING	2002-04-04	2,402	568	66	5 90 %	142			
COMPUTER	2009-05-12	1,995	1,684	53	11 37 %	227			
BUILDING IMPROVEMENTS	2010-08-19	161,525	9,839	87	2 56 %	4,142			
LAND IMPROVEMENTS	2011-07-30	72,742	7,274	67	6 67 %	4,852			

TY 2013 Land, Etc. Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Furniture and Fixtures	24,238	24,238		
Machinery and Equipment	20,878	20,878		
Buildings	1,350,769	329,908	1,020,861	3,679,252
Improvements	93,336	19,029	74,307	
Land	2,584,000		2,584,000	
Miscellaneous	28,267	28,183	84	

TY 2013 Legal Fees Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	3,342	0	0	3,342

TY 2013 Other Assets Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INVESTMENT IN COPELAND PROPERTIES, INC	28,819	29,159	29,159
INVESTMENT IN COPELAND PROPERTIES, LP	1,995,633	2,022,457	2,022,457

TY 2013 Other Expenses Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	216			216
DUES & SUBSCRIPTIONS	990			990
INSURANCE	88,115			88,115
OFFICE EXPENSES	1,192			1,192
REPAIRS & MAINTENANCE	12,935			12,935
TELEPHONE	1,393			1,393
UTILITIES	5,611			5,611

TY 2013 Other Professional Fees Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVICE	170,056	170,056	0	0
PAYROLL SERVICE FEES	1,439	0	0	1,439

TY 2013 Taxes Schedule**Name:** COPELAND FAMILY FOUNDATION INC**EIN:** 22-2474056**Software ID:** 13000170**Software Version:** 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL TAXES	29,444			29,444
FOREIGN TAXES	6,526	6,526		
PAYROLL TAXES	26,754	13,377		13,377
REAL ESTATE TAXES	8,716			8,716

COPELAND FAMILY FOUNDATION, Inc.
Grants
January 1, 2013 through December 31, 2013

May 22, 2013

Town of Milton Public Schools 25 Gile Rd. Milton, MA 02186 - Brooks Field turf replacement	\$301,575.00
Town of Milton Public Schools 25 Gile Rd. Milton, MA 02186 - Copeland Field House Rental Coordinator '13 & '14	\$51,006.00
Town of Milton 525 Canton Ave. Milton, MA 02186 - Milton Music Fest & Fireworks	\$35,000.00
Town of Milton Police Department 525 Canton Ave. Milton, MA 02186 - Animal Control van	\$25,384.00
Milton Council on Aging Ten Walnut Street Milton, MA 02186 - operation of the Council's van	\$25,000.00
Camp Sunshine 35 Acadia Rd. Casco, ME 04015 - support sick children and families from Milton	\$10,000.00
Cardinal Cushing Centers 400 Washington St. Hanover, MA 02339 - general operating support	\$10,000.00
Evergreen Cemetery 43 Appalowsa Circle Tyngsboro, MA 01879 - general operating support	\$10,000.00
Father Bill's Mainspring 422 Washington St. Quincy, MA 02169 - general operating support	\$10,000.00

Interfaith Social Services 105 Adams St. Quincy, MA 02170 - general operating support	\$10,000.00
Massachusetts Easter Seals 484 Main St. Worcester, MA 01608 - Camp Agassiz	\$10,000.00
Milton Cemetery 211 Centre St. Milton, MA 02186 - for trees	\$10,000.00
WORK, Inc. 25 Beach St. Dorchester, MA 02124 - general operating support	\$10,000.00
Town of Milton 525 Canton Ave. Milton, MA 02186 - East Milton Deck improvements	\$8,500.00
Boston Natural Area Network 62 Sumner St. Boston, MA 02110 - support Milton teens on the Neponset River Greenway Summer 2013 Youth Conservation Corps.	\$7,500.00
Harry McDonough Sailing Center P.O. Box 464 South Boston, MA 02127	\$6,000.00
Boys & Girls Club of Taunton 31 Court St. Taunton, MA 02780 - Summer camp	\$5,000.00
The Fishing Academy 16 Adair Rd. Brighton, MA 02135 - Scholarship Program	\$5,000.00
Mass Audubon 500 Walk Hill St. Mattapan, MA 02126 - Summer Day Camp at Boston Nature Center	\$5,000.00
Neponset River Watershed Association 2173 Washington St. Canton, MA 02021 - Regional Stormwater Project	\$5,000.00

S.T.R.I.V.E. 651 Washington St. Dorchester, MA 02124 - general operating support	\$5,000.00
Winslow Farm 37 Eddy St. Norton, MA 02766 - general operating support	\$5,000.00
Milton Animal League 181 Governor Stoughton Lane Milton, MA 02186 - Mini Mobil rental	\$3,500.00
Friends of the Blue Hills P.O. Box 416 Milton, MA 02186 - general operating support	\$2,500.00
City of Quincy 79 West Elm Ave. Quincy, MA 02170 - Friends of Wollaston Beach	\$2,500.00
Martha's Vineyard Cerebral Palsy Camp, Inc. P.O. Box 1357 Vineyard Haven, MA 02568 - Camp Jabberwocky	\$2,500.00
¡Celebrate Milton! P.O. Box 870074, Milton, MA 02186 - free amusements for children attending celebration	\$1,975.00
Pan Mass Challenge 77 Fourth Ave. Needham, MA 02494 - in support of Pauline Wells	\$1,500.00
Milton Park Department 525 Canton Avenue Milton, MA 02186 - sponsor July 17, 2012 Summer Concert	\$900.00

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

Town of Milton Police Department 40 Highland St. Milton, MA 02186	\$15,000.00
City of Quincy Police Department One Sea St. Quincy, MA 02169	\$10,000.00

Town of Dover Police Department 3 Walpole St. Dover, MA 02030	\$5,000.00
Town of Hanover Police Department 129 Rockland St. Hanover, MA 02339	\$5,000.00
Town of Hingham Police Department 212 Central St. Hingham, MA 02043	\$5,000.00
Town of Marshfield Police Department 1639 Ocean Street Marshfield, MA 02050	\$5,000.00
Town of Millis Police Department 885 Main St. Millis, MA 02054	\$5,000.00
Town of Rockland Police Department 490 Market St. Rockland, MA 02370	\$5,000.00
Town of Scituate Police Department 604 Chief Justice Cushing Hwy. Scituate, MA 02066	\$5,000.00
Town of Whitman Police Department 20 Essex St. Whitman, MA 02382	\$5,000.00

Animal Shelters - support of facility for the following organizations:

All Paws Rescue P.O. Box 569 Accord, MA 02018-0569	\$5,000.00
Animal Rescue League of Boston, Inc. 10 Chandler St. Boston, MA 02116	\$5,000.00
Town of Canton 801 Washington St. Canton, MA 02021	\$5,000.00
Town of Duxbury 878R Tremont St. Duxbury, MA 02332	\$5,000.00
Greyhound Friends, Inc. 167 Saddle Hill Rd. Hopkinton, MA 01748	\$5,000.00
Greyhound Pets of America P.O. Box 1495 Middleboro, MA 02346	\$5,000.00
Town of Holbrook 50 North Franklin St. Holbrook, MA 02343	\$5,000.00

Hull Seaside Animal Rescue, Inc. P.O. Box 787 Hull, MA 02045	\$5,000.00
MSPCA 350 S. Huntington Ave. Boston, MA 02130	\$5,000.00
Milton Animal League 181 Governor Stoughton Lane Milton, MA 02186	\$5,000.00
Neponset Valley Humane Society, Inc. P.O. Box 544 Norwood, MA 02062	\$5,000.00
City of Quincy One Sea St. Quincy, MA 02169	\$5,000.00
Friends of the Scituate Shelter 780 Chief Justice Hwy. Scituate, MA 02066	\$5,000.00
South Shore Humane Society Box 850157 Braintree, MA 02185	\$5,000.00
Standish Humane Society P.O. Box 634 Duxbury, MA 02331	\$5,000.00
Town of Stoughton 10 Pearl St. Stoughton, MA 02072	\$5,000.00
Town of Whitman 20 Essex St. Whitman, MA 02382	\$5,000.00

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

St. Vincent dePaul Society 455 Plymouth Ave. Abington, MA 02351	\$5,000.00
American Red Cross 139 Main St. Cambridge, MA. 02143	\$5,000.00
Braintree Community Food Pantry 594 Washington St. Braintree, MA 02184	\$5,000.00
Canton Area Helpline, Inc. P.O. Box 202 715 B Washington St. Canton, MA 02021	\$5,000.00

Whitman Food Pantry P.O. Box 560 Whitman, MA 02382	\$2,500.00
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November 6, 2013

Milton Library Foundation 476 Canton Ave. Milton, MA 02186 - Copeland Endowment Fund for Books	\$100,000.00
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Milton Public Schools 25 Gile Rd. Milton, MA 02186 - Copeland Family Foundation Scholarship	\$100,000.00
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Milton Residents Fund 535 Canton Ave. Milton, MA 02186 - support for housing, utilities, and fuel for poor	\$35,000.00
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Town of Milton 525 Canton Ave. Milton, MA 02186 - Milton Music Fest & Fireworks 2014	\$35,000.00
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Town of Milton Auxiliary Fire Dept. 525 Canton Ave. Milton, MA 02186 - vehicle	\$32,958.00
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Town of Milton Public Schools 25 Gile Rd. Milton, MA 02186 - van	\$20,464.00
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Gavin Foundation 675 East Fourth St. So. Boston, MA 02127 - Gavin House - \$10,000.00 - Cushing House - \$10,000.00	\$20,000.00
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Helping Hands 541 Cambridge St. Boston, MA 02134 - general operating support	\$20,000.00
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Friends of the Paragon Carousel P.O. Box 100 Hull, MA 02045 - general operating support	\$10,000.00
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National Education for Assistance Dog Services P.O. Box 213 West Boylston, MA 01583 - general operating support	\$10,000.00
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North Bennet St. School 39 North Bennet St. Boston, MA 02113 - general operating support	\$10,000.00
Old Colony Council 2438 Washington St. Canton, MA 02021 - Camp Squanto	\$10,000.00
Partners Home Care 281 Winter St. Suite 240 Waltham, MA 02451 - purchase telemonitors for Milton residents	\$10,000.00
Perkins School for the Blind 175 North Beacon St. Watertown, MA 02172 - general operating support	\$10,000.00
Trailside Museum 1904 Canton Ave. Milton, MA 02186 - provides affordable environmental education	\$10,000.00
Wings Over America 3033 N. St. Northeast Washington, DC 20007 - American Heroes Saltwater Challenge	\$10,000.00
Zoo New England One Franklin Park Rd. Dorchester, MA 02121 - general operating support	\$10,000.00
Association of Small Foundations 1720 N. St. NW Washington, DC 20036 general operating support	\$7,500.00
Talking Information Center, Inc. 130 Enterprise Dr. Randolph, MA 02368 - general operating support	\$7,500.00
American Red Cross 139 Mail St. Cambridge, MA 02143 - local relief	\$5,000.00
Cops for Kids with Cancer P.O. Box 850956 Braintree, MA 02185 - general operating support	\$5,000.00

Crohn's & Colitis Foundation of America, Inc. 386 Park Avenue South New York, NY 10016-8804 - general operating support	\$5,000.00
Forbes House Museum 215 Adams St. Milton, MA 02186 - general operating support	\$5,000.00
Hull Lifesaving Museum, Inc. P.O. Box 221 Hull, MA 02045 - general operating support	\$5,000.00
Lend a Hand – Patriot Ledger P.O. Box 699159 Quincy, MA 02269 - support to the needy over the holidays	\$5,000.00
The Michael J. Fox Foundation Grand Central Station P.O. Box 4777 New York, NY 10163 - general operating support	\$5,000.00
Milton Food Pantry 158 Blue Hills Parkway Milton, MA 02186 - general operating support	\$5,000.00
Town of Milton Park Department 525 Canton Ave. Milton, MA 02186 - tree work at Crane Park	\$5,000.00
Morgan Memorial Goodwill Industries, Inc. 1010 Harrison Ave. Boston, MA 02119 - general operating support	\$5,000.00
Old Colony Hospice 247 North Main St. Randolph, MA 02368 - Palliative Care Consultation Services	\$5,000.00
Salvation Army 25 Shawmut Rd. Canton, MA 02021 - general operating support	\$5,000.00
Stanford University The Supple Fund for Sudhof Autism Research 108 Woodland St. Natick, MA 01760	\$5,000.00

UMASS ALS Champion Fund \$5,000.00
333 South St. Shrewsbury, MA 01545

University of Iowa Foundation \$5,000.00
P.O. Box 4550 Iowa City, Iowa 52244-4550
- Orphan Retinal Disease Fund (Retinal Pigmentosa)

Smile Train \$2,500.00
41 Madison Ave. 28th floor New York, NY 10010
- general operating support

Town of Holbrook Animal Control \$1,650.00
50 North Franklin St. Holbrook, MA 02343
- Animal Control Van

Flashes of Hope \$1,000.00
c/o Little Cup of Hope
6009 Lenderhaven Dr. Suite 1 Cleveland, OH 44124
- general operating support

Total \$1,428,912. 00