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EXTENDED TO JUNE 15, 2016

Return of Private Foundation

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

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OMB No 1545-0052

2014

Open to Public Inspection

Form 990-PF

Department of the Treasury
Internal Revenue Service

For calendar year 2014 or tax year beginning NOV 1, 2014, and ending OCT 31, 2015

Name of foundation CLIPPER SHIP FOUNDATION, INC.		A Employer identification number 04-2687384
Number and street (or P O box number if mail is not delivered to street address) 77 SUMMER STREET, 8TH FL		B Telephone number (617) 426-7080
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 23,414,826. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	732,032.	732,032.	732,032.	STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,966,947.			
	b Gross sales price for all assets on line 6a	4,973,510.			
	7 Capital gain net income (from Part IV, line 2)		2,966,947.		
	8 Net short-term capital gain			N/A	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	3,698,979.	3,698,979.	732,032.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,000.	5,500.	0.	16,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 2	12,403.	0.	12,403.	
	c Other professional fees STMT 3	24,053.	24,053.	24,053.	0.
	17 Interest				
	18 Taxes STMT 4	<27,334.>	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,857.	0.	0.	1,857.
	22 Printing and publications				
	23 Other expenses STMT 5	87,536.	195.	0.	101,852.
	24 Total operating and administrative expenses. Add lines 13 through 23	120,515.	29,748.	24,053.	132,612.
	25 Contributions, gifts, grants paid	1,539,125.			1,539,125.
26 Total expenses and disbursements. Add lines 24 and 25	1,659,640.	29,748.	24,053.	1,671,737.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,039,339.				
b Net investment income (if negative, enter -0-)		3,669,231.			
c Adjusted net income (if negative, enter -0-)			707,979.		

423501 11-24-14 LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2014)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	93,030.	57,827.	57,827.
	2 Savings and temporary cash investments	28,421.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,324,260.	0.	0.
	c Investments - corporate bonds			
	Liabilities	11 Investments - land, buildings, and equipment basis ▶		
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8		23,245,206.	23,352,238.	23,352,238.
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)		0.	4,761.	4,761.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		25,690,917.	23,414,826.	23,414,826.
17 Accounts payable and accrued expenses		27,264.		
18 Grants payable		45,000.	45,000.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	60,568.	0.	
	23 Total liabilities (add lines 17 through 22)	132,832.	45,000.	
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	25,558,085.	23,369,826.	
	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	25,558,085.	23,369,826.		
31 Total liabilities and net assets/fund balances	25,690,917.	23,414,826.		

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	25,558,085.
2 Enter amount from Part I, line 27a	2	2,039,339.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	27,597,424.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	4,227,598.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,369,826.

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 INVESTMENT PTP INCOME/LOSS	P	VARIOUS	VARIOUS
b NET GAINS ON SECURITIES - FIDUCIARY	P	VARIOUS	VARIOUS
c CAPITAL GAINS REINVESTED - GMO	P	VARIOUS	VARIOUS
d REALIZED GAIN/LOSS - GMO	P	VARIOUS	VARIOUS
e PROCEEDS FROM SECURITY LITIGATION	P	10/07/15	10/07/15

(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 43,471.			43,471.
b 1,531,889.			1,531,889.
c 2,455,789.		1,069,503.	1,386,286.
d 940,000.		937,060.	2,940.
e 2,361.			2,361.

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			43,471.
b			1,531,889.
c			1,386,286.
d			2,940.
e			2,361.

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	2,966,947.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	1,388,647.

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))
2013	1,615,187.	26,392,521.	.061199
2012	1,621,399.	25,526,360.	.063519
2011	1,565,161.	24,989,689.	.062632
2010	1,700,494.	25,664,627.	.066258
2009	1,563,378.	24,828,612.	.062967

2 Total of line 1, column (d)	2	.316575
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	.063315
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	25,162,924.
5 Multiply line 4 by line 3	5	1,593,191.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	36,694.
7 Add lines 5 and 6	7	1,629,885.
8 Enter qualifying distributions from Part XII, line 4	8	1,644,792.

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)		1	36,692.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	36,692.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	36,692.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	37,048.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	18,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	55,048.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	4.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	18,352.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ☒ 18,352. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP://CLIPPERSHIPFOUNDATION.ORG/</u>	X		
14	The books are in care of ► <u>CLIPPER SHIP FOUNDATION, INC.</u> Telephone no. ► <u>(617) 426-7080</u> Located at ► <u>77 SUMMER STREET, 8TH FL BOSTON, MA, BOSTON, MA</u> ZIP+4 ► <u>02110</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		16	Yes No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? 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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2014 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 2014.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2014?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions)

☐ Yes ☒ No

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

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		22,000.	0.	0.

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

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

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

0

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Part X**Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	25,482,970.
b	Average of monthly cash balances	1b	218,744.
c	Fair market value of all other assets	1c	0.
d	Total (add lines 1a, b, and c)	1d	25,701,714.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	25,701,714.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	385,526.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,316,188.
6	Minimum investment return. Enter 5% of line 5	6	1,265,809.

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	1,265,809.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	36,692.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,692.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,229,117.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,229,117.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,229,117.

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	1,671,737.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,671,737.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	36,692.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,635,045.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				1,229,117.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	346,287.			
b From 2010	433,309.			
c From 2011	333,915.			
d From 2012	363,585.			
e From 2013	331,625.			
f Total of lines 3a through e	1,808,721.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,671,737.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				1,229,117.
e Remaining amount distributed out of corpus	442,620.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,251,341.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	346,287.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	1,905,054.			
10 Analysis of line 9:				
a Excess from 2010	433,309.			
b Excess from 2011	333,915.			
c Excess from 2012	363,585.			
d Excess from 2013	331,625.			
e Excess from 2014	442,620.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling

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

	4942(j)(3) or		4942(j)(5)
--	---------------	--	------------

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

b 85% of line 2a

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

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

e Qualifying distributions made directly for active conduct of exempt activities.

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

a "Assets" alternative test - enter:

(1) Value of all assets

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

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

c "Support" alternative test - enter:

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

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

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE ATTACHED

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

SEE ATTACHED

c Any submission deadlines:

SEE ATTACHED

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

SEE ATTACHED

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED				1,539,125.
Total			3a	1,539,125.
b Approved for future payment				
LOCAL INITATIVES SUPPORT CORPORATION				45,000.
Total			3b	45,000.

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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).
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[illegible]

Part XVII . Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | |
|--|-------|-----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes |
| | 1a(1) | |
| | 1a(2) | |
| | | |
| | 1b(1) | |
| | 1b(2) | |
| | 1b(3) | |
| | 1b(4) | |
| | 1b(5) | |
| | 1b(6) | |
| | 1c | |

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

► TREASURER

Title

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

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

BARRY CHAIT

Preparer's signature

BARRY CHAIT

Date

06/09/16

Check ☐ if
self-employed

PTIN

P01452996

Firm's name ► **MARCUM LLP**

Firm's EIN ► 11-1986323

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

Phone no. (617) 807-5000

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
VARIOUS INVESTMENTS	732,032.	0.	732,032.	732,032.	732,032.
TO PART I, LINE 4	732,032.	0.	732,032.	732,032.	732,032.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,403.	0.	0.	12,403.
TO FORM 990-PF, PG 1, LN 16B	12,403.	0.	0.	12,403.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	24,053.	24,053.	24,053.	0.
TO FORM 990-PF, PG 1, LN 16C	24,053.	24,053.	24,053.	0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	36,416.	0.	0.	0.
DEFERRED TAX INCOME	<63,750.>	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	<27,334.>	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE SERVICES	84,711.	0.	0.	99,222.
OFFICE	482.	0.	0.	482.
POSTAGE	1,656.	0.	0.	1,656.
INVESTMENT EXPENSE	195.	195.	0.	0.
BANK CHARGES	87.	0.	0.	87.
REGISTRATION AND FILING FEES	265.	0.	0.	265.
DIRECTORS REIMBURSEMENTS	140.	0.	0.	140.
TO FORM 990-PF, PG 1, LN 23	87,536.	195.	0.	101,852.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	6
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DESCRIPTION	AMOUNT
CHANGE IN NET UNREALIZED LOSS ON INVESTMENTS	4,227,598.
TOTAL TO FORM 990-PF, PART III, LINE 5	4,227,598.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCKS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	FMV	22,932,713.	22,932,713.
LIMITED PARTNERSHIP	COST	419,525.	419,525.
TOTAL TO FORM 990-PF, PART II, LINE 13		23,352,238.	23,352,238.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
FEDERAL EXCISE TAX RECEIVABLE	0.	343.	343.
DEFERRED EXCISE TAXES ON UNREALIZED GAINS	0.	4,418.	4,418.
TO FORM 990-PF, PART II, LINE 15	0.	4,761.	4,761.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES ON UNREALIZED GAINS	59,332.	0.
FEDERAL EXCISE TAX PAYABLE	1,236.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22	60,568.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BENJAMIN H LACY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	CHAIRMAN/DIRECTOR 2.00	2,000.	0.	0.
ANA PEREZ CAMAYD 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
GENE ALLEN MILLER 77 SUMMER STREET 8TH FLOOR BOSTON, MA	TREASURER/DIRECTOR 2.00	2,000.	0.	0.
KATHARINE LACY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	1,500.	0.	0.
KATHLEEN O'CONNOR 77 SUMMER STREET 8TH FLOOR BOSTON, MA	FORMER DIRECTOR 2.00	1,500.	0.	0.
JEAN WHITNEY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
BROOKS A. AMES 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
CELIA GRANT 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
BRYAN SPENCE 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
KAY BERTHOLD FRISHMAN 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	2,000.	0.	0.
JOANNE POKASKI 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	1,500.	0.	0.

CLIPPER SHIP FOUNDATION, INC.

04-2687384

TYRA SIDBERRY 77 SUMMER STREET 8TH FLOOR BOSTON, MA	DIRECTOR 2.00	1,500.	0.	0.
DONALD J. GREENE 77 SUMMER STREET 8TH FLOOR BOSTON, MA	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		22,000.	0.	0.

Clipper Ship Foundation, Inc
Grants Paid
October 31, 2015

Grantee	Status of Recipient	Purpose of grant or contribution	Amount Paid
Associated Grant Makers, Inc 133 Federal Street, Suite 802 Boston, MA 02110	PC	Summer Fund 2015	50,000
Italian Home for Children 1125 Centre Street Jamaica Plain, MA 02130	PC	Efforts to outcomes software (\$25,000) and Consultants to streamline mgt. tools (\$25,000)	50,000
Local Initiatives Support Corporation 501 Seventh Avenue, 7th Floor New York, NY 10018	PC	Affordable Housing Development Program	60,000
Quincy Asian Resources, Inc 1509 Hancock Street, Suite 209 Quincy, MA 02169	PC	Equipment and Furnishings (\$29,425), Location Buildouts (\$28,000), Technology (\$15,600)	73,025
Amenca Scores New England 29 Germania Street Jamaica Plain, MA 02130	PC	Operating Support	10,000
Arlington Community Trabajando 530 Broadway, 3rd Floor Lawrence, MA 01841	PC	ACT Financial Opportunity Center	15,000
Bird Street Community Center 500 Colombia Road Dorchester, MA 02125	PC	Youth Development Educate, Engage and Empower!	10,000
Blessed Stephen Bellesini, O.S.A. Academy, Inc P. O. Box 1021 Lawrence, MA 01842	PC	After-School and Evening Study Program	10,000
Boston Area Rape Crisis Center, Inc 99 Bishop Allen Drive Cambridge, MA 02139	PC	Youth Leadership Corps	10,000
Boston Debate League 225 Friend Street, Suite 401 Boston, MA 02114	PC	After-School Debate League program	10,000
Boys & Girls Club of Middlesex County, Inc 66-70 Union Square Somerville, MA 02143	PC	Project Learn in Medford & Somerville	10,000
Boys and Girls Club of Lynn, Inc. 25 North Common Street Lynn, MA 01902	PC	Passport to Manhood	5,000
Breakthrough Greater Boston, Inc. P. O. Box 381486 Cambridge, MA 02238	PC	Expanding & Enhancing College Access & Teacher Training Programs	10,000
City School 614 Columbia Road Dorchester, MA 02125	PC	Pathways to Change program	7,000
Community Arts Advocates f/b/o MusiConnects P. O. Box 300112 Jamaica Plain, MA 02130	PC	2015-2016 Boston Public School Residency Program	7,500
COMPASS for Kids 1050 Waltham Street, Suite 300 Lexington, MA 02421	PC	COMPASS for Homeless Families', Community Collaborative	10,000
Ecumenical Social Action Committee, Inc P. O. Box 301749 Jamaica Plain, MA 02130	PC	GED Plus	7,500

EdVestors 140 Clarendon Street, Suite 305 Boston, MA 02116	PC	Urban Education Investment Portfolio	27,500
Emerge, Inc. 2464 Massachusetts Avenue, Suite 101 Cambridge, MA 02140	PC	Counseling Scholarship Fund	7,500
Essex County Community Foundation f/b/o Greater Lawrence Summer Fund 175 Andover Street, Suite 101 Danvers, MA 01923	PC	Betty Beland Gr. Lawrence Summer Fund 2015	15,000
Good Sports, Inc 197A Centre Street Dorchester, MA 02124	PC	Good Sports Massachusetts	15,000
Historic Boston, Inc 3 School Street Boston, MA 02108	POF	Rehabilitation of Mattapan's Fowler-Clark-	10,000
Homeless Empowerment Project, Inc. 1151 Massachusetts Avenue Cambridge, MA 02138	PC	Homeless Empowerment Project / Spare Change News Operating Budget	7,500
Housing Families, Inc. 354 Cross Street Malden MA 02148	PC	GREAT Youth and Families Program	7,500
Hyde Square Task Force 375 Centre Street Jamaica Plain, MA 02130	PC	Paths to College and Careers (PCCP)	10,000
Julie's Family Learning Program, Inc. 133 Dorchester Street South Boston, MA 02127	PC	Adult and Children's Services	10,000
Mass Humanities 66 Bridge Street Northampton, MA 01060	PC	Clemente Course in the Humanities	5,000
Mujeres Unidas Avanzando 54 Clayton Street Dorchester, MA 02122	PC	Fast-Track Hi-Set	10,000
School on Wheels of Massachusetts, Inc. 790 West Chestnut Street Brockton, MA 02301	PC	Educating Children & Youth Impacted by Homelessness in Brockton Community	10,000
Silver Lining Mentoring 727 Atlantic Avenue, 3rd Floor Boston, MA 02111	PC	General Operations	15,000
Span, Inc 105 Chauncy Street, 6th Floor Boston, MA 02111	PC	Grant Center Meals Program for Ex-Offenders	15,000
Summer Search Department 34425 P. O. Box 39000 San Francisco, CA 94139	PC	Summer Search in Chelsea and Malden	12,500
Supportive Living, Inc. 400 West Cummings Park, Suite 6100 Woburn, MA 01801	PC	Brain Injury Functional Fitness & Exercise Program	10,000
The Chanty Guild, Inc 501 Main Street Brockton, MA 02301	PC	The Chanty Guild Food Pantry	10,000
Zumix, Inc. 260 Sumner Street East Boston, MA 02128	PC	Hands on Youth Development	10,000
Artists for Humanity, Inc. 100 West Second Street Boston, MA 02127	PC	EpiCenter Expansion	15,000
Ascentra Care Alliance 14 East Worcester Street, Suite 300 Worcester, MA 01604	PC	The Ruth House - Playroom Disaster Recovery	10,000

Asian American Civic Association, Inc 87 Tyler Street, 5th Floor Boston, MA 02111	PC	Adult ESOL Program	10,000
Associated Grant Makers 133 Federal Street, Ste 802 Boston, MA 02110	PC	Membership Support	10,100
Ballet Theatre of Boston, Inc. d/b/a Jose Mateo Ballet Theatre 400 Harvard Street Cambridge, MA 02138	PC	Dance for the Commonwealth program	7,500
Beverly Bootstraps Comm. Services, Inc. 371 Cabot Street Beverly, MA 01915	PC	Food Assistance	7,500
Beyond Soccer, Inc. 60 Island Street, Suite 508E Lawrence, MA 01840	PC	2015-2016 On and Off the Field Soccer & Enrichment Programs	10,000
Boston Affordable Housing Coalition d/b/a MA Alliance of HUD Tenants 42 Seaverns Avenue Jamaica Plain, MA 02130	PC	Healthy Homes Program	10,000
Boston Asian Youth Essential Service 199 Harrison Avenue Boston, MA 02111	PC	Alternative Interpretations	7,500
Boston Children's Chorus 112 Shawmut Avenue, 5B Boston, MA 02118	PC	Choral/Social Edu Progs. for Disadvantaged Boston Youth	7,500
Boston City Singers, Inc. 17 Waldeck Street Dorchester, MA 02124	PC	Training Chorus and Youth Development	10,000
Boston Landmarks Orchestra 10 Guest Street, Suite 280 Boston, MA 02135	PC	Breaking Down Barriers program	5,000
Boys & Girls Club of Lawrence 136 Water Street Lawrence, MA 01841	PC	Operating Support	20,000
Boys and Girls Club of Brockton, Inc 233 Warren Avenue Brockton, MA 02301	PC	General Operating	15,000
Brookwood Community Farm 18 Capen Street Milton, MA 02186	PC	Expanding Food Access Programs in Mattapan	10,000
Cape Verdean Association of Brockton 575 North Montello Street Brockton, MA 02301	PC	Education Without Borders	5,000
CARE Cooperative for Assistance & Relief Everywhere, Inc. 99 Bishop Allen Drive, Suite 300 Cambridge, MA 02139	PC	for Nepal Earthquake Relief Efforts	25,000
Casa Myrna Vasquez, Inc. P. O. Box 180019 Boston, MA 02118	PC	SafeLink Hotline	10,000
Castle Square Tenants Organization, Inc. 476 Tremont Street Boston, MA 02116	PC	General operating support for youth programming	7,500
Chameleon Arts Ensemble of Boston, Inc. 6 Rocky Nook Terrace Boston, MA 02130	PC	2016 Music Education Program	5,000

Chelsea Neighborhood Developers 4 Gerrish Avenue Chelsea, MA 02150	PC	New In-House Resident Services Program	10,000
Children's Museum in Easton The Old Fire Station 9 Sullivan Avenue North Easton, MA 02356	PC	Hand-in-Hand	7,000
CitySprouts, Inc. 678 Massachusetts Avenue Cambridge, MA 02139	PC	Taking Root in Boston	10,000
Coaching for Change, Inc. 70 Fargo Street Suite 907 Boston, MA 02210	PC	Coaching4Change	7,500
Community Art Center, Inc 119 Windsor Street Cambridge, MA 02139	PC	General Operations	10,000
Community Legal Services & Counseling Center 1 West Street Cambridge, MA 02139	PC	Affordable Mental Health Services for Low Income and Immigrant Communities	12,500
Compass Working Capital, Inc. 89 South Street, Suite 203 Boston, MA 02111	PC	Family Self-Sufficiency Prog. in Gtr. Boston, Cambridge & Lynn	10,000
D.E.A.F., Inc. Developmental Evaluation and Adjustment Facilities, Inc. 215 Brighton Avenue Allston, MA 02134	PC	Deaf-Accessible Medical Case Management and Health Education	10,000
Dedham Country Day School f/b/o Horizons at Dedham Country Day 910 Sandy Valley Road Dedham, MA 02026	PC	Hands on Youth Development	5,000
Earthen Vessels, Inc. P.O. Box 220502 Dorchester, MA 02122	PC	Expanding Horizons, Growing Success Year 2, restricted to school year programming	10,000
Educational Development Group, Inc. 434 Massachusetts Avenue, Suite G1 Boston, MA 02118	PC	Accelerated English Plus program	10,000
Eliot School of Fine and Applied Arts 24 Eliot Street P O Box 300351 Jamaica Plain, MA 02130	PC	Out-of-School Time Programs	10,000
Elizabeth Stone House, Inc. P.O. Box 300039 Jamaica Plain, MA 02130	PC	Parent-Child Center	10,000
Essex Art Center 56 Island Street Lawrence, MA 01840	PC	General Operations	10,000
Food for Free Committee 11 Inman Street Cambridge, MA 02139	PC	Food Rescue	15,000
Food for Free Committee 11 Inman Street Cambridge, MA 02139	PC	Produce Rescue & The Transportation Partnership	15,000
Freedom House, Inc 5 Crawford Street Dorchester, MA 02121	PC	PUSH High School	10,000
Friends of Project Literacy c/o Watertown Free Public Library 123 Main Street Watertown, MA 02472	PC	Project Literacy	7,500

Friends of the Children-Boston, Inc. 555 Amory Street Jamaica Plain, MA 02130	PC	Mentoring Program	10,000
FriendshipWorks, Inc. 105 Chauncy Street, Suite 801 Boston, MA 02111	PC	Operating Support	10,000
FUEL Education, Inc. 561 Boylston Street, 4th Floor Boston MA 02116	PC	Expanding FUEL's Education Impact	10,000
Generations Incorporated 25 Kingston Street, 4th Floor Boston, MA 02111	PC	Reading Coaches - After School	10,000
Girls' LEAP 197A Centre Street Dorchester, MA 02124	PC	Dorchester Girls' Empowerment Programs	5,000
Granada House 70-72 Adamson Street Allston, MA 02134	PC	Granada House Heating Upgrades	15,000
Greater Boston Nazarene Compassionate Center 130 River Street Mattapan, MA 02126	PC	Hunger Relief Program	12,500
Greater Lawrence Community Boating Program, Inc. 1 Eaton Street P.O.Box 955 Lawrence, MA 01842	PC	Capacity Building Through Program Capital Investment	5,000
Groundwork Lawrence, Inc. 60 Island Street Lawrence, MA 01840	PC	Youth Urban Agriculture and Community Education	10,000
Haley House, Inc. 23 Dartmouth Street Boston MA 02116	PC	Delivery Van (For Catering & Wholesale at Bakery Cafe)	15,000
HarborCOV, Inc. P O Box 505754 Chelsea, MA 02150	PC	Emergency & Transitional Housing	12,500
Healthworks Community Fitness, Inc. 450 Washington Street Dorchester, MA 02124	PC	Fitspiration and Summer Fit Camp	10,000
Inquilinos Borcuas En Accion 405 Shawmut Avenue Boston, MA 02118	PC	IBA's Afterschool Program	10,000
Interseminan - Project Place, Inc. 1145 Washington Street Boston, MA 02118	PC	Workforce Development	10,000
Insh International Immigrant Center 100 Franklin Street, LL-1 Boston, MA 02110	PC	English for Speakers of Other Languages Program	10,000
Jencho Road Lawrence, Inc. 190 Acadmey Road North Andover, MA 01845	PC	2015-2016 General Operating	8,000
Justice Resource Institute f/b/o My Life My Choice 160 Gould Street, Suite 300 Needham, MA 02494	PC	Commercial Sexual Exploitation of	7,500
Lawrence CommunityWorks 168 Newbury Street Lawrence, MA 01841	PC	Lawrence Financial Stability Center & Asset Building Prog.	10,000

Lawrence Family Development and Education Fund, Inc. 34 West Street Lawrence, MA 01841	PC	Citizenship for New Americans Program	10,000
Margaret Fuller Neighborhood House, Inc 71 Cherry Street Cambridge, MA 02139	PC	Emergency Food Pantry	15,000
Mana Droste Services 1354 Hancock Street, Suite 209 Quincy, MA 02169	PC	Operating Grant	10,000
Massachusetts Adoption Resource Exchange 45 Franklin Street, 5th Floor Boston, MA 02110	PC	Finding Adoptive Families for Youth in Foster Care	12,000
Massachusetts Affordable Housing Alliance 1803 Dorchester Avenue Dorchester, MA 02124	PC	Homeownership University	10,000
Merrimack Valley YMCA, Inc 101 Amesbury Street, 4th Floor Lawrence, MA 01840	PC	Adelante Education Center	5,000
More Than Words, Inc. 376 Moody Street Waltham, MA 02453	PC	General Operating	10,000
Mystic Learning Center, Inc 530 Mystic Avenue Room 103 Somerville, MA 02145	PC	Empowering Competent Youth	5,000
Neighborhood of Affordable Housing, Inc. 143 Border Street East Boston, MA 02128	PC	NOAH's Children and Youth Program	12,500
Neighbors Who Care, Inc P. O. Box 541158 Waltham, MA 02454	PC	Operating Support	5,000
North Shore Community Action Programs, Inc 98 Main Street Peabody, MA 01960	PC	College Ready program	7,500
North Shore Community Development Coalition, Inc 102 Lafayette Street Salem, MA 01970	PC	Family Resource Center	7,500
Notre Dame Education Center, Inc. 200 Old Colony Avenue South Boston, MA 02127	PC	English Speakers of Other Languages & Distance Learning Program	7,500
Oxfam America, Inc. 226 Causeway, 5th Floor Boston, MA 02114	PC	Oxfam's Syria Crisis Response	25,000
Partners for Youth with Disabilities, Inc. 95 Berkeley Street, Suite 109 Boston, MA 02116	PC	Mentor Match program	10,000
Project RIGHT, Inc. 320 A Blue Hill Avenue Roxbury, MA 02121	PC	Violence Prevention and Youth Leadership Development Project	10,000
Respond, Inc P. O. Box 555 Somerville, MA 02143	PC	Emergency Shelter	10,000
ROCA, Inc. 101 Park Street Chelsea, MA 02150	PC	Cognitive Behavioral Therapy Adaptation	40,000

Samantans, Inc 41 West Street, 4th Floor Boston, MA 02111	PC	Greater Boston Youth Suicide Prevention Services	10,000
Science Club for Girls, Inc. P. O. Box 390544 Cambridge, MA 02139	PC	Lawrence Expansion	10,000
Soccer Without Borders Boston 9 Waterhouse Street Cambridge, MA 02138	PC	SWB Boston Middle School Program	7,500
Sociedad Latina, Inc. 1530 Tremont Street Roxbury, MA 02120	PC	STEAM Team	10,000
Somerville Homeless Coalition P. O. Box 440436 Somerville, MA 02144	PC	Supportive Housing Program to Reduce Chronic Homelessness	12,500
The Food Project, Inc 10 Lewis Street Lincoln, MA 01773	PC	Greater Boston Dirt Crew program	7,500
Theatre Espresso Incorporated 43 Boynton Street, Apt. 1L Jamaica Plain, MA 02130	PC	American Tapestry Immigrant Children of the Bread and Roses Strike	6,000
Third Sector New England f/b/o First Teacher Non Profit Center 89 South Street, Suite 700 Boston, MA 02111	PC	f/b/o First Teacher Increasing Our Impact	7,500
Third Sector New England f/b/o FutureChefs 560 Albany Street Boston, MA 02118	PC	Culinary Pathways program	10,000
Thompson Island Outward Bound Educational Center, Inc. P O. Box 127 Boston, MA 02127	PC	Connections Empowering Urban Youth	10,000
Tutoring Plus of Cambridge, Inc c/o Fletcher-Maynard Academy 225 Windsor Street Cambridge, MA 02139	PC	Operating Support	10,000
Vietnamese American Initiative for Development 42 Charles Street, Suite E Dorchester, MA 02122	PC	VietAid After School Program	7,500
Waltham Fields Community Farm 240 Beaver Street Waltham, MA 02452	PC	Food Access	10,000
WATCH, INC. 24 Crescent Street, Suite 201 Waltham, MA 02453	PC	Breaking Barriers	10,000
Web of Benefit, Inc P. O. Box 81925 Wellesley, MA 02481	PC	Transition to Self-Sufficiency	7,500
Wellmet Project, Inc. 675 Massachusetts Avenue Cambridge, MA 02139	PC	Housing for Mentally Ill Individuals	10,000
West End House Boys & Girls Club of Allston- Brighton 105 Allston Street Allston, MA 02134	PC	Academic Success and College Preparation	10,000
Woburn Council of Social Concern 2 Merrimac Street Woburn, MA 01801	PC	General Operating support	10,000

Women's Lunch Place, Inc. 67 Newbury Street Boston, MA 02116	PC	General Operating Support	5,000
X-Cel, Inc. 7 Glenvale Terrace Jamaica Plain, MA 02130	PC	Pathway-to-College Initiative	6,000
Youth and Families Enrichment Services 1234 Hyde Park Avenue, Suite 202 Hyde Park, MA 02136	PC	Youth Builders, restricted to school year programming	10,000
YouthBuild Boston, Inc. 27 Centre Street Roxbury, MA 02119	PC	The Designery Exploring Careers in Architecture, Serving the Community	10,000
		TOTAL	1,539,125