Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No. 1545-0052

**2015**

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: **Forest Foundation**

A Employer identification number: **04 - 3177775**

Number and street (or P.O. box number if mail is not delivered to street address): **Day Pitney, LLP One International Place** Room/suite

B Telephone number (see instructions): **617 -**

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 ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here . . . ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 3,233,371

J Accounting method: ☑ Cash ☐ Accrual ☐ Other (specify) ______ *(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 . . ▶ ☐

**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

| | Line | Description | (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) Schedule 1 | | | | |
| | 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 . . . . | 94,714 | 94,714 | | |
| | 5a | Gross rents . . . . . . . . . . . . . | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 Schedule 2 | | | | |
| | b | Gross sales price for all assets on line 6a | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) . . | | 46,622 | | |
| | 8 | Net short-term capital gain . . . . . . . | | | | |
| | 9 | Income modifications . . . . . . . . . | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less: Cost of goods sold . . . | | | | |
| | c | Gross profit or (loss) (attach schedule) Schedule 3 | | | | |
| | 11 | Other income (attach schedule) . . . Schedule 4 | | | | |
| | 12 | **Total.** Add lines 1 through 11 . . . . . . | 94,714 | 141,336 | 0 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc. | 0 | 0 | 0 | 0 |
| | 14 | Other employee salaries and wages . . . . . | 110,080 | | | 110,080 |
| | 15 | Pension plans, employee benefits . . . | 26,505 | | | 26,505 |
| | 16a | Legal fees (attach schedule) . . . . Schedule 5 | | | | |
| | b | Accounting fees (attach schedule) . Schedule 5 | 400 | | | 400 |
| | c | Other professional fees (attach schedule) Schedule 5 | 3,450 | | | 3,450 |
| | 17 | Interest . . . . . . . . . . . . Schedule 6 | | | | |
| | 18 | Taxes (attach schedule) (see instructions) Schedule 7 | 11,271 | 388 | | 10,883 |
| | 19 | Depreciation (attach schedule) and depletion . . | | | | |
| | 20 | Occupancy . . . . . . . . . . . . | | | | |
| | 21 | Travel, conferences, and meetings . . . . . | 8,987 | | | 8,987 |
| | 22 | Printing and publications . . . . . . . | | | | |
| | 23 | Other expenses (attach schedule) . . Schedule 8 | 12,276 | | | 12,276 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 . . . . . . . . . | 172,969 | 388 | 0 | 172,581 |
| | 25 | Contributions, gifts, grants paid . . . Schedule 9 | 402,128 | | | 402,128 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 575,097 | 388 | 0 | 574,709 |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | **Excess of revenue over expenses and disbursements** | (480,383) | | | |
| | b | **Net investment income** (if negative, enter -0-) . | | 140,948 | | |
| | c | **Adjusted net income** (if negative, enter -0-) . . | | | 0 | |

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| Part II | Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | Beginning of year (a) Book Value | End of year (b) Book Value | (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** 1 | Cash—non-interest-bearing | 159 | 159 | 159 |
| 2 | Savings and temporary cash investments | 54,860 | 13,739 | 13,739 |
| 3 | Accounts receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| 4 | Pledges receivable ▶ | | | |
| | Less: allowance for doubtful accounts ▶ | | | |
| 5 | Grants receivable | | | |
| 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) Schedule 10 Schedule 11 | | | |
| 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 Schedule 12 | | | |
| 10a | Investments—U.S. and state government obligations (attach schedule) | | | |
| b | Investments—corporate stock (attach schedule) Schedule 12 | 2,339,277 | 1,900,015 | 3,219,473 |
| c | Investments—corporate bonds (attach schedule) Schedule 12 | | | |
| 11 | Investments—land, buildings, and equipment: basis ▶ | | | |
| | Less: accumulated depreciation (attach schedule) ▶ Schedule 13 | | | |
| 12 | Investments—mortgage loans | | | |
| 13 | Investments—other (attach schedule) Schedule 14 | | | |
| 14 | Land, buildings, and equipment: basis ▶ 14,166 | | | |
| | Less: accumulated depreciation (attach schedule) ▶ Schedule 15 14,166 | | | |
| 15 | Other assets (describe ▶ Schedule 16 ) | | | |
| 16 | **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I) | 2,394,296 | 1,913,913 | 3,233,371 |
| **Liabilities** 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue Schedule 17 | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons Schedule 18 | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ▶ ) | | | |
| 23 | **Total liabilities** (add lines 17 through 22) | 0 | 0 | |
| **Net Assets or Fund Balances** | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | | | |
| 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 | 1,904,747 | 1,904,747 | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 489,549 | 9,166 | |
| 30 | **Total net assets or fund balances** (see instructions) | 2,394,296 | 1,913,913 | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | 2,394,296 | 1,913,913 | |

## 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 | 2,394,296 |
| 2 | Enter amount from Part I, line 27a | 2 | (480,383) |
| 3 | Other increases not included in line 2 (itemize) ▶ Schedule 20 | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 1,913,913 |
| 5 | Decreases not included in line 2 (itemize) ▶ Schedule 21 | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 1,913,913 |

**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 | PUBLICLY TRADED SECURITIES | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 753,016 | | 706,394 | 46,622 |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 0 |
| 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 | 46,622 |
| 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 | |

**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)) |
|---|---|---|---|
| 2014 | | | |
| 2013 | | | |
| 2012 | | | |
| 2011 | | | |
| 2010 | | | |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) . . . | 2 | |
| 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 | |
| 4 | Enter the net value of noncharitable-use assets for 2015 from Part X, line 5 . . . | 4 | NA |
| 5 | Multiply line 4 by line 3 . . . | 5 | NA |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . | 6 | NA |
| 7 | Add lines 5 and 6 . . . | 7 | NA |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . | 8 | NA |

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 2,819 | |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 2 | 0 | |
| 3 | Add lines 1 and 2 | 3 | 2,819 | |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0 | |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 2,819 | |
| 6 | Credits/Payments: | | | |
| a | 2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a | | | |
| 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 | 0 | |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached | 8 | | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter amount owed ▶ | 9 | 2,819 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the amount overpaid ▶ | 10 | 0 | |
| 11 | Enter the amount of line 10 to be: **Credited to 2016 estimated tax ▶** **Refunded ▶** | 11 | | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | ✓ |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | ✓ |
| | *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | ✓ |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ ______ (2) On foundation managers. ▶ $ ______ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | ✓ |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | ✓ |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | ✓ |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | ✓ |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | ✓ |
| 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 | | ✓ |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* | 7 | ✓ | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ **MASSACHUSETTS** | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | ✓ | |
| 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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | ✓ |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | ✓ |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) Schedule 22 | 11 | | ✓ |
| 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 | | ✓ |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | ✓ | |
| | Website address ▶ FORESTFOUNDATION.NET | | | |
| 14 | The books are in care of ▶ DAVID W FITTS Telephone no. ▶ 617-345-4600 | | | |
| | Located at ▶ ONE INTERNATIONAL PLACE BOSTON MA ZIP+4 ▶ 2,110 | | | |
| 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 2015, 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 | | ✓ |
| | See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶ | | | |

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

| | | | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | N/A | |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2015? | 1c | | ✓ |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a | At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No | | | |
| | 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 | | ✓ |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No | | | |
| b | If "Yes," did it have excess business holdings in 2015 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 2015.)* | 3b | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | ✓ |
| 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 2015? | 4b | | ✓ |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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)? | 5b | N/A | |
| | 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 | | ✓ |
| | *If "Yes" to 6b, file Form 8870.* | | | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No | | | |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | 7b | N/A | |

## 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 |
|---|---|---|---|---|
| ARTHUR P POOR, JR<br>2202 GULFSHORE BLVD N NAPLES, FL 34102 | TRUSTEE 1.0 | 0 | 0 | 0 |
| LOEL POOR<br>2202 GULFSHORE BLVD N NAPLES, FL 34102 | TRUSTEE 1.0 | 0 | 0 | 0 |
| DAVID W FITTS, ESQ<br>INTERNATIONAL PLACE BOSTON, MA 02110 | TRUSTEE 1.0 | 0 | 0 | 0 |
| ELTON MCCAUSLAND<br>44 HIGH ST IPSWICH, MA 01938 | TRUSTEE 1.0 | 0 | 0 | 0 |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| DAVID R SULLIVAN<br>100 FEDERAL ST SALEM, MA 01970 | EXECUTIVE DIR<br>40.0 | 70,000 | 23,505 | 0 |
| MADELAINE MAKIN<br>8 FARRINGTON AVE. GLOUCESTER, MA 01930 | COORDINATOR<br>16.0 | 28,080 | 0 | 0 |
| SUSAN P. DORN<br>10 LONGFELLOW AVE BRUNSWICK, ME 04011 | COORDINATOR 5.0 | 12,000 | 3,000 | 0 |
| | | | | |
| | | | | |
| Total number of other employees paid over $50,000 ▶ | | | | 0 |

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

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| NONE | | 0 |
| | | |
| | | |
| | | |
| | | |
| **Total number of others receiving over $50,000 for professional services** ▶ | | 0 |

**Part IX-A Summary of Direct Charitable Activities**

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|---|---|
| 1 NOT APPLICABLE | 0 |
| 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 NOT APPLICABLE | 0 |
| 2 | |
| All other program-related investments. See instructions. 3 | |
| **Total.** Add lines 1 through 3 ▶ | |

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

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 3,453,172 |
| b | Average of monthly cash balances | 1b | |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 3,453,172 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 3,453,172 |
| 4 | Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions) | 4 | 51,798 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 3,401,374 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 170,069 |

## 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 | 170,069 |
| 2a | Tax on investment income for 2015 from Part VI, line 5 | 2a | 2,819 | | |
| b | Income tax for 2015. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 2,819 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 167,250 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 167,250 |
| 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 | 167,250 |

## 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 | 574,709 |
| 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 | 574,709 |
| 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 | |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 574,709 |

**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 2014 | (c) 2014 | (d) 2015 |
|---|---|---|---|---|---|
| 1 | Distributable amount for 2015 from Part XI, line 7 | | | | 167,250 |
| 2 | Undistributed income, if any, as of the end of 2015: | | | | |
| a | Enter amount for 2014 only | | | | |
| b | Total for prior years: 20 20 ,20 ,20 | | | | |
| 3 | Excess distributions carryover, if any, to 2015: | | | | |
| a | From 2010 . . . 74,460 | | | | |
| b | From 2011 | | | | |
| c | From 2012 . . . 13,113 | | | | |
| d | From 2013 | | | | |
| e | From 2014 | | | | |
| f | Total of lines 3a through e | 87,573 | | | |
| 4 | Qualifying distributions for 2015 from Part XII, line 4: ▶ $ 574,709 | | | | |
| a | Applied to 2014, 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) | | | | |
| d | Applied to 2015 distributable amount | | | | 167,250 |
| e | Remaining amount distributed out of corpus | 407,459 | | | |
| 5 | Excess distributions carryover applied to 2015 *(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 | 495,032 | | | |
| 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 | | | | |
| d | Subtract line 6c from line 6b. Taxable amount—see instructions | | 0 | | |
| e | Undistributed income for 2014. Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0 | |
| f | Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016 | | | | 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) | | | | |
| 8 | Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions) | 74,460 | | | |
| 9 | **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a | 420,572 | | | |
| 10 | Analysis of line 9: | | | | |
| a | Excess from 2011 | | | | |
| b | Excess from 2012 . . . 13,113 | | | | |
| c | Excess from 2013 | | | | |
| d | Excess from 2014 | | | | |
| e | Excess from 2015 . . . 407,459 | | | | |

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

| | | |
|---|---|---|
| 1a | If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling . . . . . . ▶ | NA |
| b | Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5) | |

| | | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|---|
| | | (a) 2015 | (b) 2014 | (c) 2013 | (d) 2012 | |
| 2a | Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . . . . | N/A | N/A | N/A | N/A | N/A |
| b | 85% of line 2a . . . . . . . . | N/A | N/A | N/A | N/A | N/A |
| c | Qualifying distributions from Part XII, line 4 for each year listed . . . . | N/A | N/A | N/A | N/A | N/A |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities . . | | N/A | N/A | N/A | N/A |
| e | Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . . | N/A | N/A | N/A | N/A | N/A |
| 3 | Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| a | "Assets" alternative test—enter: | | | | | |
| | (1) Value of all assets . . . . . | | N/A | N/A | N/A | N/A |
| | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) . . . . | | N/A | N/A | N/A | N/A |
| b | "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed . . . | N/A | N/A | N/A | N/A | N/A |
| 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) . . . . | | | | | N/A |
| | (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) . . . . | | | | | N/A |
| | (3) Largest amount of support from an exempt organization . . . | | | | | N/A |
| | (4) Gross investment income . . . | | | | | N/A |

**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).)

SEE SCHEDULE 1

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:

DAVID R SULLIVAN P.O. BOX 112 BOXFORD, MA 01921

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

NO PARTICULAR FORM

c Any submission deadlines:

NONE

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

PRIMARILY WOMEN AND CHILDREN AT RISK AND EDUCATIONAL INSTITUTIONS

**Part XV Supplementary Information** *(continued)*

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SEE DETAIL ON SCHEDULE 9 | | | FOR CHARITIES TO | 0 |
| | | | PROVICE SERVICE TO | 0 |
| | | | AT-RISK FAMILIES | 0 |
| | | | FOR THEIR PHYSICAL AND | 0 |
| | | | MENTAL WELL-BEING. | 0 |
| | | | ALSO, TO PROVIDE FOR | 0 |
| | | | SOCIALLY RESPONSIBLE | 0 |
| | | | INSTITUTIONS OF | 0 |
| | | | HIGHER LEARNING | 0 |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3a** | | | | |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ **3b** | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions.) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | 94,714 | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0 | | 94,714 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 94,714

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

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.) |
|---|---|
| | NOT APPLICABLE |

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

| | | | Yes | No |
|---|---|---|---|---|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | ✓ |
| | (2) Other assets | 1a(2) | | ✓ |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

| (a) Line no. | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | | |

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

Signature of officer or trustee: [signature] Date: 4/18/2016 Title: TRUSTEE

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| | | | | |

Firm's name ▶ Firm's EIN ▶

Firm's address ▶ Phone no.

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### Schedule 1: Part I, Line 1 - Contributions, Gifts, Grants, etc. Received

| Description | Amount |
|---|---|
| 1 NONE | 0 |
| Total | 0 |

### Schedule 2: Part I, Line 6a - Net Gain or (Loss) from Sale of Assets Not on Line 10

| Description | Date Acquired | How Acquired | Gross Sales Price | Cost, Other basis, or Donated Value Amount | Cost, Other basis, or Donated Value Which One | To Part XVI-A Line 8 (See Note) |
|---|---|---|---|---|---|---|
| 1 NONE | | | | | | |
| Total | | | 0 | 0 | | |

| | Date Sold | To Whom Sold | Expense of Sale and Cost of Improvements | Depreciation Since Acquisition | Gain or (Loss) |
|---|---|---|---|---|---|
| 1 | | | | | 0 |
| Total | | | 0 | 0 | 0 |

| Amounts Carried To Part XVI-A line 8 | Gross Sales Price | Cost or Other Basis | Expense of Sale and Cost of Improvements | Depreciation Since Acquisition | Gain or (Loss) |
|---|---|---|---|---|---|
| Unrelated Business Income (Col B) | 0 | 0 | 0 | 0 | 0 |
| Excluded by Sec 512, 513, or 514 (Col D) | 0 | 0 | 0 | 0 | 0 |
| Related / Exempt Function Income (Col E) | 0 | 0 | 0 | 0 | 0 |
| Total | 0 | 0 | 0 | 0 | 0 |

Note Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

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**Schedule 3: Part I, Line 10 - Gross Profit from Sales of Inventory**

| Description: | Gross Sales, Less Returns and Allowances | Cost of Goods Sold | Gross Profit of (Loss) | To Part XVI-A Line 10 (See Note) |
|---|---|---|---|---|
| 1 NONE | | | 0 | |
| **Total** | 0 | 0 | 0 | |

| Amounts Carried To Part XVI-A line 10 | | | |
|---|---|---|---|
| Unrelated Business Income (Col B) | 0 | 0 | 0 |
| Excluded by Sec 512, 513, or 514 (Col D) | 0 | 0 | 0 |
| Related / Exempt Function Income (Col E) | 0 | 0 | 0 |
| **Total** | 0 | 0 | 0 |

Note. Numeric codes used above are
1 - if Unrelated Business Income (Part XVI-A, Column B),
2 - if Excluded by Sec 512, 513, or 514 (Part XVI-A, Column D)
Balance is Related / Exempt Function Income (Part XVI-A, Column E)

**Schedule 4: Part I, Line 11 - Other Income**

| | | From Part XVI-A | | | |
|---|---|---|---|---|---|
| Description | | Unrelated Business Income (Column (b)) | Excluded by Section 512, 513, or 514 (Column (d)) | Related or exempt function income (Column (e)) | Total to Part I, Line 11 |
| 1 | *Program Service Revenue (total of lines 1a through 1g)* | 0 | 0 | 0 | 0 |
| 2 | Membership dues and assessments | 0 | 0 | 0 | 0 |
| 7 | Other investment income | 0 | 0 | 0 | 0 |
| 9 | Gross revenue from special events | 0 | 0 | 0 | 0 |
| 11 | Total Other Revenue (listed separately on line 11) | | | | |
| a | | 0 | 0 | 0 | 0 |
| b | | 0 | 0 | 0 | 0 |
| c | | 0 | 0 | 0 | 0 |
| d | | 0 | 0 | 0 | 0 |
| e | | 0 | 0 | 0 | 0 |
| | Total line 11 | 0 | 0 | 0 | 0 |
| **Total** | | 0 | 0 | 0 | 0 |

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### Schedule 5: Part I, Line 16a - Legal Fees

| Type of service | Amount |
|---|---|
| 1 NONE | |
| **Total** | 0 |

### Schedule 5: Part I, Line 16b - Accounting Fees

| Type of service | Amount |
|---|---|
| 1 BOOKKEEPING SERVICE | 400 |
| **Total** | 400 |

### Schedule 5: Part I, Line 16c - Other Professional Fees

| Type of service | Amount |
|---|---|
| 1 HONORARIUM | 3,450 |
| **Total** | 3,450 |

### Schedule 6: Part I, Line 18 - Taxes

| Type of tax | Amount |
|---|---|
| 1 PAYROLL | 8,426 |
| 2 FEDERAL EXCISE | 2,457 |
| 3 FOREIGN TAX | 388 |
| **Total** | 11,271 |

### Schedule 7: Part I, Line 19 - Depreciation and Depletion

| Description | Date Acquired | Cost or Other Basis | Depreciation Allowable in Prior Years | Depreciation Method | Rate (%) | Depreciation This Year |
|---|---|---|---|---|---|---|
| NONE | | | | | | |
| Total | | 0 | 0 | | | 0 |
| Less Depreciation included in cost of goods sold and not on line 19 | | | | | | |
| **Total** | | | | | | 0 |

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## Schedule 8: Part I, Line 23 - Other Expenses

| Description | | Amount |
|---|---|---|
| 1 | TELEPHONE | 400 |
| 2 | OFFICE SUPPLIES | 11,446 |
| 3 | AUTO EXPENSE | 396 |
| 4 | BANK CHARGES | 34 |
| 10 | Amortization from schedule below | |
| **Total** | | 12,276 |

| Amortization Description | Date Acquired, Completed or Expensed | Cost or Other Basis | Deduction Allowable in Prior Years | Amortization Period (Months) | Current Year Amortization |
|---|---|---|---|---|---|
| 1 NONE | | | | | |
| **Total** | | 0 | 0 | | 0 |

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**Schedule 9: Part I, Line 25 - Contributions, Gifts, Grants Paid**

| From detail below: | Cash Amount | Property Other than Cash | Total |
|---|---|---|---|
| Paid dunng the year | 402,128 | 0 | 402,128 |
| Approved for future payment | 0 | 0 | 0 |
| **Total** | 402,128 | 0 | 402,128 |

**Paid During the Year:**

| Class of Activity: | Donee Name | Donee Address | Cash Amount | Property Other than Cash (1) | Relationship to Disqualified Persons (2) | Organizational Status of Donee (3) | |
|---|---|---|---|---|---|---|---|
| 1 1 | ADOLESCENT CONS SVC | 189 CAMBRIDGE ST | | | | | |
| 1 1 | | CAMBRIDGE MA 02141 | 5,000 | | | PC | |
| 1 1 | AIDS ACTION COMM | 75 ARMORY ST | | | | | |
| 1 1 | | BOSTON, MA 02119 | 5,000 | | | PC | |
| 1 1 | AJIRI TEA FOUNDATION | PO BOX 162 | | | | | |
| 1 1 | | UPPER BLACK EDDY, PA 18972 | 5,000 | | | PC | |
| 1 1 | ALTERNATIVES FOR | 2201 WASHINGTON ST | | | | | |
| 1 1 | COMM AND ENVIRONMT | BOSTON, MA 02119 | 5,000 | | | PC | |
| 1 1 | ACLU | 211 CONGRESS ST | | | | | |
| 1 1 | | BOSTON, MA 02110 | 5,000 | | | PC | PC |
| 1 1 | ASSOC GRANT MAKERS | 133 FEDERAL ST | | | | | |
| 1 1 | | BOSTON MA 02110 | 100 | | | PC | |
| 1 1 | BACKYARD GROWERS | 269 MAIN ST | | | | | |
| 1 1 | | GLOUCESTER MA 01930 | 6,000 | | | PC | |
| 1 1 | BEYOND SOCCER | 60 ISLAND ST | | | | | |
| 1 1 | | LAWRENCE, MA 01840 | 4,000 | | | PC | |
| 1 1 | BOSTON AREA GLEANERS | 240 BEAVER ST | | | | | |
| 1 1 | | WALTHAM, MA 02452 | 6,000 | | | PC | |
| 1 1 | BOSTON CTR FOR ARTS | 539 TREMONT ST | | | | | |
| 1 1 | | BOSTON, MA 02116 | 5,000 | | | PC | |
| 1 1 | BOWDOIN COLLEGE | 255 MAINE ST | | | | | |
| 1 1 | | BRUNSWICK, ME 04011 | 5,000 | | | EDUC | |
| 1 1 | BRUNSWICK LAND TRUST | 108 MAINE ST | | | | | |
| 1 1 | | BRUNSWICK, ME 04011 | 5,000 | | | PC | |
| 1 1 | CAPE ANN HAVEN | 180 MAIN ST | | | | | |
| 1 1 | | GLOUCESTER MA 01930 | 5,000 | | | PC | |
| 1 1 | CENTER FOR WOMEN | 100 MORRISSEY BLVD | | | | | |
| 1 1 | | BOSTON, MA 02125 | 5,000 | | | PC | |
| 1 1 | CORPORATE ACCTABILITY | 10 MILK ST | | | | | |
| 1 1 | | BOSTON, MA 02108 | 10,000 | | | PC | |
| 1 1 | EAST YOUTH CENTER | 196 MASSAPOAG AVE | | | | | |
| 1 1 | | NORTH EASTON, MA 02356 | 600 | | | PC | |
| 1 1 | ECOLOGIC DEV FUND | 186 ALEWIFE BROOK PKWY | | | | | |
| 1 1 | | CAMBRIDGE MA 02141 | 10,000 | | | PC | |
| 1 1 | ESSEX COUNTY FNDATION | 175 ANDOVER ST | | | | | |
| 1 1 | | DANVERS, MA 01923 | 3,150 | | | PC | |
| 1 1 | FAMILY AID BOSTON | 727 ATLANTIC AVE | | | | | |
| 1 1 | | BOSTON, MA 02111 | 5,000 | | | PC | |
| 1 1 | FAMILY PROMISE | 330 RANTOUL ST | | | | | |
| 1 1 | | BEVERLY, MA 01915 | 2,500 | | | PC | |
| 1 1 | FUEL EDUCATION | 561 BOYLSTON ST | | | | | |
| 1 1 | | BOSTON, MA 02116 | 10,000 | | | PC | |
| 1 1 | GIRLS LEAP | 179A CENTER ST | | | | | |
| 1 1 | | DORCHESTER, MA 02124 | 4,000 | | | PC | |
| 1 1 | GROUNDWORK LAWRENCE | 60 ISLAND ST | | | | | |
| 1 1 | | LAWRENCE, MA 01840 | 5,000 | | | PC | |
| 1 1 | GROUNDWORK | 24 PARK #7 | | | | | |
| 1 1 | SOMERVILLE | SOMERVILLE, MA 02143 | 14,000 | | | PC | |

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| | | | | |
|---|---|---|---|---|
| 1 1 | HALEY HOUSE | 23 DARTMOUTH ST | | |
| 1 1 | | BOSTON, MA 02116 | 5,000 | PC |
| 1 1 | INNERCITY | PO BOX 171313 | | |
| 1 1 | WEIGHTLIFTING | BOSTON, MA 02117 | 6,550 | PC |
| 1 1 | JUSTICE AT WORK | 192 SOUTH ST | | |
| 1 1 | | BOSTON, MA | 4,000 | PC |
| 1 1 | LA ALINAZA HISPANA | 409 DUDLEY ST | | |
| 1 1 | | ROXBURY, MA 02119 | 5,000 | PC |
| 1 1 | LAWRENCE COMMUNITY | 168 NEWBURY ST | | |
| 1 1 | WORKS | LAWRENCE, MA 01840 | 5,000 | PC |
| 1 1 | LEARNING BY GIVING | 292 NEWBURY ST | | |
| 1 1 | | BOSTON, MA 02115 | 2,500 | PC |
| 1 1 | LIFT BOSTON | 1620 I ST NW | | |
| 1 1 | | WASHINGTON, DC 20006 | 5,000 | PC |
| 1 1 | LYNN SHELTER ASSOC | 360 WASHINGTON ST | | |
| 1 1 | | LYNN, MA 01901 | 2,500 | PC |
| 1 1 | MAINE IMMIGRANT SVS | 57 BIRCH ST | | |
| 1 1 | | LEWISTON, ME 04240 | 5,000 | PC |
| 1 1 | MASS IMMIGRANT | 10 CHAUNCY ST | | |
| 1 1 | | BOSTON, MA 02111 | 4,000 | PC |
| 1 1 | MASS TRANS GENDER | PO BOS 960784 | | |
| 1 1 | | BOSTON, MA 02196 | 4,000 | PC |
| 1 1 | MIRA COALITION | 105 CHAUNCY ST | | |
| 1 1 | | BOSTON, MA 02111 | 5,000 | PC |
| 1 1 | NEIGHBORS IN NEED | 276 ESSEX ST | | |
| 1 1 | | LAWRENCE, MA 01840 | 5,000 | PC |
| 1 1 | NOBLE & GREENOUGH | 10 CAMPUS DRIVE | | |
| 1 1 | | DEDHAM, MA 02026 | 30,000 | EDUC |
| 1 1 | NORTH SHORE | 102 LAFAYETTE ST | | |
| 1 1 | COMMUNITY DEV | SALEM MA 01970 | 10,200 | PC |
| 1 1 | NORTH SHORE | 248 CABOT ST | | |
| 1 1 | UNITED WAY | BEVERLY, MA 01915 | 5,000 | PC |
| 1 1 | OUT AS I WANT TO BE | PO BOX 1723 | | |
| 1 1 | | ROCKLAND, MA 04841 | 6,000 | PC |
| 1 1 | PARTNERS IN HEALTH | 888 COMM AVE | | |
| 1 1 | | BOSTON, MA 02215 | 5,000 | PC |
| 1 1 | PEER HEALTH EXCHANGE | 262 WASHINGTON ST | | |
| 1 1 | | BOSTON, MA 02108 | 5,000 | PC |
| 1 1 | PREP AT PINGREE | 537 HIGHLAND ST | | |
| 1 1 | | S HAMILTON, MA 01982 | 5,000 | PC |
| 1 1 | PUBLIC CONVERSATIONS | 46 KONDAZIAN ST | | |
| 1 1 | PROJECT | WATERTOWN, MA 02472 | 10,000 | PC |
| 1 1 | RIGHTSIDE SHIRTS | 32 TOWER ST | | |
| 1 1 | | JAMAICA PLAIN, MA 02130 | 5,000 | PC |
| 1 1 | ROSE FITZGERALD | 185 KNEELAND ST | | |
| 1 1 | KENNEDY GREEWAY | BOSTON, MA 02111 | 5,000 | PC |
| 1 1 | SHAWNEE MISSION EDU | 7235 ANTIOCH RD | | |
| 1 1 | | SHAWNEE MISSION, KS 66204 | 2,500 | PC |
| 1 1 | SPEAK ABOUT IT | PO BOX 448 | | |
| 1 1 | | PORTLAND, ME 04101 | 7,000 | PC |
| 1 1 | STRONG WOMEN, | 262 WASHINGTON ST | | |
| 1 1 | STRONG GIRLS | BOSTON, MA 02108 | 5,000 | PC |
| 1 1 | TEDFORD HOUSING | 14 MIDDLE ST | | |
| 1 1 | | BRUNSWICK, ME 04011 | 1,000 | PC |
| 1 1 | THE BOSTON FOUNDATION | 75 ARLINGTON ST | | |
| 1 1 | | BOSTON, MA 02116 | 5,000 | PC |
| 1 1 | THE DREAM PROGRAM | 916 WILLIAMS RD | | |
| 1 1 | | COLCHESTER, VT 05446 | 5,000 | PC |
| 1 1 | THE FOOD PROJECT | 10 LEWIS ST | | |
| 1 1 | | LINCOLN, MA 01773 | 15,000 | PC |

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| | | | | | |
|---|---|---|---|---|---|
| 1 1 | THE HOME FOR LITTLE | 10 GUEST ST | | | |
| 1 1 | WANDERERS | BOSTON, MA 02135 | 5,000 | | PC |
| 1 1 | THE OPEN DOOR | 28 EMERSON AVE | | | |
| 1 1 | | GLOUCESTER MA 01930 | 5,000 | | PC |
| 1 1 | THEATER OFFENSIVE | 565 BOYLSTON ST | | | |
| 1 1 | | BOSTON, MA 02116 | 5,000 | | PC |
| 1 1 | THIRD SECTOR | 89 SOUTH ST | | | |
| 1 1 | NEW ENGLAND | BOSTON, MA 02111 | 5,000 | | PC |
| 1 1 | THOMAS JEFFERSON | PO BOX 32 | | | |
| 1 1 | MEMORIAL CENTER | MANCHESTER, MA 01944 | 100 | | PC |
| 1 1 | UNIVERSAL PROMISE | 340 GLEN RD | | | |
| 1 1 | | PORTSMOUTH, RI 02871 | 3,000 | | PC |
| 1 1 | WALTHAM FIELDS | 240 BEAVER ST | | | |
| 1 1 | | WALTHAM, MA 02452 | 15,678 | | PC |
| 1 1 | WOLFEBORO CAMP SCHOOL | 93 CAMP SCHOOL RD | | | |
| 1 1 | | WOLFEBORO, NH 03894 | 6,450 | | PC |
| 1 1 | WOMEN ENCOURAGING | PO BOX 12 | | | |
| 1 1 | EMPOWERMENT | REVERE, MA 02151 | 5,100 | | PC |
| 1 1 | WRITING SAVES LIVES | 32 WILDEWOOD DRIVE | | | |
| 1 1 | | CANTON, MA 02021 | 5,200 | | PC |
| 1 1 | YEAR UP | 45 MILK ST | | | |
| 1 1 | | BOSTON MA 02110 | 15,000 | | PC |
| 1 1 | YOUTH AMBASSADORS | 7309 HIGH ST | | | |
| 1 1 | | PRAIRIE VILLAGE, KS 66208 | 2,000 | | PC |
| 1 1 | YOUTH ON FIRE | 75 ARMORY ST | | | |
| 1 1 | | BOSTON, MA 02119 | 9,000 | | PC |
| 1 1 | YWCA CAMBRIDGE | 7 TEMPLE ST | | | |
| 1 1 | | CAMBRIDGE MA 02141 | 5,000 | | PC |
| Total | | | 402,128 | 0 | |

Total amount paid for which the foundation exercised expenditure responsibility

**Total Paid During the Year** 402,128 0

(1) Additional information for property other than cash included on continuation sheet
(2) Relationship of donee if related by blood, marriage, adoption or employment (including children of employees) to any disqualified person
(3) The organizational status of donee (e g , public charity—an organization described in section 509(a)(1), (2), or (3))

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## Schedule 10: Part II, Line 6 - Receivables Due from Officers, Directors, Trustees, and Other Disqualified Persons

| | End of Year Book Value | End of Year Value |
|---|---|---|
| **Receivables Reported as Single Total:** | | |
| Subject to same terms and conditions as receivables from general public | | |
| Travel advances for official business of the organization | | |
| **Receivables Reported Separately (see details below)** | 0 | 0 |
| **Total** | 0 | 0 |

**Details of Receivables Reported Separately:**

| Borrower's Name and Title | Original Amount | Balance Due at Year end | Fair Market Value at Year end | Date of Note |
|---|---|---|---|---|
| 1 NONE | | | | |
| **Total** | | 0 | 0 | |

| Maturity Date | Repayment Terms | Interest Rate | Security Provided by Borrower |
|---|---|---|---|

| Purpose of Loan | Description and Fair Market Value of Consideration |
|---|---|

## Schedule 11: Part II, Line 7 - Other Notes and Loans Receivable

| | Amount | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|---|
| **Notes Receivable not listed on line 6 and not acquired as investments (see details below)** | | 0 | 0 |
| **Loans receivable from the normal activities of the filing organization:** | | | |
| Type of loan: | | | |
| 1 NONE | | | |
| Total | 0 | 0 | |
| Total | | 0 | 0 |
| Less allowance for doubtful accounts | | 0 | 0 |
| **Net amount** | 0 | 0 | 0 |

**Details of Receivables Reported Separately:**

| Borrower's Name | Relationship of Borrower | Original Amount | Balance Due at Year end | Fair Market Value at Year end | Date of Note |
|---|---|---|---|---|---|
| 1 NONE | | | | | |
| **Total** | | | 0 | 0 | |

| Maturity Date | Repayment Terms | Interest Rate | Security Provided by Borrower |
|---|---|---|---|

| Purpose of Loan | Description and Fair Market Value of Consideration |
|---|---|

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## Schedule 12: Part II, Line 10 - Investments—Government Obligations, Corporate Stocks and Bonds

| Line 10a - Investments - U.S. and state government obligations | Valued at Cost or Market Value | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|---|
| Total U S Government obligations | | | |
| 1 NONE | | | |
| Total | | 0 | 0 |

| Line 10b - Investments - Corporate Stock | Valued at Cost or Market Value | Book Value | Fair Market Value |
|---|---|---|---|
| 1 819 SHS ABBOTT LABS | FMV | 21,873 | 36,776 |
| 1 601 SHS AUTOMATIC DATA PROCESSING | FMV | 27,306 | 50,942 |
| 1 4540 SHS BRISTOL MYERS SQUIBB | FMV | 107,760 | 312,279 |
| 1 390 SHS CHEVRON CORP | FMV | 36,759 | 35,107 |
| 1 1088 SHS CLOROX | FMV | 68,077 | 138,014 |
| 1 3532 SHS COLGATE | FMV | 117,883 | 235,322 |
| 1 1927 SHS DIAGEO | FMV | 130,325 | 210,222 |
| 1 1323 SHS DUKE ENERGY | FMV | 82,106 | 94,456 |
| 1 2000 SHS GENERAL MILLS | FMV | 47,746 | 115,311 |
| 1 4527 SHS INTEL | FMV | 117,410 | 155,955 |
| 1 1006 SHS JOHNSON & JOHNSON | FMV | 60,021 | 103,370 |
| 1 1151 SHS KIMBERLY CLARK | FMV | 75,233 | 146,563 |
| 1 2948 SHS LOWES | FMV | 73,929 | 224,190 |
| 1 1856 SHS MCDONALDS | FMV | 137,951 | 219,299 |
| 1 1159 SHS OCCIDENTAL PETROLEUM | FMV | 79,018 | 78,346 |
| 1 2543 SHS PAYCHEX | FMV | 76,203 | 134,493 |
| 1 1090 SHS PEPSICO | FMV | 59,677 | 108,904 |
| 1 1822 SHS PROCTER & GAMBLE | FMV | 115,863 | 144,698 |
| 1 2196 SHS SOUTHERN CO | FMV | 69,045 | 102,756 |
| 1 2814 SHS SYSCO | FMV | 70,867 | 115,373 |
| 1 818 SHS 3M | FMV | 62,692 | 123,287 |
| 1 2256 SHS UNILEVER | FMV | 68,827 | 97,296 |
| 1 1207 SHS UNITED PARCEL | FMV | 70,263 | 116,186 |
| 1 1912 SHS WAL-MART | FMV | 123,173 | 117,213 |
| 1 100 SHS GE | FMV | 8 | 3,115 |
| Total | | 1,900,015 | 3,219,473 |

| Line 10c - Investments - Corporate Bonds | Valued at Cost or Market Value | Book Value | Fair Market Value |
|---|---|---|---|
| 1 NONE | | | |
| Total | | 0 | 0 |

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## Schedule 13: Part II, Line 11 - Investments—Land, Buildings, and Equipment

| Description: | Cost or Other Basis | Accumulated Depreciation | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|---|---|
| 1 NONE | | | 0 | |
| Total | 0 | 0 | 0 | 0 |

## Schedule 14: Part II, Line 13 - Investments—Other

| Description: | Valued at Cost or Market Value | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|---|
| 1 NONE | | | |
| Total | | 0 | 0 |

## Schedule 15: Part II, Line 14 - Land, Buildings, and Equipment

| Description: | Cost or Other Basis | Accumulated Depreciation | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|---|---|
| 1 DELL COMPUTER | 2,591 | 2,591 | 0 | |
| 2 FAX MACHINE | 293 | 293 | 0 | |
| 3 COMPUTER SOFTWARE | 282 | 282 | 0 | |
| 4 AUTOMOBILE | 11,000 | 11,000 | 0 | |
| Total | 14,166 | 14,166 | 0 | 0 |

## Schedule 16: Part II, Line 15 - Other Assets

| Description: | End of Year Book Value | End of Year Fair Market Value |
|---|---|---|
| 1 NONE | | |
| Total | 0 | 0 |

## Schedule 17: Part II, Line 20 – Loans from Officers, Directors, Trustees, and Other Disqualified Persons

| Name and Title of Lender | Original Amount | End of Year Balance Due | Date of Note | Maturity Date |
|---|---|---|---|---|
| 1 NONE | | | | |
| Total | | 0 | | |

| Repayment Terms | Interest Rate | Security Provided by Borrower |
|---|---|---|

| Purpose of Loan | Description and Fair Market Value of Consideration |
|---|---|

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## Schedule 18: Part II, Line 21 - Mortgages and Other Notes Payable

| | End of Year Balance Due |
|---|---|
| All mortgages payable | |
| All Other Notes Payable (see details below) | 0 |
| **Total** | 0 |

**Additional Information for Nonmortgage Notes Payable**

| Name of Lender | Relationship of Lender (1) | Original Amount | Balance Due | Date of Note | Maturity Date |
|---|---|---|---|---|---|
| 1 NONE | | | | | |
| Total | | | 0 | | |

| Repayment Terms | Interest Rate | Security Provided by Borrower |
|---|---|---|
| 1 | | |

| Purpose of Loan | Description and Fair Market Value of Consideration |
|---|---|
| 1 | |

(1) Relationship of the lender to any officer, director, trustee, or key employee of the organization

## Schedule 19: Part II, Line 22 - Other Liabilities

| Description: | End of Year Amount |
|---|---|
| 1 NONE | |
| **Total** | 0 |

## Schedule 20: Part III, Line 3 - Other Increases Not Included in Line 2

| Description | Amount |
|---|---|
| 1 NONE | |
| **Total** | 0 |

## Schedule 21: Part III, Line 5 - Decreases Not Included in Line 2

| Description | Amount |
|---|---|
| 1 NONE | |
| **Total** | 0 |

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**Schedule 22: Part VII-A Line 11 - Information Regarding Controlled Entities**

Controlled Entities Under Section 512(b)(13)

| | Name | Address | (B) Employer Identification Number |
|---|---|---|---|
| a | NONE | | |

(B) Employer