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Form 990-PF

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation POPPLESTONE FOUNDATION C/O SULLIVAN & WORCESTER LLP		A Employer identification number 04-3528004	
Number and street (or P O box number if mail is not delivered to street address) ONE POST OFFICE SQUARE		B Telephone number (see instructions) (617) 338-2839	
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 51,814,597		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		Revenue and expenses per (a) books	Net investment (b) income	Adjusted net (c) income	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)			
	2	Check ☒ if the foundation is not required to attach Sch B			
	3	Interest on savings and temporary cash investments	5,385	5,385	
	4	Dividends and interest from securities	293,160	293,160	
	5a	Gross rents			
	b	Net rental income or (loss) _____			
	6a	Net gain or (loss) from sale of assets not on line 10	5,080,689		
	b	Gross sales price for all assets on line 6a 10,350,937			
	7	Capital gain net income (from Part IV, line 2) . . .		5,080,689	
	8	Net short-term capital gain			
	9	Income modifications			
	10a	Gross sales less returns and allowances			
Operating and Administrative Expenses	b	Less Cost of goods sold			
	c	Gross profit or (loss) (attach schedule)			
	11	Other income (attach schedule)			
	12	Total.Add lines 1 through 11	5,379,234	5,379,234	
	13	Compensation of officers, directors, trustees, etc	0	0	0
	14	Other employee salaries and wages			
	15	Pension plans, employee benefits			
	16a	Legal fees (attach schedule).	5,976	0	5,976
	b	Accounting fees (attach schedule).			
	c	Other professional fees (attach schedule)			
	17	Interest			
	18	Taxes (attach schedule) (see instructions) . . .	24,350	0	0
	19	Depreciation (attach schedule) and depletion . .			
	20	Occupancy			
	21	Travel, conferences, and meetings.			
	22	Printing and publications			
	23	Other expenses (attach schedule).	29,021	28,896	125
	24	Total operating and administrative expenses. Add lines 13 through 23	59,347	28,896	6,101
	25	Contributions, gifts, grants paid	10,416,192		10,416,192
	26	Total expenses and disbursements.Add lines 24 and 25	10,475,539	28,896	10,422,293
	27	Subtract line 26 from line 12			
	a	Excess of revenue over expenses and disbursements	-5,096,305		
	b	Net investment income (if negative, enter -0-)		5,350,338	
	c	Adjusted net income(if negative, enter -0-) . . .			

Part II		Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		-2	2	2
	2	Savings and temporary cash investments		6,673,826	2,339,523	2,339,523
	3	Accounts receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	4	Pledges receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions).				
	7	Other notes and loans receivable (attach schedule) ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)	23,338,513	22,580,780	35,829,130	
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____					
12	Investments—mortgage loans.					
13	Investments—other (attach schedule)	11,068,899	11,064,627	13,645,942		
14	Land, buildings, and equipment basis ▶ _____					
	Less accumulated depreciation (attach schedule) ▶ _____					
15	Other assets (describe ▶ _____)					
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	41,081,236	35,984,932	51,814,597		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities(add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	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	0	0		
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0		
	29	Retained earnings, accumulated income, endowment, or other funds	41,081,236	35,984,932		
	30	Total net assets or fund balances(see instructions)	41,081,236	35,984,932		
	31	Total liabilities and net assets/fund balances(see instructions)	41,081,236	35,984,932		

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	41,081,236	
2	Enter amount from Part I, line 27a	2	-5,096,305	
3	Other increases not included in line 2 (itemize) ▶ _____	3	1	
4	Add lines 1, 2, and 3	4	35,984,932	
5	Decreases not included in line 2 (itemize) ▶ _____	5	0	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	35,984,932	

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase (b) D—Donation	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	20,000 SHS ADVENT SOFTWARE	P		2015-02-12
b	150,000 SHS ADVENT SOFTWARE	P		2015-02-12
c	65,109 SHS ADVENT SOFTWARE	P		2015-02-12
d	966 SHS ADVENT SOFTWARE	P		2015-02-12
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a 876,991		446,489	430,502
b 6,573,785		3,348,670	3,225,115
c 2,857,751		1,453,524	1,404,227
d 42,410		21,565	20,845
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
a			430,502
b			3,225,115
c			1,404,227
d			20,845
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	5,080,689
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 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	3,134,170	56,799,259	0 055180
2013	6,246,979	54,416,221	0 114800
2012	2,510,625	50,326,949	0 049886
2011	2,459,674	49,569,077	0 049621
2010	2,191,443	49,123,273	0 044611

2	Total of line 1, column (d).	2	0 314098
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 062820
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	57,080,017
5	Multiply line 4 by line 3.	5	3,585,767
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	53,503
7	Add lines 5 and 6.	7	3,639,270
8	Enter qualifying distributions from Part XII, line 4.	8	10,422,293

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

Part VI

Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ 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

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

53,503

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

53,503

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

46,705

b

Exempt foreign organizations—tax withheld at source

6b

c

Tax paid with application for extension of time to file (Form 8868).

6c

36,228

d

Backup withholding erroneously withheld

6d

7

Total credits and payments. Add lines 6a through 6d.

7

82,933

8

Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

8

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed**

9

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

10

29,430

11

Enter the amount of line 10 to be **Credited to 2015 estimated tax** 29,430 **Refunded**

11

0

Part VII-A

Statements Regarding Activities

1a

During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

1a

No

b

Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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.

1b

No

c

Did the foundation file **Form 1120-POL** for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation \$ _____ 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.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on **Form 990-T** for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
 MA _____

b

If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation.*

8b

Yes

9

Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)?
If "Yes," complete Part XIV

9

No

10

Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*

10

No

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Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	Yes	
14	The books are in care of CHRISTOPHER C CURTIS ESQ Located at SULLIVAN WORCESTER LLP 1 POST OFFICE SQUARE BOSTON MA Telephone no (617) 338-2800 ZIP+4 02109			
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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country	16	Yes	No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ 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.	☐ Yes ☒ No	1b	
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	No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? If "Yes," list the years 20____, 20____, 20____, 20____	☐ Yes ☒ No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).		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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2015?		4b	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

5b

6b

7b

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
ALAN J DWORSKY	TRUSTEE	0	0	0
8 MERCER CIRCLE CAMBRIDGE,MA 02138	0 00			
SUZANNE E WERBER	TRUSTEE	0	0	0
8 MERCER CIRCLE CAMBRIDGE,MA 02138	0 00			
SALLY L RUBIN	TRUSTEE	0	0	0
83 KIRKSTALL ROAD NEWTON,MA 02460	0 00			

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

[illegible]

Total number of other employees paid over \$50,000.	0
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Part VIII

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		

Total number of others receiving over \$50,000 for professional services.	0
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Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions	
3	

[illegible]

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	48,040,034
b	Average of monthly cash balances.	1b	9,909,222
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	57,949,256
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	57,949,256
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	869,239
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	57,080,017
6	Minimum investment return.Enter 5% of line 5.	6	2,854,001

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	2,854,001
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	53,503
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	53,503
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,800,498
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	2,800,498
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,800,498

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	10,422,293
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	10,422,293
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	53,503
6	Adjusted qualifying distributions.Subtract line 5 from line 4.	6	10,368,790

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				2,800,498
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				
d From 2013.				1,183,832
e From 2014.				336,663
f Total of lines 3a through e.	1,520,495			
4 Qualifying distributions for 2015 from Part XII, line 4				
a Applied to 2014, 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 2015 distributable amount.				2,800,498
e Remaining amount distributed out of corpus	7,621,795			
5 Excess distributions carryover applied to 2015 (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	9,142,290			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2016 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 2010 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	9,142,290			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				
c Excess from 2013.				1,183,832
d Excess from 2014.				336,663
e Excess from 2015.				7,621,795

Part XIV

b Check box to indicate whether the organization is a private operating foundation described in section 170(c)(2)(B)(i) or 170(c)(2)(B)(ii): ☐ 170(c)(2)(B)(i) or ☐ 170(c)(2)(B)(ii)

b 85% of line 2a

d Amounts included in line 2c not used 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

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

[illegible]

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 Additional Data Table				
Total			3a	10,416,192
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2015)

Form 990PF Part XV Line 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 <i>Paid during the year</i>				
BOSTON CHILDREN'S CHORUS 112 SHAWMUT AVENUE SUITE 5B BOSTON,MA 02118			GENERAL USE	65,000
CAMBRIDGE PUBLIC SCHOOLS 159 THORNDIKE STREET CAMBRIDGE,MA 02141			GENERAL USE	269,692
CENTER ON BUDGET AND POLICY PRIORITIES 820 FIRST STREET NE WASHINGTON,DC 20002			GENERAL USE	250,000
CHORUS AMERICA P O BOX 2646 ARLINGTON,VA 222020646			GENERAL USE	170,000
ENVIRONMENTAL WORKING GROUP 1436 U STREET NW SUITE 100 WASHINGTON,DC 200093987			GENERAL USE	350,000
FIDELITY CHARITABLE GIFT FUND P O BOX 770001 CINCINNATI,OH 452770053			GENERAL USE	1,125,000
METROPOLITAN OPERA GUILD LINCOLN CENTER PLAZA NEW YORK,NY 10023			GENERAL USE	250,000
NATIONAL GUILD FOR COMMUNITY ARTS EDUCATION 520 8TH AVENUE NEW YORK,NY 10018			GENERAL USE	135,000
NATIONAL PARK FOUNDATION 1201 EYE STREET NW SUITE 550B WASHINGTON,DC 20005			GENERAL USE	1,225,000
THE URBAN INSTITUTE 2100 M STREET NW WASHINGTON,DC 20037			GENERAL USE	250,000
BOSTON CITY SINGERS 17 WALDECK STREET DORCHESTER,MA 02124			GENERAL USE	25,000
PARENT-CHILD HOME PROGRAM 1415 KELLUM PLACE SUITE 101 GARDEN CITY,NY 11530			GENERAL USE	175,000
THE BOSTON FOUNDATION 75 ARLINGTON STREET BOSTON,MA 02116			GENERAL USE	6,100,000
WOMEN MAKE MOVIES 115 W 29TH STREET SUITE 1200 NEW YORK,NY 10001			GENERAL USE	26,500
Total			3a	10,416,192

TY 2015 General Explanation Attachment**Name:** POPPLESTONE FOUNDATION

C/O SULLIVAN & WORCESTER LLP

EIN: 04-3528004

Identifier	Return Reference	Explanation
DISTRIBUTIONS TO DONOR ADVISED FUNDS	PART VII-A	THE POPPLESTONE FOUNDATION MADE TWO DISTRIBUTIONS TO DONOR ADVISED FUNDS, BOTH OF WHICH WERE TREATED AS QUALIFYING DISTRIBUTIONS. THE LARGER DISTRIBUTION WAS TO A FUND AT THE BOSTON FOUNDATION, WHICH IS THE ESTABLISHED COMMUNITY FOUNDATION SERVING RESIDENTS AND COMMUNITIES IN GREATER BOSTON, THE CITY IN WHICH THE FOUNDATION IS LOCATED. THE TRUSTEES OF THE POPPLESTONE FOUNDATION ARE ESTABLISHING A RELATIONSHIP WITH THE LEADERSHIP OF THE BOSTON FOUNDATION WITH THE GOAL THAT, IN THE FUTURE, THE BOSTON FOUNDATION MAY ASSUME AN ACTIVE ROLE IN ADMINISTERING FUNDS CONTRIBUTED BY THE FOUNDATION.

TY 2015 Investments Corporate Stock Schedule**Name:** POPPLESTONE FOUNDATION

C/O SULLIVAN & WORCESTER LLP

EIN: 04-3528004

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ADVENT SOFTWARE	0	0
AMAZON.COM	4,731,636	11,490,130
GARTNER, INC.	3,458,161	6,349,000
ABBVIE INC.	3,585,684	5,924,000
ENANTA PHARMACEUTICALS INC.	6,007,892	4,953,000
ENANTA-BIOVENTURES	284,892	1,110,000
STARBUCKS	4,512,515	6,003,000

TY 2015 Investments - Other Schedule

Name: POPPLESTONE FOUNDATION

C/O SULLIVAN & WORCESTER LLP

EIN: 04-3528004

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
BIOVENTURES INVESTORS, LPII	AT COST	1,064,627	434,165
COVALENT CAPITAL PARTNERS	AT COST	10,000,000	13,211,777

TY 2015 Legal Fees Schedule

Name: POPPLESTONE FOUNDATION
C/O SULLIVAN & WORCESTER LLP
EIN: 04-3528004

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SULLIVAN & WORCESTER LLP	5,976	0		5,976

TY 2015 Other Expenses Schedule**Name:** POPPLESTONE FOUNDATION

C/O SULLIVAN & WORCESTER LLP

EIN: 04-3528004

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CUSTODIAL FEE (FIDUCIARY TRUST CO)	18,749	18,749		0
2014 MA FORM PC FILING FEE	125	0		125
TAX RETURN SVC (FIDUCIARY TR CO)	490	490		0
BIOVENTURES INVESTORS LIMITED K-1 INTEREST EXPENSE	5,254	5,254		0
BIOVENTURES INVESTORS LIMITED K-1 PORTFOLIO DEDUCTIONS	4,403	4,403		0

TY 2015 Other Increases Schedule

Name: POPPLESTONE FOUNDATION
C/O SULLIVAN & WORCESTER LLP
EIN: 04- 3528004

Description	Amount
ADJUSTMENT FOR DIVIDEND TIMING/ROUNDING	1

TY 2015 Taxes Schedule

Name: POPPLESTONE FOUNDATION
C/O SULLIVAN & WORCESTER LLP
EIN: 04- 3528004

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2015 ESTIMATED TAX PAYMENTS	24,350	0		0