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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 11-01-2015, and ending 10-31-2016

Name of foundation CLIPPER SHIP FOUNDATION INC		A Employer identification number 04-2687384
Number and street (or P O box number if mail is not delivered to street address) GMA FOUNDATIONS 2 LIBERTY SQ NO 500	Room/suite	B Telephone number (see instructions) (617) 426-7080
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 ☐ 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) ▶ \$ 22,581,443	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 <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	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				
	4 Dividends and interest from securities	864,293	864,293		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	963,561			
	b Gross sales price for all assets on line 6a 1,326,943				
	7 Capital gain net income (from Part IV, line 2)		963,561		
	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)	-7,245	-7,245		
	12 Total. Add lines 1 through 11	1,820,609	1,820,609		
	13 Compensation of officers, directors, trustees, etc	20,000	5,000		15,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).	1,879	0		1,879
	b Accounting fees (attach schedule).	12,875	0		12,875
	c Other professional fees (attach schedule)	88,277	2,566		85,711
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,409	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,040	0		2,040
	22 Printing and publications	26	0		26
	23 Other expenses (attach schedule).	3,847	0		3,847
	24 Total operating and administrative expenses. Add lines 13 through 23	151,353	7,566		121,378
	25 Contributions, gifts, grants paid	1,348,600			1,393,600
	26 Total expenses and disbursements. Add lines 24 and 25	1,499,953	7,566		1,514,978
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	320,656			
	b Net investment income (if negative, enter -0-)		1,813,043		
	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	57,827	80,676	80,676
	2	Savings and temporary cash investments			
	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)			
	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)	23,352,238	22,482,046	22,482,046
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)	4,761	18,721	18,721
	16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	23,414,826	22,581,443	22,581,443
	17	Accounts payable and accrued expenses			
	18	Grants payable	45,000		
	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)	45,000	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	23,369,826	22,581,443	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances(see instructions)	23,369,826	22,581,443	
	31	Total liabilities and net assets/fund balances(see instructions) . .	23,414,826	22,581,443	

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	23,369,826
2	Enter amount from Part I, line 27a	2	320,656
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	23,690,482
5	Decreases not included in line 2 (itemize) ▶ _____	5	1,109,039
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . .	6	22,581,443

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 D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1 a	SALE OF PUBLICLY TRADED SECURITIES			
b	FROM GMO FORESTRY FUND 8-B LP K-1			
c				
d				
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 1,326,943		412,678	914,265
b			49,296
c			
d			
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 Losses (from col (h)) (l)
(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			914,265
b			49,296
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	963,561
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	1,635,045	25,316,188	0 064585
2013	1,615,187	26,392,521	0 061199
2012	1,621,399	25,526,360	0 063519
2011	1,565,161	24,989,689	0 062632
2010	1,700,494	25,664,627	0 066258

2	Total of line 1, column (d).	2	0 318193
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 063639
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	22,419,051
5	Multiply line 4 by line 3.	5	1,426,726
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	18,130
7	Add lines 5 and 6.	7	1,444,856
8	Enter qualifying distributions from Part XII, line 4.	8	1,514,978

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	1	18,130
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	18,130
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	18,130
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	36,720
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868).	6c	5,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	41,720
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	23,590
11	Enter the amount of line 10 to be Credited to 2015 estimated tax 23,590 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?		Yes	No
		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			No
		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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>HTTP //CLIPPERSHIPFOUNDATION.ORG</u>	13	Yes	
14 The books are in care of ► <u>CLIPPER SHIP FOUNDATION INC</u> Telephone no ► <u>(617) 426-7080</u> Located at ► <u>2 LIBERTY SQ STE 500 BOSTON MA</u> ZIP+4 ► <u>02109</u>			
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here			☐
and enter the amount of tax-exempt interest received or accrued during the year	15		
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? ☐ 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			No
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			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? ☐ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015</i>).	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

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

5a

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

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

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

☐ Yes

☒ No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

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

☐ 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

No

If "Yes " to 6b, file Form 8870

7a

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

☐ Yes

☒ No

b

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

7b

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

1

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

(a) Name and address	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
See Additional Data Table				

2

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

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

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

0

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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
GMA FOUNDATIONS INC	ADMINISTRATION	84,711
2 LIBERTY SQ STE 500		
BOSTON,MA 02109		
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	
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	
Total. Add lines 1 through 3 ▶	0

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	22,670,285
b	Average of monthly cash balances.	1b	90,173
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	22,760,458
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	22,760,458
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	341,407
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	22,419,051
6	Minimum investment return. Enter 5% of line 5.	6	1,120,953

Part XI

Distributable Amount

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

1	Minimum investment return from Part X, line 6.	1	1,120,953
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	18,130
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	18,130
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,102,823
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,102,823
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	1,102,823

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	1,514,978
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,514,978
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	18,130
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,496,848

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				1,102,823
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.	433,309			
b From 2011.	333,915			
c From 2012.	363,585			
d From 2013.	331,625			
e From 2014.	442,620			
f Total of lines 3a through e.	1,905,054			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ 1,514,978				
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.				1,102,823
e Remaining amount distributed out of corpus	412,155			
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	2,317,209			
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). . .	433,309			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	1,883,900			
10 Analysis of line 9				
a Excess from 2011. . . .	333,915			
b Excess from 2012. . . .	363,585			
c Excess from 2013. . . .	331,625			
d Excess from 2014. . . .	442,620			
e Excess from 2015. . . .	412,155			

Part XIV

[illegible]

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

1 Information Regarding Foundation Managers:

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

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

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

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

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

ELIZABETH DREWRY
C/O GMA FOUNDATIONS 2 LIBERTY SQ
STE 500
BOSTON, MA 02109
(617) 426-7080
EDREWRY@GMAFOUNDATIONS.COM

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

APPLICATIONS MUST BE FILED ONLINE ON THE ORGANIZATION'S WEBSITE AND MUST INCLUDE THE FOLLOWING EXHIBITS: PERSONAL RESUMES OF THE PRINCIPAL ADMINISTRATOR OR ADMINISTRATORS OF THE SUBJECT PROJECT OR PROGRAM, AN ORGANIZATION-WIDE BUDGET AS WELL AS PROJECT/PROGRAM BUDGET (MUST USE THE AGM BUDGET TEMPLATE WHICH IS AVAILABLE FOR DOWNLOAD WITHIN THE ONLINE APPLICATION), A LIST OF THE OTHER SOURCES OF SUPPORT, CURRENT BOARD MEMBERSHIP WITH RELEVANT BACKGROUND AND AFFILIATIONS, IF YOUR ORGANIZATION HAS RECEIVED FUNDING WITHIN THE PAST FIVE YEARS, THE FINAL REPORT ON THAT GRANT MUST BE SUBMITTED WITH THE NEW REQUEST, EVEN IF IT HAS ALREADY BEEN SUBMITTED, AUDITED FINANCIAL STATEMENTS FOR THE TWO MOST RECENTLY COMPLETED FISCAL YEARS (IF YOUR ORGANIZATION IS REQUIRED TO CONDUCT SUCH AUDITS) OR THE APPLICANT'S IRS FORM 990 RETURNS FOR THE TWO MOST RECENTLY COMPLETED TAX YEARS

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

THE FOUNDATION DOES NOT FUND THE GENERAL OPERATIONS OR CORE EDUCATIONAL PROGRAMS OF PUBLIC, PRIVATE, PAROCHIAL, OR CHARTER SCHOOLS. HOWEVER, SCHOOL-BASED PROGRAMS AND SERVICES THAT ARE NOT PART OF THE SCHOOL'S CORE CURRICULUM WILL BE CONSIDERED ON A CASE-BY-CASE BASIS. ELIGIBLE ACTIVITIES MAY INCLUDE TUTORING, SUPPLEMENTAL ART, SPORTS, MUSIC OR ACADEMIC PROGRAMS, NON-ACADEMIC NEEDS SUCH AS MENTORING, COUNSELING, LEADERSHIP DEVELOPMENT OR NUTRITION PROGRAMS. IN GENERAL, GRANTS WILL NOT BE MADE FOR THE SUPPORT OF INDIVIDUAL SUMMER PROGRAMS INDEPENDENT OF SUMMER FUND COLLABORATIVE, INDIVIDUAL CDC-SPONSORED LOW INCOME HOUSING DEVELOPMENT INITIATIVES, LEGAL SERVICES, PROGRAMS WHOSE CENTRAL FOCUS IS ADVOCACY, RELIGIOUS PROGRAMS, HOSPITALS, HIGHER EDUCATION, RESEARCH, SCHOLARSHIPS, FELLOWSHIPS, STUDENT LOANS OR TRAVEL, WRITING OR PUBLISHING OF BOOKS OR ARTICLES, CAMPAIGNS FOR ENDOWMENT FUNDS, PRODUCTION OF MASS MEDIA, OR EXPENSES RELATED TO CONFERENCES OR CONVENTIONS.

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	1,393,600
b Approved for future payment				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities.			14	864,293	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory			18	963,561	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a K-1 PASSTHROUGH FROM GMO FORESTRY FUND 8-B LP			14	-7,245	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e).		0		1,820,609	0
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13		1,820,609

[illegible]

Part XVII

a Transfers from the reporting foundation to a noncharitable exempt organization of

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

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

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.

[illegible]

b If "Yes," complete the following schedule

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

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.

May the IRS discuss this return with the preparer shown below

(see instr)? ☒ Yes ☐ No

Print/Type preparer's name ALFONSO PERILLO	Preparer's Signature	Date 2017-08-16	Check if self-employed ☐	PTIN P00950491
Firm's name ☐ EDELSTEIN AND COMPANY LLP			Firm's EIN ☐ 04-2442519	
Firm's address ☐ 160 FEDERAL STREET 9TH FLOOR BOSTON, MA 02110			Phone no (617) 227-6161	

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
BENJAMIN H LACY 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	CHAIRMAN/DIRECTOR 2 00	2,000	0	0
DONALD J GREENE 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	PRESIDENT/DIRECTOR 2 00	0	0	0
GENE ALLEN MILLER 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	TREASURER/DIRECTOR 2 00	2,000	0	0
ANA PEREZ CAMAYD 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	DIRECTOR 2 00	2,000	0	0
KATHARINE LACY 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	DIRECTOR 2 00	2,000	0	0
HANNAH BLAISDELL 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	CLERK 2 00	0	0	0
JEAN S WHITNEY 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	DIRECTOR 2 00	2,000	0	0
CELIA M GRANT 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	DIRECTOR 2 00	2,000	0	0
BRYAN SPENCE 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	DIRECTOR 2 00	2,000	0	0
KAY BERTHOLD FRISHMAN 2 LIBERTY SQUARE STE 500 BOSTON,MA 02109	DIRECTOR 2 00	2,000	0	0

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

(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
JOANNE POKASKI 2 LIBERTY SQUARE STE 500 BOSTON, MA 02109	DIRECTOR 2 00	2,000	0	0
TYRA SIDBERRY 2 LIBERTY SQUARE STE 500 BOSTON, MA 02109				

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>				
FRIENDSHIP WORKS INC 105 CHAUNCY STREET BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
BOSTON LANDMARKS ORCHESTRA INC 214 LINCOLN ST 331 BOSTON,MA 02134	N/A	PC	PROGRAM SUPPORT	5,000
DEAF INC 215 BRIGHTON AVE ALLSTON,MA 02134	N/A	PC	PROGRAM SUPPORT	10,000
NEIGHBORS WHO CARE INC 174 MOODY STREET WALTHAM,MA 02453	N/A	PC	PROGRAM SUPPORT	7,500
WELLMET PROJECT INC 675 MASSACHUSETTS AVE CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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>				
3-21 FOUNDATION INC 770 MASSACHUSETTS AVE 390191 CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	7,500
ADAPTIVE SPORTS NEW ENGLAND 89 SOUTH ST 603 BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
BIKES NOT BOMBS INC 284 AMORY STREET JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	10,000
LAWRENCE BOYS AND GIRLS CLUB INC 136 WATER STREET LAWRENCE,MA 01841	N/A	PC	PROGRAM SUPPORT	20,000
CAMBRIDGE COMMUNITY SERVICES 99 BISHOP ALLEN DR 1 CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	7,000
Total ▶ 3a				1,393,600

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 Paid during the year				
THE CENTER FOR TEEN EMPOWERMENT 384 WARREN STREET BOSTON,MA 02119	N/A	PC	PROGRAM SUPPORT	10,000
EAST BOSTON ECUMENICAL COMMUNITY COUNCIL 50 MERIDIAN STREET EAST BOSTON,MA 02128	N/A	PC	PROGRAM SUPPORT	10,000
ELIZABETH STONE HOUSE INC 8 NOTRE DAME ST ROXBURY,MA 02119	N/A	PC	PROGRAM SUPPORT	10,000
FAMILIES FIRST PARENTING PROGRAMS INC 9 GALEN ST STE 400 WATERTOWN,MA 02472	N/A	PC	PROGRAM SUPPORT	10,000
GIRLS INCORPORATED OF LYNN 50 HIGH STREET LYNN,MA 01902	N/A	PC	PROGRAM SUPPORT	10,000
Total ► 3a				1,393,600

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>				
INNERCITY WEIGHTLIFTING INC PO BOX 171313 BOSTON,MA 02117	N/A	PC	PROGRAM SUPPORT	5,000
LOUIS D BROWN PEACE INSTITUTE 15 CHRISTOPHER ST DORCHESTER,MA 02122	N/A	PC	PROGRAM SUPPORT	10,000
MASSACHUSETTS COALITION FOR OCCUPATIONAL SAFETY AND HEALTH 1532B DORCHESTER AVE DORCHESTER,MA 02122	N/A	PC	PROGRAM SUPPORT	7,500
NATIVITY PREPARATORY SCHOOL OF BOSTON INC 39 LAMARTINE ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	10,000
RAW ART WORKS INC 37 CENTRAL SQUARE 2 LYNN,MA 01901	N/A	PC	PROGRAM SUPPORT	7,500
Total ▶ 3a				1,393,600

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 Paid during the year				
SAVE THE HARBOR SAVE THE BAY 212 NORTHERN AVE 304 BOSTON,MA 02210	N/A	PC	PROGRAM SUPPORT	5,000
STRONG WOMEN STRONG GIRLS 555 AMORY ST 3R BOSTON,MA 02130	N/A	PC	PROGRAM SUPPORT	7,500
THE URBANO PROJECT 29 GERMANIA ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	10,000
FAMILY SERVICES OF THE MERRIMACK VALLEY 430 N CANAL ST LAWRENCE,MA 01840	N/A	PC	PROGRAM SUPPORT	4,000
THE CITY ON A HILL FOUNDATION INC 58 CIRCUIT ST BOSTON,MA 02119	N/A	PC	PROGRAM SUPPORT	5,000
Total ▶ 3a				1,393,600

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>				
BALLET THEATRE OF BOSTON INC 400 HARVARD ST CAMBRIDGE,MA 02138	N/A	PC	PROGRAM SUPPORT	7,500
BOSTON DEBATE LEAGUE 54 CANAL ST BOSTON,MA 02114	N/A	PC	PROGRAM SUPPORT	10,000
COACHING FOR CHANGE INC 75 AMORY ST 3RD FLOOR BOSTON,MA 02119	N/A	PC	PROGRAM SUPPORT	7,500
COMPANY ONE 539 TREMONT ST BOSTON,MA 02116	N/A	PC	PROGRAM SUPPORT	10,000
ELLIS MEMORIAL & ELDRIDGE HOUSE INC 58 BERKELEY ST BOSTON,MA 02116	N/A	PC	PROGRAM SUPPORT	5,000
Total ▶ 3a				1,393,600

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 Paid during the year				
ESPERANZA ACADEMY INC 198 GARDEN ST LAWRENCE,MA 01840	N/A	PC	PROGRAM SUPPORT	10,000
THE FOOD PROJECT INC 10 LEWIS ST LINCOLN,MA 01773	N/A	PC	PROGRAM SUPPORT	7,500
FRIENDS OF THE CHILDREN-BOSTON INC 555 AMORY ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	10,000
THIRD SECTOR NEW ENGLAND 89 SOUTH ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
HORIZONS AT DEDHAM COUNTY DAY SCHOOL 90 SANDY VALLEY RD DEDHAM,MA 02026	N/A	PC	PROGRAM SUPPORT	7,500
Total ▶ 3a				1,393,600

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 Paid during the year				
OUR RESTORATIVE JUSTICE 175 CABOT ST 100 LOWELL,MA 01854	N/A	PC	PROGRAM SUPPORT	10,000
RAISING A READER MASSACHUSETTS 9 HAMILTON PL BOSTON,MA 02108	N/A	PC	PROGRAM SUPPORT	10,000
SI SE PUEDE INC 675 ESSEX ST LAWRENCE,MA 01841	N/A	PC	PROGRAM SUPPORT	10,000
SQUASHBUSTERS 795 COLUMBUS AVE ROXBURY,MA 02120	N/A	PC	PROGRAM SUPPORT	10,000
ST MARY'S CENTER FOR WOMEN AND CHILDREN 90 CUSHING AVE DORCHESTER,MA 02125	N/A	PC	PROGRAM SUPPORT	7,500
Total ▶ 3a				1,393,600

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>				
UP WITH MUSIC INC 1213 SALEM ST NORTH ANDOVER,MA 01845	N/A	PC	PROGRAM SUPPORT	6,500
WEST END HOUSE BOYS & GIRLS CLUB 105 ALLSTON STREET ALLSTON,MA 02134	N/A	PC	PROGRAM SUPPORT	15,000
826 BOSTON INC 3035 WASHINGTON ST ROXBURY,MA 02119	N/A	PC	PROGRAM SUPPORT	10,000
ASSOCIATED GRANT MAKERS INC 133 FEDERAL ST 802 BOSTON,MA 02110	N/A	PC	PROGRAM SUPPORT	60,100
BEYOND SOCCER INC 60 ISLAND ST LAWRENCE,MA 01840	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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 AREA RAPE CRISIS CENTER INC 99 BISHOP ALLEN DR CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	10,000
CAMBRIDGE COMMUNITY CENTER INC 5 CALLENDER ST CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	10,000
CASTLE SQUARE TENANTS ORGANIZATION INC 476 TREMONT ST BOSTON,MA 02116	N/A	PC	PROGRAM SUPPORT	7,500
EASTON CHILDREN'S MUSEUM INC 9 SULLIVAN AVE NORTH EASTON,MA 02356	N/A	PC	PROGRAM SUPPORT	7,000
HOUSING FAMILIES INC 919 EASTERN AVE MALDEN,MA 02148	N/A	PC	PROGRAM SUPPORT	7,500
Total ► 3a				1,393,600

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>				
HYDE SQUARE TASK FORCE 351 CENTRE ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	10,000
SAMARITANS INC 41 WEST ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
SOCIEDAD LATINA INC 1530 TREMONT ST ROXBURY,MA 02120	N/A	PC	PROGRAM SUPPORT	10,000
TRANSITION HOUSE INC 136 BISHOP ALLEN DR CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	10,000
YOUTH AND FAMILIES ENRICHMENT SERVICES 1234 HYDE PARK AVE HYDE PARK,MA 02136	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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>				
EDVESTORS 140 CLARENDON ST BOSTON,MA 02116	N/A	PC	PROGRAM SUPPORT	27,500
THEATRE ESPRESSO INC 43 BOYNTON ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	7,500
ACTOR'S SHAKESPEARE PROJECT INC 191 HIGHLAND AVE 2B SOMERVILLE,MA 02143	N/A	PC	PROGRAM SUPPORT	10,000
THE BASE 11 WALNUT PARK ROXBURY,MA 02119	N/A	PC	PROGRAM SUPPORT	8,000
BOYS & GIRLS CLUB OF BROCKTON INC 233 WARREN AVE BROCKTON,MA 02301	N/A	PC	PROGRAM SUPPORT	15,000
Total ▶ 3a				1,393,600

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 Paid during the year				
BOYS & GIRLS CLUB OF LYNN INC 25 N COMMON ST LYNN,MA 01902	N/A	PC	PROGRAM SUPPORT	5,000
BROOKVIEW HOUSE INC 2 BROOKVIEW ST 1 DORCHESTER,MA 02124	N/A	PC	PROGRAM SUPPORT	15,000
ELIOT SCHOOL OF FINE AND APPLIED ARTS 24 ELIOT ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	10,000
GENERATIONS INCORPORATED 25 KINGSTON ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
METROLACROSSE INC 209 GREEN ST JAMAICA PLAIN,MA 02130	N/A	PC	PROGRAM SUPPORT	5,000
Total ▶ 3a				1,393,600

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>				
MORE THAN WORDS INC 242 E BERKELEY ST BOSTON,MA 02118	N/A	PC	PROGRAM SUPPORT	10,000
NEIGHBORHOOD OF AFFORDABLE HOUSING INC 143 BORDER ST EAST BOSTON,MA 02128	N/A	PC	PROGRAM SUPPORT	12,500
SCHOOL ON WHEELS OF MASSACHUSETTS INC 100 LAUREL ST 121 EAST BRIDGEWATER,MA 02333	N/A	PC	PROGRAM SUPPORT	10,000
SOCCER WITHOUT BORDERS BOSTON 9 WATERHOUSE ST CAMBRIDGE,MA 02138	N/A	PC	PROGRAM SUPPORT	10,000
TUTORING PLUS OF CAMBRIDGE INC 225 WINDSOR ST CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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>				
YOUTH DEVELOPMENT ORGANIZATION 15 UNION ST 563 LAWRENCE,MA 01840	N/A	PC	PROGRAM SUPPORT	15,000
BREAKTHROUGH CAMBRIDGE 459 BROADWAY CAMBRIDGE,MA 02138	N/A	PC	PROGRAM SUPPORT	15,000
ESSEX COUNTY COMMUNITY FOUNDATION 175 ANDOVER ST DANVERS,MA 01923	N/A	PC	PROGRAM SUPPORT	20,000
CHELSEA COLLABORATIVE 318 BROADWAY CHELSEA,MA 02150	N/A	PC	PROGRAM SUPPORT	15,500
ENGLISH AT LARGE INC 800 CUMMINGS PARK DR 5550 WOBURN,MA 01801	N/A	PC	PROGRAM SUPPORT	7,500
Total ▶ 3a				1,393,600

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>				
HULL LIFESAVING MUSEUM INC 1117 NANTASKET AVE HULL,MA 02045	N/A	PC	PROGRAM SUPPORT	10,000
NORTH SHORE COMMUNITY DEVELOPMENT COALITION 96 LAFAYETTE STREET SALEM,MA 01970	N/A	PC	PROGRAM SUPPORT	7,500
SHELTER MUSIC BOSTON 243 SYLVIA STREET ARLINGTON,MA 02476	N/A	PC	PROGRAM SUPPORT	5,000
LAWRENCE COMMUNITY WORKS 168 NEWBURY ST LAWRENCE,MA 01841	N/A	PC	PROGRAM SUPPORT	10,000
ASIAN TASK FORCE AGAINST DOMESTIC VIOLENCE PO BOX 120108 BOSTON,MA 02112	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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 Paid during the year				
CAREER COLLABORATIVE INC 77 SUMMER ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
COMMUNITY LEGAL SERVICES & COUNSELING CENTER INC 1 WEST ST CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	12,500
LAWRENCE FAMILY DEVELOPMENT & EDUCATION FUND INC 34 WEST STREET LAWRENCE,MA 01841	N/A	PC	PROGRAM SUPPORT	12,500
COMPASS WORKING CAPITAL INC 89 SOUTH ST STE 804 BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
MUJERES UNIDAS AVANZANDO 54 CLAYTON ST 1 DORCHESTER,MA 02122	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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 Paid during the year				
ASIAN AMERICAN CIVIC ASSOCIATION INC 87 TYLER ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
ASIAN WOMEN FOR HEALTH INC 83 WALLACE ST SOMERVILLE,MA 02144	N/A	PC	PROGRAM SUPPORT	7,500
BUDGET BUDDIES INC 114 TURNPIKE RD 2D CHELMSFORD,MA 01824	N/A	PC	PROGRAM SUPPORT	10,000
FAMILY NURTURING CENTER OF MASSACHUSETTS 200 BOWDOIN ST DORCHESTER,MA 02122	N/A	PC	PROGRAM SUPPORT	10,000
HOME SPACE INC 1030 ELLICOTT ST BUFFALO,NY 14209	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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 Paid during the year				
JERICO ROAD LAWRENCE INC 3 GREAT POND RD NORTH ANDOVER,MA 01845	N/A	PC	PROGRAM SUPPORT	8,000
QUINCY ASIAN RESOURCES INC 1509 HANCOCK ST 209 QUINCY,MA 02169	N/A	PC	PROGRAM SUPPORT	10,000
BRIDGE FUND OF MASSACHUSETTS 233 NEEDHAM ST NEWTON,MA 02464	N/A	PC	PROGRAM SUPPORT	15,000
BRIDGE OVER TROUBLED WATERS INC 47 WEST ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	10,000
CASA ESPERANZA INC 245 EUSTIS ST BOSTON,MA 02119	N/A	PC	PROGRAM SUPPORT	15,000
Total ▶ 3a				1,393,600

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>				
HARBORCOV INC 148 SHAWMUT ST CHELSEA,MA 02150	N/A	PC	PROGRAM SUPPORT	12,500
INTERFAITH SOCIAL SERVICES INC 105 ADAMS ST QUINCY,MA 02169	N/A	PC	PROGRAM SUPPORT	10,000
LOVIN' SPOONFULS INC 367 WESTERN AVE BOSTON,MA 02135	N/A	PC	PROGRAM SUPPORT	10,000
MASSACHUSETTS AFFORDABLE HOUSING ALLIANCE 1803 DORCHESTER AVE DORCHESTER,MA 02124	N/A	PC	PROGRAM SUPPORT	10,000
REACH BEYOND DOMESTIC VIOLENCE INC PO BOX 540024 WALTHAM,MA 02454	N/A	PC	PROGRAM SUPPORT	10,000
Total  3a				1,393,600

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 Paid during the year				
BOSTON AREA GLEANERS INC 240 BEAVER ST WALTHAM,MA 02452	N/A	PC	PROGRAM SUPPORT	17,500
BREAD & ROSES HOUSING INC 15 UNION ST LAWRENCE,MA 01840	N/A	PC	PROGRAM SUPPORT	15,000
BREAD & ROSES INC 15 UNION ST LAWRENCE,MA 01840	N/A	PC	PROGRAM SUPPORT	10,000
CASA MYRNA VAZQUEZ INC 38 WAREHAM ST 2ND FL BOSTON,MA 02118	N/A	PC	PROGRAM SUPPORT	10,000
THE CHARITY GUILD INC 501 MAIN ST BROCKTON,MA 02301	N/A	PC	PROGRAM SUPPORT	10,000
Total ▶ 3a				1,393,600

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>				
DOVE INC PO BOX 690267 QUINCY,MA 02269	N/A	PC	PROGRAM SUPPORT	15,000
EMH RECOVERY INC 678 N MAIN ST BROCKTON,MA 02301	N/A	PC	PROGRAM SUPPORT	15,000
MASSACHUSETTS COALITION FOR THE HOMELESS 73 BUFFUM ST LYNN,MA 01902	N/A	PC	PROGRAM SUPPORT	7,500
FRIENDS OF BOSTON HOMELESS INC 12 WISE ST BOSTON,MA 02130	N/A	PC	PROGRAM SUPPORT	7,500
ON THE RISE INC 341 BROADWAY CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	5,000
Total ▶ 3a				1,393,600

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>				
WOMEN'S EDUCATIONAL CENTER INC 46 PLEASANT ST CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	5,000
HEARTH INC 1640 WASHINGTON ST BOSTON,MA 02118	N/A	PC	PROGRAM SUPPORT	10,000
MISSION OF DEEDS 6 CHAPIN AVE READING,MA 01867	N/A	PC	PROGRAM SUPPORT	15,000
THE NEIGHBORHOOD DEVELOPERS 4 GERRISH AVE CHELSEA,MA 02150	N/A	PC	PROGRAM SUPPORT	15,000
LOCAL INITIATIVES SUPPORT CORPORATION 75 KNEELAND ST BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	60,000
Total ▶ 3a				1,393,600

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 Paid during the year				
COMMUNITY ARTS CENTER INC 119 WINDSOR ST 6 CAMBRIDGE,MA 02139	N/A	PC	PROGRAM SUPPORT	50,000
EDUCATIONAL DEVELOPMENT GROUP INC 434 MASSACHUSETTS AVE BOSTON,MA 02118	N/A	PC	PROGRAM SUPPORT	50,000
SILVER LINING MENTORING 727 ATLANTIC AVE BOSTON,MA 02111	N/A	PC	PROGRAM SUPPORT	36,000
GRANADA HOUSE 70 ADAMSON ST ALLSTON,MA 02134	N/A	PC	PROGRAM SUPPORT	500
HALEY HOUSE INC 23 DARTMOUTH ST BOSTON,MA 02116	N/A	PC	PROGRAM SUPPORT	500
Total ▶ 3a				1,393,600

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>				
JUSTICE RESOURCE INSTITUTE 160 GOULD ST STE 300 NEEDHAM, MA 02494	N/A	PC	PROGRAM SUPPORT	500
Total ▶ 3a				1,393,600

TY 2015 Accounting Fees Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING SERVICES	12,875	0		12,875

TY 2015 Investments - Other Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
MUTUAL FUNDS	FMV	22,282,383	22,282,383
GMO FORESTRY FUND 8-B LP	AT COST	199,663	199,663

TY 2015 Legal Fees Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL SERVICES	1,879	0		1,879

TY 2015 Other Assets Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERAL EXCISE TAX RECEIVABLE	343		
DEFERRED EXCISE TAXES ON UNREALIZED GAINS	4,418		
PREPAID EXCISE TAXES		18,721	18,721

TY 2015 Other Decreases Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Description	Amount
UNREALIZED LOSS ON INVESTMENTS	1,066,988
BOOK/TAX REPORTING DIFFERENCES DUE TO K-1	42,051

TY 2015 Other Expenses Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	1,402	0		1,402
POSTAGE	1,885	0		1,885
BANK CHARGES	170	0		170
REGISTRATION AND FILING FEES	265	0		265
WEBSITE HOSTING	125	0		125

TY 2015 Other Income Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
K-1 PASSTHROUGH FROM GMO FORESTRY FUND 8-B LP	-7,245	-7,245	-7,245

TY 2015 Other Professional Fees Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT	2,566	2,566		0
GRANT ADMINISTRATION	84,711	0		84,711
CONSULTANT	1,000	0		1,000

TY 2015 Taxes Schedule**Name:** CLIPPER SHIP FOUNDATION INC**EIN:** 04-2687384

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	22,409	0		0