

Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2018Department of the Treasury
Internal Revenue Service

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information

Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation HIGH MEADOWS FOUNDATION C/O CARL FERENBACH		A Employer identification number 20-8521462						
Number and street (or P.O. box number if mail is not delivered to street address) 160 COMMONWEALTH AVE.	Room/suite L5	B Telephone number 617-536-1910						
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02116		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,839,397.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		19,106,700.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		4,989.	4,989.		STATEMENT 1
4 Dividends and interest from securities		258,488.	258,488.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		276,071.			
b Gross sales price for all assets on line 6a	3,782,432.				
7 Capital gain net income (from Part IV, line 2)			276,071.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		19,646,248.	539,548.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	6,700.	3,350.		0.
c Other professional fees	STMT 4	53,673.	26,837.		0.
17 Interest					
18 Taxes	STMT 5	13,027.	4,027.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 6	112,234.	200.		111,484.
24 Total operating and administrative expenses. Add lines 13 through 23		185,634.	34,414.		111,484.
25 Contributions, gifts, grants paid		19,624,000.			19,624,000.
26 Total expenses and disbursements. Add lines 24 and 25		19,809,634.	34,414.		19,735,484.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-163,386.			
b Net investment income (if negative, enter -0-)			505,134.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

Beginning of year

End of year

(a) Book Value

(b) Book Value

(c) Fair Market Value

Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	5,987,648.	5,409,509.	5,409,509.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	7,272,774.	7,676,166.	10,429,888.
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item i)	13,260,422.	13,085,675.	15,839,397.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
		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 ▶ <input checked="" type="checkbox"/>			
		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	13,260,422.	13,085,675.	
	30	Total net assets or fund balances	13,260,422.	13,085,675.	
	31	Total liabilities and net assets/fund balances	13,260,422.	13,085,675.	

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	13,260,422.
2	Enter amount from Part I, line 27a	2	-163,386.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	575.
4	Add lines 1, 2, and 3	4	13,097,611.
5	Decreases not included in line 2 (itemize) ▶ QUALCOMM STOCK RETURN OF CAPITAL	5	11,936.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,085,675.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))
a			
b			
c			
d			
e 3,782,432.		3,506,361.	276,071.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			276,071.

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	276,071.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If loss, enter -0- in Part I, line 8		3	N/A

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 doesn't qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2017	10,239,072.	11,806,858.	.867214
2016	9,955,864.	8,853,115.	1.124561
2015	10,387,330.	10,885,074.	.954273
2014	9,865,430.	10,648,430.	.926468
2013	8,712,881.	8,417,829.	1.035051

2 Total of line 1, column (d)	2	4.907567
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years	3	.981513
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	12,243,149.
5 Multiply line 4 by line 3	5	12,016,810.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,051.
7 Add lines 5 and 6	7	12,021,861.
8 Enter qualifying distributions from Part XII, line 4 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	8	19,735,484.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	JP MORGAN #1 - STATEMENT AVAILABLE UPON REQUEST	P	01/01/18	07/01/18
b	JP MORGAN #1 - STATEMENT AVAILABLE UPON REQUEST	P	01/01/17	07/01/18
c	JP MORGAN #2 - STATEMENT AVAILABLE UPON REQUEST	P	01/01/18	07/01/18
d	JP MORGAN #2 - STATEMENT AVAILABLE UPON REQUEST	P	01/01/17	07/01/18
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,091,230.		2,121,913.	-30,683.
b 1,621,982.		1,308,710.	313,272.
c 15,614.		15,434.	180.
d 53,606.		60,304.	-6,698.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	
a			-30,683.
b			313,272.
c			180.
d			-6,698.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	276,071.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	5,051.
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	5,051.
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	5,051.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	13,798.
b	Exempt foreign organizations - tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.
d	Backup withholding erroneously withheld	6d	0.
7	Total credits and payments. Add lines 6a through 6d	7	13,798.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
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	8,747.
11	Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input checked="" type="checkbox"/> 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions SEE STATEMENT 9 SEE STATEMENT 10	X	
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HIGHMEADOWSFOUNDATION.ORG	X	
14 The books are in care of ► LYNNE BALL, SECRETARY/TREASURER Telephone no. ► 617-536-1910 Located at ► 160 COMMONWEALTH AVE, SUITE L5, BOSTON, MA ZIP+4 ► 02116		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 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 2018)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

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

☐

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

If "Yes" to 6b, file Form 8870

X

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

☐ Yes ☒ No

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

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No

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

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

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

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

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

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

0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	11,162,490.
b	Average of monthly cash balances	1b	1,267,103.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,429,593.
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	12,429,593.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	186,444.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,243,149.
6	Minimum investment return. Enter 5% of line 5	6	612,157.

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	612,157.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	5,051.
b	Income tax for 2018 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,051.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	607,106.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	607,106.
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	607,106.

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	19,735,484.
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	19,735,484.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,051.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,730,433.

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.

Form 990-PF (2018)

HIGH MEADOWS FOUNDATION

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C/O CARL FERENBACH

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				607,106.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015	3,052,241.			
d From 2016	9,955,864.			
e From 2017	10,239,072.			
f Total of lines 3a through e	23,247,177.			
4 Qualifying distributions for 2018 from Part XII, line 4: \$ 19,735,484.				
a Applied to 2017, 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) **	19,735,484.			
d Applied to 2018 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	607,106.			607,106.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	42,375,555.			
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 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				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)	18,499,594.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019 Subtract lines 7 and 8 from line 6a	23,875,961.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017	4,140,477.			
e Excess from 2018	19,735,484.			

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

N/A

- 1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling
- b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

b 85% of line 2a

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

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

- e** Qualifying distributions made directly for active conduct of exempt activities

Subtract line 2d from line 2c

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

- a "Assets" alternative test - enter:
(1) Value of all assets

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

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

- c "Support" alternative test - enter:

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

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

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income

[illegible]

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

- ## 1 Information Regarding Foundation Managers:

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

CARL FERENBACH

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

HIGH MEADOWS FOUNDATION

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C/O CARL FERENBACH

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Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADVENTURE SCIENTISTS PO BOX 1834 BOZEMAN, MT 59771	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
AH HAA SCHOOL FOR THE ARTS P.O. BOX 1590 TELLURIDE, CO 81435	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	200,000.
CAF AMERICA 1800 DIAGONAL ROAD, SUITE 150 ALEXANDRIA, VA 22314	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	250,000.
CLIMATE CENTRAL, INC. ONE PALMER SQUARE, SUITE 330 PRINCETON, NJ 08542	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACITITIES	500,000.
COMMONWEALTH KITCHEN INC 196 QUINCY STREET DORCHESTER, MA 02121	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	50,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	19,624,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	50,000.
EDUCARE DC 640 ANACOSTIA AVE NW WASHINGTON, DC 20019	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	50,000.
EMERALD NECKLACE CONSERVANCY INC 125 THE FENWAY BOSTON, MA 02115	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	151,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 10010	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT OF ENVIRONMENTAL RESEARCH	3,000,000.
FOODCORPS, INC. 1140 SE 7TH AVE, SUITE 110 PORTLAND, OR 97214	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD, SUITE B DAVIS, CA 95616	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	40,000.
GRACE COTTAGE FOUNDATION 185 GRAFTON RD TOWNSEND, VT 05353	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	50,000.
HARVARD BUSINESS SCHOOL 124 MOUNT AUBURN STREET CAMBRIDGE, MA 02138	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT OF THE BAKER LIBRARY	250,000.
HIGH MEADOWS FELLOWS INSTITUTE 129 NEWBURY STREET, SUITE 400 BOSTON, MA 02116	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	750,000.
HIGH MEADOWS FELLOWS PROGRAM AT PRINCETON THREE COURT STREET PO BOX 30 MIDDLEBURY, VT 05753	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT FROM THE HIGH MEADOWS FOUNDATION	800,000.
Total from continuation sheets				18,524,000.

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

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Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIGH MEADOWS FUND AT VCF THREE COURT STREET PO BOX 30 MIDDLEBURY, VT 05753	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	580,000.
IGNITESTEM AT PRINCETON 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	20,000.
ISLES, INC 10 WOOD STREET TRENTON, NJ 08618	NONE	501(C)(3)	PAYMENT FOR SUPPORT FOR THEIR EDUCATIONAL PROGRAMS	100,000.
NORTH BENNET STREET SCHOOL 39 NORTH BENNET ST. BOSTON, MA 02113	NONE	501(C)(3)	PAYMENT FOR SUPPORT OF THEIR EDUCATIONAL PROGRAMS	400,000.
PACE CENTER AT PRINCETON UNIVERSITY 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT FROM THE HIGH MEADOWS FOUNDATION	100,000.
PERMANENT FUND FOR THE WELL-BEING OF VERMONT CHILDREN AT VCF P.O. BOX 216 MONTPELIER, VT 05601	NONE	501(C)(3)	PAYMENT TO SUPPORT HEALTHY & HAPPY CHILDREN AND FAMILIES	300,000.
PRINCETON UNIVERSITY ANNUAL GIVING FUND 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT FROM THE HIGH MEADOWS FOUNDATION	45,000.
PRINCETON UNIVERSITY STEP PROGRAM WITH WWS 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT FROM THE HIGH MEADOWS FOUNDATION	400,000.
REAL FOOD CHALLENGE 555 DUDLEY STREET BOSTON, MA 02119	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
SHEEP MOUNTAIN ALLIANCE P.O. BOX 389 TELLURIDE, CO 81435	NONE	501(C)(3)	PAYMENT FOR GENERAL SUPPORT OF THEIR OUTREACH PROGRAM	25,000.
Total from continuation sheets				

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

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Part XV **Supplementary Information**

3 **Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEACH FOR AMERICA 60 CANAL STREET, 3RD FLOOR BOSTON, MA 02114	NONE	501(C)(3)	PAYMENT TO SUPPORT TEACH FOR AMERICA	200,000.
TELLURIDE FOUNDATION 220 E. COLORADO AVENUE, SUITE 106 TELLURIDE, CO 81435	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	150,000.
THE FOOD PROJECT 10 LEWIS STREET LINCOLN, MA 01773	NONE	501(C)(3)	PAYMENT FOR SUPPORT OF PROGRAM TO GROW HEALTHY CROPS	250,000.
THE FOUNDATION FOR STUDENT COMMUNICATION, INC 48 UNIVERSITY PLACE STE 305 PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT FOR SUPPORT FOR THEIR EDUCATIONAL PROGRAMS	25,000.
THE HILL SCHOOL 717 EAST HIGH STREET POTTSTOWN, PA 19464	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	250,000.
THE WILDERNESS SOCIETY 1615 M STREET, NW WASHINGTON, DC 20036	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	458,000.
THE WOODROW WILSON NATIONAL FELLOWSHIP FOUNDATION 5 VAUGHN DRIVE, SUITE 300 PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT FOR CONTINUING SUPPORT FROM THE HIGH MEADOWS FOUNDATION	250,000.
WBUR 890 COMMONWEALTH AVENUE THIRD FLOOR BOSTON, MA 02215	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
WOODROW WILSON ACADEMY OF TEACHING AND LEARNING 24 THORNDIKE ST CAMBRIDGE, MA 02141	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	250,000.
RETREAT FARM, LTD. 45 FARMHOUSE SQUARE BRATTLEBORO, VT 05301	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
Total from continuation sheets				

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

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Part XV | **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PRIME COALITION INC 625 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
WE ACT FOR ENVIRONMENTAL JUSTICE 1854 AMSTERDAM AVENUE 2ND FLOOR NEW YORK, NY 10031	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	105,000.
PRINCETON ENVIRONMENTAL INSTITUTE 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	1,100,000.
PEI ADVANCEMENT OF STRATEGIC PRIORITIES 330 ALEXANDER STREET PRINCETON, NJ 08540	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	7,500,000.
BOSTON COLLEGIATE CHARTER SCHOOL FOUNDATION INC 215 SYDNEY STREET DORCHESTER, MA 02125	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	25,000.
CLEAN ENERGY TRUST 20 N WACKER DRIVE, SUITE 734 CHICAGO, IL 60606	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	100,000.
YEARS PROJECT INC 630 9TH AVE STE 1106 NEW YORK, NY 10036	NONE	501(C)(3)	PAYMENT TO CARRY ON CHARITABLE ACTIVITIES	250,000.
Total from continuation sheets				

Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
		14	4,989.	
		14	258,488.	
		18	276,071.	
	0.		539,548.	0

13 539,548

2018.05000 HIGH MEADOWS FOUNDATION C/O 77801291

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Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

- ▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2018

Name of the organization

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

Employer identification number

20-8521462

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐

501(c)() (enter number) organization

☐4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐

527 political organization

Form 990-PF

☒

501(c)(3) exempt private foundation

☐

4947(a)(1) nonexempt charitable trust treated as a private foundation

☐

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2018)

Name of organization

Employer identification number

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 1,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>2</u>	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>3</u>	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 3,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>4</u>	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>5</u>	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
<u>6</u>	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 5,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

Employer identification number

20-8521462

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	CARL FERENBACH 160 COMMONWEALTH AVE. L5 BOSTON, MA 02116	\$ 6,700.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

HIGH MEADOWS FOUNDATION
C/O CARL FERENBACH

20-8521462

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

HIGH MEADOWS FOUNDATION**C/O CARL FERENBACH****20-8521462**

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this info once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
J.P. MORGAN #1	4,477.	4,477.	
J.P. MORGAN #2	512.	512.	
TOTAL TO PART I, LINE 3	4,989.	4,989.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
J.P. MORGAN #1	229,075.	0.	229,075.	229,075.	
J.P. MORGAN #2	29,413.	0.	29,413.	29,413.	
TO PART I, LINE 4	258,488.	0.	258,488.	258,488.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	6,700.	3,350.		0.
TO FORM 990-PF, PG 1, LN 16B	6,700.	3,350.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	53,673.	26,837.		0.
TO FORM 990-PF, PG 1, LN 16C	53,673.	26,837.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	4,027.	4,027.		0.	
FEDERAL TAXES	9,000.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	13,027.	4,027.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK FEES	200.	200.		0.	
MA PC FILING FEE	1,000.	0.		1,000.	
TRAVEL REIMBURSEMENT	18,484.	0.		18,484.	
TICKET EXPENSES	550.	0.		0.	
GRANT MONITORING	92,000.	0.		92,000.	
TO FORM 990-PF, PG 1, LN 23	112,234.	200.		111,484.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
DIFFERENCE IN COST BASIS OF QUALCOMM STOCK	575.				
TOTAL TO FORM 990-PF, PART III, LINE 3	575.				

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
EQUITIES	COST	7,676,166.	10,429,888.	
TOTAL TO FORM 990-PF, PART II, LINE 13		7,676,166.	10,429,888.	

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 QUALIFYING DISTRIBUTION STATEMENT	STATEMENT	9
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EXPLANATION

THE FOUNDATION TREATED THE DISTRIBUTION AS A QUALIFYING DISTRIBUTION.

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 12 SECTION 170(C)(2)(B) STATEMENT	STATEMENT	10
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EXPLANATION

THE DISTRIBUTION WAS USED EXCLUSIVELY FOR THE PURPOSE STIPULATED UNDER IRC 170(C)(2)(B) TO FURTHER BENEFIT A 501(C)(3) ORGANIZATION.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CARL FERENBACH 160 COMMONWEALTH AVE, SUITE L5 BOSTON, MA 02116	TRUSTEE 40.00	0.	0.	0.
JEFFREY BERENSON 160 COMMONWEALTH AVE, SUITE L5 BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
DANIEL P. CARBONNEAU C/O CASTLE ROCK ADVISORS 200 CLARENDON STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
JANE BROCK-WILSON C/O BERKSHIRE PTRS 200 CLARENDON STREET BOSTON, MA 02116	TRUSTEE 1.00	0.	0.	0.
LYNNE BALL 160 COMMONWEALTH AVE, SUITE L5 BOSTON, MA 02116	SECRETARY / TREASURER 25.00	0.	0.	0.

ELIZABETH BANKOWSKI TRUSTEE
 160 COMMONWEALTH AVE, SUITE L5 1.00
 BOSTON, MA 02116

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

0. 0. 0.