

EXTENDED TO NOVEMBER 16, 2020

Return of Private Foundation

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

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

1912
2019

Open to Public Inspection

For calendar year 2019 or tax year beginning

, and ending

Name of foundation

VESPER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

8223 BRECKSVILLE RD #100

City or town, state or province, country, and ZIP or foreign postal code

BRECKSVILLE, OH 44141

Check all that apply:

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

F Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationFair market value of all assets at end of year J Accounting method: Cash Accrual
(from Part II, col. (c), line 16) Other (specify) _____

→ \$ 1,396,792. (Part I, column (d), must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	0.		N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch 8				
3	Interest on savings and temporary cash investments	22,986.	22,986.		STATEMENT 1
4	Dividends and interest from securities	11,087.	11,087.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		0.		
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	34,073.	34,073.		
13	Compensation of officers, directors, trustees, etc.	4,800.	1,200.	3,600.	
14	Other employee salaries and wages	8,820.	882.	0.	
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	200.	0.		100.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	13,337.	9,737.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	27,157.	11,819.		3,700.
25	Contributions, gifts, grants paid	1,190,935.			1,190,935.
26	Total expenses and disbursements. Add lines 24 and 25	1,218,092.	11,819.		1,194,635.
27	Subtract line 26 from line 12:	-1,184,019.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		22,254.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing	241,075.	67,720.	67,720.
2	Savings and temporary cash investments	1,533,617.	522,953.	522,953.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 5	1,039,776.	1,039,776.
c	Investments - corporate bonds			806,119.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other			
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)		2,814,468.	1,630,449.
				1,396,792.
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable			
22	Other liabilities (describe ►))			
23	Total liabilities (add lines 17 through 22)		0.	0.
24	Net assets without donor restrictions			
25	Net assets with donor restrictions			
26	Capital stock, trust principal, or current funds			
27	Paid-in or capital surplus, or land, bldg., and equipment fund			
28	Retained earnings, accumulated income, endowment, or other funds			
29	Total net assets or fund balances		2,814,468.	1,630,449.
30	Total liabilities and net assets/fund balances		2,814,468.	1,630,449.

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 29 (must agree with end-of-year figure reported on prior year's return)	1	2,814,468.
2	Enter amount from Part I, line 27a	2	-1,184,019.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	1,630,449.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	1,630,449.

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.)
a				
b	NONE			
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				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h))	
(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		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
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	

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))
2018	779,308.	2,835,154.	.274873
2017	1,107,024.	3,927,944.	.281833
2016	1,288,210.	4,880,573.	.263946
2015	2,272,352.	6,642,176.	.342110
2014	1,385,300.	8,598,919.	.161102

2 Total of line 1, column (d)

2 1.323864

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years

3 .264773

4 Enter the net value of noncharitable-use assets for 2019 from Part X, line 5

4 2,048,031.

5 Multiply line 4 by line 3

5 542,263.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 223.

7 Add lines 5 and 6

7 542,486.

8 Enter qualifying distributions from Part XII, line 4

8 1,194,635.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2019 estimated tax payments and 2018 overpayment credited to 2019

6a 5,168.

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 5,168.

8 Enter any penalty for underpayment of estimated tax. Check here 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 4,945.

11 Enter the amount of line 10 to be: Credited to 2020 estimated tax ►

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 X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

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

1c X

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

0.

(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?

2 X

If "Yes," attach a detailed description of the activities.

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 X

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

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?

5 X

If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

• 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?

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 X

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►

OH

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)

8b X

of each state as required by *General Instruction G*? If "No," attach explanation

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

9 X

year 2019 or the tax year beginning in 2019? See the instructions for Part XIV. If "Yes," complete Part XIV

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

10 X

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	11	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	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14 The books are in care of ► <u>NANCY S. LENHART</u> Telephone no. ► <u>440-838-4700</u> Located at ► <u>8223 BRECKSVILLE ROAD, SUITE 100, BRECKSVILLE, OH</u> ZIP+4 ► <u>44141-1361</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A
16 At any time during calendar year 2019, 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 ►	16	X

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

	Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input 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	X 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	X 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	1b	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 2019?	1c	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(l)(3) or 4942(l)(5)):		
a At the end of tax year 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? If "Yes," list the years ► _____, _____, _____, _____, _____	<input type="checkbox"/> Yes	X No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	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. ► _____, _____, _____, _____	3b	
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	X No
b If "Yes," did it have excess business holdings in 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	4a	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	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 2019?		

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Yes	No
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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		
Organizations relying on a current notice regarding disaster assistance, check here	► <input type="checkbox"/>		
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	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		
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?	7b	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
JAMES BENENSON JR. 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	PRESIDENT 1.00	0.	0.	0.
JAMES BENENSON III 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	0.	0.	0.
CLEMENT C BENENSON 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	VICE PRESIDENT 1.00	0.	0.	0.
NANCY S LENHART 8223 BRECKSVILLE RD #100 BRECKSVILLE, OH 44141-1361	SECRETARY 1.00	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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0
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	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		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 1,983,348.
b	Average of monthly cash balances	1b 95,871.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 2,079,219.
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 2,079,219.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 31,188.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 2,048,031.
6	Minimum investment return. Enter 5% of line 5	6 102,402.

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	1 102,402.
2a	Tax on investment income for 2019 from Part VI, line 5	2a 223.
b	Income tax for 2019. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 223.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 102,179.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 102,179.
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	7 102,179.

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 1,194,635.
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 1,194,635.
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	5 223.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 1,194,412.

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 2018	(c) 2018	(d) 2019
1 Distributable amount for 2019 from Part XI, line 7				102,179.
2 Undistributed income, if any, as of the end of 2018			0.	
a Enter amount for 2018 only		0.		
b Total for prior years:				
3 Excess distributions carryover, if any, to 2019:				
a From 2014	955,517.			
b From 2015	1,940,295.			
c From 2016	1,041,223.			
d From 2017	911,625.			
e From 2018	638,354.			
f Total of lines 3a through e	5,487,014.			
4 Qualifying distributions for 2019 from Part XII, line 4: ► \$ 1,194,635.			0.	
a Applied to 2018, but not more than line 2a				
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 2019 distributable amount				102,179.
e Remaining amount distributed out of corpus	1,092,456.			
5 Excess distributions carryover applied to 2018 (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:	6,579,470.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2018. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7	955,517.			
9 Excess distributions carryover to 2020. Subtract lines 7 and 8 from line 6a	5,623,953.			
10 Analysis of line 9:				
a Excess from 2015	1,940,295.			
b Excess from 2016	1,041,223.			
c Excess from 2017	911,625.			
d Excess from 2018	638,354.			
e Excess from 2019	1,092,456.			

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				
AMERICAN INDEPENDENCE MUSEUM 1 GOVERNOR'S LN EXETER, NH 03833		EXEMPT	GENERAL	36,000.
BEACON HILL NURSERY SCHOOL 74 JOY STREET BOSTON, MA 02114		EXEMPT	GENERAL	20,000.
BOSTON BALLET 19 CLARENDON STREET BOSTON, MA 02116		EXEMPT	GENERAL	12,500.
CAPE ANN YMCA 71 MIDDLE ST GLOUCESTER, MA 01930		EXEMPT	GENERAL	10,000.
CAPE ANNE MUSEUM 27 PLEASANT STREET GLOUCESTER, MA 01930		EXEMPT	GENERAL	32,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 1,190,935.
b Approved for future payment				
NONE				
Total				► 3b 0.

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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
EMERALD NECKLACE CONSERVANCY 125 THE FENWAY BOSTON, MA 02115		EXEMPT	GENERAL	1,000.
ESPLANADE ASSOCIATION 376 BOYLSTON STREET, SUITE 503 BOSTON, MA 02116		EXEMPT	GENERAL	10,000.
ESSEX COUNTY GREENBELT 82 EASTERN AVENUE ESSEX, MA 01929		EXEMPT	GENERAL	5,000.
FRIENDS OF THE PUBLIC GARDEN 69 BESOON STREET BOSTON, MA 02108		EXEMPT	GENERAL	5,000.
HORIZONS AT DEDHAM COUNTRY DAY SCHOOL 90 SANDY VALLEY RD DEDHAM, MA 02026		EXEMPT	GENERAL	500.
HYDE SQUARE TASK FORCE 30 SUNNYSIDE STREET JAMAICA PLAIN, MA 02130		EXEMPT	GENERAL	3,500.
MASSACHUSETTS GENERAL HOSPITAL FOR CHILDREN 125 NASHUA STREET, SUITE 540 BOSTON, MA 02114		EXEMPT	GENERAL	30,000.
MUSEUMS OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115		EXEMPT	GENERAL	13,500.
NORTH SHORE NURSERY SCHOOL 284 GREENWOOD AVENUE BEVERLY, MA 01915		EXEMPT	GENERAL	1,500.
OPEN DOOR 28 REAR EMERSON AVE GLOUCESTER, MA 01930		EXEMPT	GENERAL	700.
Total from continuation sheets				1,079,935.

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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
PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445		EXEMPT	GENERAL	25,000.
PEABODY ESSEX MUSEUM EAST INDIA SQUARE SALEM, MA 01970		EXEMPT	GENERAL	105,200.
RED SEA FOUNDATION 10683 BIG CANOE BIG CANOE, GA 30143		EXEMPT	GENERAL	20,000.
ROOM TO GROW 142 BERKELEY STREET BOSTON, MA 02116		EXEMPT	GENERAL	2,500.
SEAL LEGACY FOUNDATION 2525 WALLINGWOOD DR BUILDING I SUITE 214 AUSTIN, TX 78746		EXEMPT	GENERAL	2,500.
SHORE COUNTY DAY SCHOOL 545 CABOT STREET BEVERLY, MA 01915		EXEMPT	GENERAL	10,170.
STEPPINGSTONE FOUNDATION ONE APPLETON STREET BOSTON, MA 02116		EXEMPT	GENERAL	6,550.
TABOR ACADEMY 66 SPRING STREET MARION, MA 02738		EXEMPT	GENERAL	300,000.
THE SOLDIERS FUND 711 ATLANTIC AVE BOSTON, MA 02111		EXEMPT	GENERAL	500.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915		EXEMPT	GENERAL	125,000.
Total from continuation sheets				

VESPER FOUNDATION

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
URBAN IMPROV 8 ST. JOHN STREET JAMAICA PLAIN, MA 02130		EXEMPT	GENERAL	127,500.
VIA ART FUND, INC. 83 NEWBURY STREET, 4TH FLOOR BOSTON, MA 02116		EXEMPT	GENERAL	10,000.
WASSAIC PROJECT 37 FURNACE BANK ROAD WASSAIC, NY 12592		EXEMPT	GENERAL	20,000.
WETLANDS FOUNDATION 8223 BRECKSVILLE ROAD #100 BRECKSVILLE, OH 44141	SIMILAR BOARD OF TRUSTEES	EXEMPT	GENERAL	135,000.
THE FOOD PROJECT 10 LEWIS ST LINCOLN, MA 01773		EXEMPT	GENERAL	500.
MONTSERRAT COLLEGE OF ART 23 ESSEX STREET BEVERLY, MA 01915		EXEMPT	GENERAL	2,500.
DRESS FOR SUCCESS BOSTON 989 COMMONWEALTH AVE BOSTON, MA 02215		EXEMPT	GENERAL	500.
PATHWAYS FOR CHILDREN 292 CABOT ST BEVERLY, MA 01915		EXEMPT	GENERAL	10,000.
FRACTURED ATLAS 248 W 35TH STREET NEW YORK, NY 10001		EXEMPT	GENERAL	2,500.
UNITED SOUTH END SETTLEMENTS 48 RUTLAND STREET BOSTON, MA 02118		EXEMPT	GENERAL	1,000.
<u>Total from continuation sheets</u>				

VESPER FOUNDATION

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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
CLEVELAND CENTRAL CATHOLIC HIGH SCHOOL 6550 BAXTER AVE CLEVELAND, OH 44105		EXEMPT	GENERAL	15,000.
ST. EDWARD HIGH SCHOOL 13500 DETROIT AVE LAKWOOD, OH 44107		EXEMPT	GENERAL	10,000.
HOTCHKISS SCHOOL 11 INTERLAKEN ROAD LAKEVILLE, CT 06039		EXEMPT	GENERAL	25,000.
ROOT CAPITAL 130 BISHOP ALLEN DR CAMBRIDGE, MA 02139		EXEMPT	GENERAL	31,315.
ADVENT SCHOOL 15 BRIMMER STREET BOSTON, MA 02108		EXEMPT	GENERAL	15,000.
NORTH SHORE COMMUNITY FOUNDATION 175 ANDOVER STREET DANVERS, MA 01923		EXEMPT	GENERAL	1,000.
GARDNER MUSEUM 25 EVANS WAY BOSTON, MA 02115		EXEMPT		5,000.
Total from continuation sheets				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	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	
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			14	22,986.	
4 Dividends and interest from securities			14	11,087.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)	0.		34,073.		0.
13 Total. Add line 12, columns (b), (d), and (e)	13				34,073.

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

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
INTEREST INCOME	22,986.	22,986.	
TOTAL TO PART I, LINE 3	22,986.	22,986.	

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
DIVIDEND INCOME	11,087.	0.	11,087.	11,087.	
TO PART I, LINE 4	11,087.	0.	11,087.	11,087.	

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO FEE	200.	0.		100.
TO FORM 990-PF, PG 1, LN 18	200.	0.		100.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSES	3,600.	0.		0.
INVESTMENT MANAGEMENT FEES	9,737.	9,737.		0.
TO FORM 990-PF, PG 1, LN 23	13,337.	9,737.		0.

VESPER FOUNDATION

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FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,039,776.	806,119.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,039,776.	806,119.