

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

2007

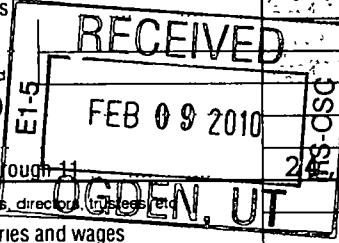
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2007, or tax year beginning _____, and ending _____

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation COPELAND FAMILY FOUNDATION, INC. Number and street (or P O box number if mail is not delivered to street address) Room/suite 1183 RANDOLPH AVENUE City or town, state, and ZIP code MILTON, MA 02186	A Employer identification number 22-2474056 B Telephone number 6176985976 C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 42,723,667. (Part I, column (d) must be on cash basis)		
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(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	20,060,371.		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 Dividends and interest from securities	1,149,710.	1,149,710.		STATEMENT 1
	5a Gross rents	12,000.	12,000.		STATEMENT 2
	b Net rental income or (loss) 12,000.				
	6a Net gain or (loss) from sale of assets not on line 10	2,765,920.			
	b Gross sales price for all assets on line 6a 39,336,509.				
	7 Capital gain net income (from Part IV, line 2)		2,765,920.		
	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)	74,717.	69,598.		STATEMENT 3
	11 Other income	24,062,718.	3,997,228.		
	12 Total Add lines 1 through 11	309,500.	154,750.		154,750.
	13 Compensation of officers, directors, trustees, and key employees				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	59,305.	29,653.		28,448.
	b Accounting fees STMT 5	21,000.	10,500.		10,500.
	c Other professional fees STMT 6	168,814.	142,509.		26,305.
	17 Interest				
	18 Taxes STMT 7	45,311.	12,250.		39,314.
	19 Depreciation and depletion	38,381.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	122,897.	61,449.		120,984.
	24 Total operating and administrative expenses Add lines 13 through 23	765,208.	411,111.		380,301.
	25 Contributions, gifts, grants paid	941,334.			2,402,415.
	26 Total expenses and disbursements. Add lines 24 and 25	1,706,542.	411,111.		2,782,716.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	22,356,176.			
	b Net investment income (if negative, enter -0-)		3,586,117.		
	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	896,241.	537,596.	537,596.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 90,000.			
	Less: allowance for doubtful accounts ▶	90,000.	90,000.	
	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	28,567.	27,161.	27,161.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	5,220,653.	10,032,400.	10,032,400.
	c Investments - corporate bonds STMT 10	3,690,440.	0.	0.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	8,916,698.	26,383,957.	26,383,957.	
14 Land, buildings, and equipment: basis ▶ 3,826,747.				
Less: accumulated depreciation ▶ 171,561.	3,633,804.	3,655,186.	3,655,186.	
15 Other assets (describe ▶ STATEMENT 12)	1,363,382.	1,951,814.	2,087,367.	
16 Total assets (to be completed by all filers)	23,839,785.	42,678,114.	42,723,667.	
Liabilities	17 Accounts payable and accrued expenses	25,362.	19,134.	
	18 Grants payable	1,461,081.		
	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)	1,486,443.	19,134.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted	22,353,342.	42,658,980.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> 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	22,353,342.	42,658,980.		
31 Total liabilities and net assets/fund balances	23,839,785.	42,678,114.		

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	22,353,342.
2 Enter amount from Part I, line 27a	2	22,356,176.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	44,709,518.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS	5	2,050,538.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	42,658,980.

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			
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 39,336,509.		36,570,589.	2,765,920.

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) 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			
b			
c			
d			
e			2,765,920.

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	2,765,920.
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 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))
2006	836,500.	19,312,188.	.043315
2005	1,479,024.	21,134,501.	.069981
2004	3,293,340.	24,542,725.	.134188
2003	2,724,855.	26,406,324.	.103189
2002	8,361,712.	31,683,989.	.263910

2 Total of line 1, column (d)	2	.614583
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	.122917
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5	4	36,272,321.
5 Multiply line 4 by line 3	5	4,458,485.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,861.
7 Add lines 5 and 6	7	4,494,346.
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	2,782,716.

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 letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	71,722.
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	71,722.
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	71,722.
6	Credits/Payments:		
a	2007 estimated tax payments and 2006 overpayment credited to 2007	6a	
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	124,134.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	52,412.
11	Enter the amount of line 10 to be: Credited to 2008 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	52,412.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11a	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)	11a	X	
b	If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a?	11b		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ MARTHA VERDONE Telephone no. ▶ 6176985976 Located at ▶ 1183 RANDOLPH AVE, MILTON, MA ZIP+4 ▶ 02186			
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			

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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 2007?	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(j)(3) or 4942(j)(5)):		
a At the end of tax year 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
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	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 ▶ _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2007 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 2007.)	3b	X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2007?	4b	X

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 propoganda, 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 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 If you answered "Yes" to 6b, also 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? Yes No

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.

(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 14		309,500.	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

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
PRW ASSOCIATES INC. TWO BATTERYMARCH PART II, 5TH FL, QUINCY, MA 0	INVESTMENT MANAGEMENT	81,323.
CODY & CODY, LLC ONE PINE HILL DR., 5TH FL, QUINCY, MA 02169	LEGAL	51,045.

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	
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	35,684,410.
b	Average of monthly cash balances	1b	1,140,281.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	36,824,691.
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	36,824,691.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	552,370.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	36,272,321.
6	Minimum investment return. Enter 5% of line 5	6	1,813,616.

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	1,813,616.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	71,722.
b	Income tax for 2007. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	71,722.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,741,894.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,741,894.
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	1,741,894.

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	2,782,716.
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	2,782,716.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,782,716.

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 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				1,741,894.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2007:				
a From 2002	6,934,155.			
b From 2003	1,950,923.			
c From 2004	775,771.			
d From 2005	430,328.			
e From 2006				
f Total of lines 3a through e	10,091,177.			
4 Qualifying distributions for 2007 from Part XII, line 4: ► \$	2,782,716.			
a Applied to 2006, 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 2007 distributable amount				1,741,894.
e Remaining amount distributed out of corpus	1,040,822.			
5 Excess distributions carryover applied to 2007 (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	11,131,999.			
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 2006. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2002 not applied on line 5 or line 7	6,934,155.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	4,197,844.			
10 Analysis of line 9:				
a Excess from 2003	1,950,923.			
b Excess from 2004	775,771.			
c Excess from 2005	430,328.			
d Excess from 2006				
e Excess from 2007	1,040,822.			

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 2007, enter the date of the ruling ▶ 4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	
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.					
3 Subtract line 2d from line 2c					
Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

NONE

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

NONE

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

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

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

MARTHA VERDONE
1183 RANDOLPH AVENUE, MILTON, MA 02186

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

A LETTER WITH EVIDENCE OF TAX EXEMPT STATUS.

c Any submission deadlines:

APPLICATIONS ACCEPTED AT ANY TIME.

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

NONE, REPLIES AS TO ACCEPTANCE, REJECTION OR DEFERRAL ARE MADE PROMPTLY. GEOGRAPHICAL AREA IS A FACTOR BUT NOT THE SOLE OR NEC DETERMINANT.

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)				
<p>a Paid during the year</p> <p>SEE ATTACHED STATEMENT</p>				<p>2,402,415.</p>
<p>Total</p>			<p>▶ 3a</p>	<p>2,402,415.</p>
<p>b Approved for future payment</p> <p>NONE</p>				
<p>Total</p>			<p>▶ 3b</p>	<p>0.</p>

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues, Interest on savings, Dividends, Net rental income, Other investment income, and Subtotal.

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes.

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

Table with columns Yes and No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

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

- (1) Cash
(2) Other assets

b Other transactions:

- (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

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

Schedule table with columns (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, and (d) Description of transfers, transactions, and sharing arrangements. Content is N/A.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No (X) No

b If "Yes," complete the following schedule.

Schedule table with columns (a) Name of organization, (b) Type of organization, and (c) Description of relationship. Content is N/A.

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature section containing fields for officer/trustee signature (Martha Yordone), date (12/1/2010), title (President), preparer's signature, date (1/27/10), firm name (RSM MCGLADREY INC), address (7 NEW ENGLAND EXECUTIVE PARK, SUITE 320 BURLINGTON, MA 01803), EIN (41-1944416), and phone number ((617) 279-2800).

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2007

Name of organization

Employer identification number

COPELAND FAMILY FOUNDATION, INC.

22-2474056

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 organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules-

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to 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 Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not 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, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization COPELAND FAMILY FOUNDATION, INC.	Employer identification number 22-2474056
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Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GLADYS COPELAND MARITAL TRUST C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	\$ 20,060,371.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

COPELAND FAMILY FOUNDATION, INC.

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 BROWN BROTHERS HARRIMAN SECURITIES	P	VARIOUS	VARIOUS
b FIDELITY SECURITIES	P	VARIOUS	VARIOUS
c PRW SECURITIES	P	VARIOUS	VARIOUS
d FIDELITY SECURITIES ST CAPITAL GAIN	P	VARIOUS	VARIOUS
e FIDELITY SECURITIES LT CAPITAL GAIN	P	VARIOUS	VARIOUS
f PRW SECURITIES LT CAPITAL GAIN	P	VARIOUS	VARIOUS
g PRW SECURITIES (STEP-UP IN COST BASIS)	P	VARIOUS	VARIOUS
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 1,178,021.		917,828.	260,193.
b 10,501,124.		9,165,752.	1,335,372.
c 18,400,904.		17,818,332.	582,572.
d 1,059.			1,059.
e 45,255.			45,255.
f 332,200.			332,200.
g 8,877,946.		8,668,677.	209,269.
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			(i) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any	
a			260,193.
b			1,335,372.
c			582,572.
d			1,059.
e			45,255.
f			332,200.
g			209,269.
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	2,765,920.
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

Form 990-PF – Return of Private Foundation
Copeland Family Foundation, Inc.
EIN: 22-2474056
YE: 12/31/2007

Copeland Family Foundation, Inc. would like to amend its tax return of private foundation for the year ended December 31, 2007. At the time the original return was filed, the organization did not have the information necessary to calculate the accurate cost basis of the PRW securities that were sold during the 2007 tax year. The PRW securities have been given a step-up in cost basis, therefore, the cost basis is adjusted from \$6,065,201 to \$8,668,677, and the capital gain is reduced from \$3,395,317 to \$791,841. The detail schedule supporting the amended cost basis amount is in the attached.

**Part IV, Capital Gains and Losses for Tax on Investment
Income:**

		<i>As Originally Filed</i>	<i>As Amended</i>
Line		Col (e) Gross Sales	
1c	PRW Securities	Price	27,278,850 18,400,904
		Col (g) Cost Basis	23,883,533 17,818,332
			<u>3,395,317 582,572</u>
Line	PRW Securities (Step-up in cost	Col (e) Gross Sales	
1g	basis)	Price	8,877,946
		Col (g) Cost Basis	8,668,677
			<u>209,269</u>
			<u><u>3,395,317 791,841</u></u>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT	
BROWN BROTHERS HARRIMAN	251,809.	0.	251,809.	
FIDELITY	117,244.	0.	117,244.	
PRW	780,657.	0.	780,657.	
TOTAL TO FM 990-PF, PART I, LN 4	1,149,710.	0.	1,149,710.	

FORM 990-PF	RENTAL INCOME	STATEMENT	2
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
1183 RANDOLPH AVENUE, MILTON, MA	1	12,000.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		12,000.	

FORM 990-PF	OTHER INCOME		STATEMENT	3
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
INVESTMENT IN COPELAND PROPERTIES, LP	69,598.	69,598.		
MISC INCOME	5,119.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	74,717.	69,598.		

FORM 990-PF	LEGAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
LEGAL FEES	59,305.	29,653.		28,448.	
TO FM 990-PF, PG 1, LN 16A	59,305.	29,653.		28,448.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	21,000.	10,500.		10,500.
TO FORM 990-PF, PG 1, LN 16B	21,000.	10,500.		10,500.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVICE	116,204.	116,204.		0.
CONSULTING & OTHER	52,610.	26,305.		26,305.
TO FORM 990-PF, PG 1, LN 16C	168,814.	142,509.		26,305.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	22,069.	11,034.		11,035.
REAL ESTATE TAXES	2,432.	1,216.		1,216.
FEDERAL TAXES	20,810.	0.		27,063.
TO FORM 990-PF, PG 1, LN 18	45,311.	12,250.		39,314.

FORM 990-PF	OTHER EXPENSES			STATEMENT 8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	93,610.	46,805.		45,399.
TELEPHONE	1,679.	840.		839.
REPAIRS & MAINTENANCE	18,827.	9,413.		70,355.
OFFICE EXPENSES	3,537.	1,769.		1,768.
OTHER EXPENSES	273.	137.		137.
UTILITIES	4,281.	2,140.		2,141.
TRAVEL & ENTERTAINMENT	690.	345.		345.
TO FORM 990-PF, PG 1, LN 23	122,897.	61,449.		120,984.

FORM 990-PF	CORPORATE STOCK		STATEMENT 9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS - CORPORATE STOCK	10,032,400.	10,032,400.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,032,400.	10,032,400.	

FORM 990-PF	CORPORATE BONDS		STATEMENT 10
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS - CORPORATE BONDS	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - EQUITY FUNDS	FMV	12,090,401.	12,090,401.
INVESTMENTS - FIXED INCOME FUNDS	FMV	7,651,970.	7,651,970.
INVESTMENTS - MUTUAL FUNDS	FMV	3,704,647.	3,704,647.
VESTMENTS - MONEY MARKET FUNDS	FMV	2,936,939.	2,936,939.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,383,957.	26,383,957.

FORM 990-PF	OTHER ASSETS	STATEMENT 12	
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INVESTMENT - COPELAND PROPERTIES L.P.	1,364,990.	1,951,814.	2,087,367.
INVESTMENT - COPELAND PROPERTIES INC.	-1,608.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,363,382.	1,951,814.	2,087,367.

FORM 990-PF TRANSFERS FROM CONTROLLED ORGANIZATIONS STATEMENT 13
PART VII-A, LINE 11A

NAME OF CONTROLLED ENTITY EMPLOYER ID NO
COPELAND PROPERTIES L.P. 04-3278336

ADDRESS
1183 RANDOLPH AVENUE
MILTON, MA 02186

DESCRIPTION OF TRANSFER
EQUITY IN EARNINGS OF COPELAND PROPERTIES, L.P.

AMOUNT
OF TRANSFER
69,598.
69,598.

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ORGANIZATIONS

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARTHA VERDONE C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	PRESIDENT & DIRECTOR 40.00	104,000.	0.	0.
JOHN TOBIN C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	TREASURER & DIRECTOR 40.00	109,000.	0.	0.
JOYCE TOBIN C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	CLERK & DIRECTOR 40.00	77,500.	0.	0.
GLADYS COPELAND (1/1/07 TO 1/22/07) C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	0.	0.	0.
ELIZABETH VERDONE (1/1/07 TO 10/2/07) C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	3,000.	0.	0.
MARY C. GORMLEY C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	4,000.	0.	0.
GEORGE P. MORAN C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	4,000.	0.	0.
RAYMOND G. PELISSIER C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	4,000.	0.	0.
RICHARD G. WELLS, JR. C/O 1183 RANDOLPH AVENUE MILTON, MA 02186	DIRECTOR 1.00	4,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		309,500.	0.	0.

COPELAND FAMILY FOUNDATION, Inc.
Grants
January 1, 2007 through December 31, 2007

March 1, 2007

Interfaith Social Service, Inc. 105 Adams St. Quincy, MA 02170 - to purchase new van	\$21,460.00
Town of Milton Police Department 40 Highland St. Milton, MA 02186 - new sign at police station	\$6,565.00

May 17, 2007

Milton Hospital 199 Reedsdale Rd. Milton, MA 02186 - in memory of Gladys Copeland	\$50,000.00
Town of Milton 525 Canton Ave. Milton, MA 02186 - final installment for new street signs	\$30,000.00
Boston Rescue Mission 39 Kingston St. Boston, MA 02111 - in memory of Gladys Copeland	\$25,000.00
The First Parish in Milton Unitarian Universalist 535 Canton Ave. Milton, MA 02186 - restoration and renovation to historic 1788 church	\$25,000.00
Milton Council on Aging Ten Walnut St. Milton, MA 02186 - operation of the Council's van	\$25,000.00
Old Colony Council Boy Scouts 2438 Washington St. Canton, MA 02021 - Capital Improvement Campaign for Camp Squanto in Plymouth, MA	\$25,000.00
Partners Home Care 200 Ledgewood Place Rockland, MA 02370 - In memory of Gladys Copeland for free nursing care to elderly in Milton who are not eligible for Medicare	\$25,000.00

May 17, 2007

The Stratford Street United Church 77 Stratford St. W.Roxbury, MA 02132 - in memory of Gladys Copeland	\$25,000.00
Evergreen Cemetery P.O. Box 793 Stoughton, MA 02072 - general operating support	\$10,000.00
Massachusetts Easter Seals 484 Main St. Worcester, MA 01608 - \$5,000.00 Camp Agassiz - \$5,000.00 Camp Hemlock	\$10,000.00
Milton Cemetery 211 Centre St. Milton, MA 02186 - to purchase landscape materials and site furnishings	\$10,000.00
Milton Residences for the Elderly 600 Canton Ave. Milton, MA 02186 - funding for van operating costs	\$10,000.00
Boston Natural Area Network 62 Sumner St. Boston, MA 02110-1008 - to support Milton teens on the Neponset River Greenway Summer 2008 Youth Conservation Corps.	\$5,000.00
Camp Sunshine 35 Acadia Rd. Casco, ME. 04015 - to support sick children and families from Milton	\$5,000.00
Neponset River Watershed 2173 Washington St. Canton, MA 02021 - specifically for the Pine Tree Brook Project	\$5,000.00
POW-MIA Eternal Flame Foundation, Inc. 210 Grove St. Randolph, MA 02368 - fundraising for memorial to be built in Boston	\$5,000.00
S.T.R.I.V.E. 651 Washington St. Dorchester, MA 02124 - general operating support	\$5,000.00

May 17, 2007

Milton Auxiliary Fire Department 509 Canton Ave. Milton, MA 02186 - two electric generators	\$2,600.00
; Celebrate Milton ! 188 Hillside St. Milton, MA 02186 - rentals for Milton Field Day	\$2,500.00
Milton High School – Best Buddies 25 Gile Rd. Milton, MA 02186 - One-to-one friendships between High School mentors and students with intellectual disabilities	\$1,000.00
Pan Mass Challenge 77 Fourth Ave. Needham, MA 02494 - in support of Pauline Wells	\$1,000.00

D.A.R.E.- Drug Abuse Resistance Education for the following towns:

City of Quincy Police Department One Sea St. Quincy, MA 02169	\$10,000.00
Town of Hanover Police Department 129 Rockland St. Hanover, MA 02339-0214	\$5,000.00
Town of Hanson Police Department 795 Indian Head St. Hanson, MA 02341	\$5,000.00
Town of Hingham Police Department 212 Central St. Hingham, MA 02043	\$5,000.00
Town of Hull Police Department One School St. Hull, MA 02045	\$5,000.00
Town of Marshfield Police Department 1639 Ocean St. Marshfield, MA 02050	\$5,000.00
Town of Millis Police Department 885 Main St. Millis, MA 02054	\$5,000.00
Town of Rockland Police Department 490 Market St. Rockland, MA 02370	\$5,000.00

Town of Scituate Police Department 604 Chief Justice Cushing Hwy. Scituate, MA 02066	\$5,000.00
Town of Stoughton Police Department 26 Rose St. Stoughton, MA 02072	\$5,000.00
Town of Westwood Police Department 590 High St. Westwood, MA 02090	\$5,000.00
Town of Whitman Police Department P.O. Cox 348 Whitman, MA 02382	\$5,000.00

May 17, 2007

Animal Shelters - support of facility for the following organizations:

All Paws Rescue P.O. Box 569 Accord, MA 02018-0569	\$5,000.00
Animal Rescue League of Boston, Inc. 10 Chandler St. Boston, MA 02116	\$5,000.00
Canine Connections, Inc. PMB 242 Canton, MA 02021	\$5,000.00
Town of Canton 801 Washington St. Canton, MA 02021	\$5,000.00
Duxbury Animal Control 878 Tremont St. Duxbury, MA 02332	\$5,000.00
Greyhound Friends, Inc. 167 Saddle Hill Rd. Hopkington, MA 01748	\$5,000.00
Greyhound Pets of America P.O. Box 1495 Middleboro, MA 02346	\$5,000.00
Town of Holbrook 50 North Franklin St. Holbrook, MA 02343	\$5,000.00
Hull Seaside Animal Rescue, Inc. P.O. Box 787 Hull, MA 02045	\$5,000.00
The Last Resort 1126 Broadway Hanover, MA 02339	\$5,000.00

May 17, 2007
Animal Shelters

Town of Marshfield 489 Spring St. Marshfield, MA 02050	\$5,000.00
MSPCA 350 S. Huntington Ave. Boston, MA 02130	\$5,000.00
MSPCA/Metro South 1300 West Elm St. Ext. Brockton, MA 02301	\$5,000.00
Milton Animal League Box 43 Milton, MA 02186	\$5,000.00
Neponset Valley Humane Society, Inc. P.O. Box 544 Norwood, MA 02062	\$5,000.00
City of Quincy One Sea St. Quincy, MA 02169	\$5,000.00
Friends of the Scituate Shelter P.O. Box 823 Scituate, MA 02066	\$5,000.00
South Shore Humane Society Box 850157 Braintree, MA 02185	\$5,000.00
Standish Humane Society P.O. Box 634 Duxbury, MA 02331	\$5,000.00
Town of Stoughton 10 Pearl St. Stoughton, MA 02072	\$5,000.00
Massachusetts Humane Society P.O. Box 249 Weymouth, MA 02189	\$5,000.00
Town of Whitman P.O. Box 348 Whitman, MA 02382	\$5,000.00

May 17, 2007

Food Pantries - supporting operation of food pantries for the following organizations:

Greater Boston Food Bank 99 Atkinson St. Boston, MA 02118	\$10,000.00
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May 17, 2007
Food Pantries

St. Vincent dePaul Society 455 Plymouth St. Abington, MA 02351	\$5,000.00
American Red Cross 285 Columbus Ave. Boston, MA 02116-5114	\$5,000.00
Braintree Community Food Pantry 594 Washington St. Braintree, MA 02184	\$5,000.00
The Charity Guild, Inc. P.O. Box 2372 Brockton, MA 02305	\$5,000.00
Canton Area Helpline, Inc. 557 Washington St. Canton, MA 02021	\$5,000.00
Cohasset Food Pantry 126 So. Main St. Cohasset, MA 02025	\$5,000.00
Dedham Food Pantry Charitable Trust P.O. Box 46 Dedham, MA 02027-0046	\$5,000.00
Little Sisters of the Assumption Family Health Service, Inc. 550 Dudley St. Roxbury, MA 02119	\$5,000.00
Hanover Emergency Food Pantry 580 Webster St. Hanover, MA 02339	\$5,000.00
Hingham Interfaith Food Pantry 685 Main St. Hingham, MA 02043	\$5,000.00
Wellspring, Inc. 814 Nantasket Ave. Hull, MA 02045	\$5,000.00
Marshfield Food Pantry P.O. Box 1097 Marshfield, MA 02050	\$5,000.00
Medfield Food Cupboard P.O. Box 172 Medfield, MA 02052	\$5,000.00
Medway Food Pantry 600 Mahan Circle, Medway, MA 02053	\$5,000.00

May 17, 2007
Food Pantries

Millis Ecumenical Food Pantry 142 Exchange St. Millis, MA 02054	\$5,000.00
Milton Food Pantry 158 Blue Hills Pkwy. Milton, MA 02186	\$5,000.00
Norwell Emergency Food Pantry P.O. Box 644 Norwell, MA 02061	\$5,000.00
Ecumenical Community Food Pantry of Norwood, Inc. 150 Chapel St. Norwood, MA 02062	\$5,000.00
Pembroke Food Pantry P.O. Box 295 Pembroke, MA 02059	\$5,000.00
Project Bread - Boston 145 Border St. Boston, MA 02128-1903	\$5,000.00
South Shore Community Action Council, Inc. - Plymouth 265 South Meadow Rd. Plymouth, MA 02360	\$5,000.00
Randolph Food Pantry P.O. Box 1189 Randolph, MA 02368	\$5,000.00
Scituate Church Pantry, Inc. 13 Three Ring Rd. Scituate, MA 02066-2595	\$5,000.00
Walpole Community Food Pantry P.O. Box 43 Walpole, MA 02081	\$5,000.00
Westwood Food Pantry 60 Nahatan St. Westwood, MA 02190	\$5,000.00
Weymouth Food Pantry P.O. Box 890009 Weymouth, MA 02189-0001	\$5,000.00
Women's Lunch Place Newbury St. Boston, MA 02116	\$5,000.00
Catholic Charities South 686 North Main St. Brockton, MA 02301-2492	\$2,500.00

May 17, 2007
Food Pantries

Holy Family Shelter One Lingard St. Dorchester, MA 02125	\$2,500.00
St. Matthew's Emergency Food Pantry 33 Stanton St. Dorchester, MA 02124	\$2,500.00
Germantown Neighborhood Center 333 Palmer St. Quincy, MA 02169	\$2,500.00
Quincy Community Action Programs, Inc. 1509 Hancock St. Quincy, MA 02169	\$2,500.00
Quincy Crisis Center P.O. Box 31 Quincy, MA 02170	\$2,500.00
The Pantry Shelf – Quincy 105 Adams St. Quincy, MA 02170	\$2,500.00
St. Vincent dePaul Society 403 Union St. Rockland, MA 02370	\$2,500.00
Rockland Emergency Food Pantry 12 Church St. Rockland, MA 02370	\$2,500.00
St. Anthony's Free Market 2 Park Ave. Stoughton, MA 02072	\$2,500.00
Stoughton Food Pantry P.O. Box 812 Stoughton, MA 02072	\$2,500.00
St. Vincent dePaul Society 518 Washington St. Whitman, MA 02382	\$2,500.00
Whitman Food Pantry 33 Pleasant St. Whitman, MA 02382	\$2,500.00
Serve New England 145 Bodwell St. Avon, MA 02322	\$1,500.00

June 8, 2007

Milton Public Schools \$931,081.00
25 Gile Rd. Milton, MA 02186
- Collicot /Cunningham School building and renovation

July 25, 2007

Milton Cemetery \$350,000.00
211 Centre St. Milton, MA 02186
- first installment toward \$647,209.00 grant to
repair and remodel barn/office

September 13, 2007

Milton Cemetery \$297,209.00
211 Centre St. Milton, MA 02186
- final installment of \$647,209.00 grant to
repair and remodel barn/office

Pierce Middle School \$4,000.00
451 Central Ave. Milton, MA 02186
- after school library program

November 28, 2007

Milton Residents Fund \$35,000.00
535 Canton Ave. Milton, MA 02186
- support for housing, utilities, and fuel for poor

Arch Foundation \$10,000.00
675 East Fourth St. So. Boston, MA 02127
- general operating support

Dorchester Park Association, Inc. \$10,000.00
P.O. Box 240081 Dorchester, MA 02124
- toward ground assessment, pruning and removal
of trees at Dorchester Park

Gavin Foundation \$10,000.00
675 East Fourth St. So. Boston, MA 02127
- general operating support

The Greater Boston Food Bank \$10,000.00
99 Atkinson St. Boston, MA 02118
- toward new building in South Boston

November 28, 2007

Milton Public Library 476 Canton Ave. Milton, MA 02186 - to purchase books	\$10,000.00
N.E.A.D.S. Canines for Combat Veterans P.O. Box 213 West Boylston, MA 01583 - toward service dog to assist wounded combat veterans	\$10,000.00
Perkins School for the Blind 175 North Beacon St. Watertown, MA 02172 - general operating support	\$10,000.00
Trailside Museum 1904 Canton Ave. Milton, MA 02186 - provides affordable environmental education	\$10,000.00
Association of Small Foundations 4905 DelRay Ave. Suite 308 Bethesda, MD 20814 - general operating support	\$5,000.00
Captain Forbes House Museum 215 Adams St. Milton, MA 02186 - to prune, feed and fertilize historic trees	\$5,000.00
Lend a Hand – Patriot Ledger P.O. Box 699159 Quincy, MA 02269-9159 - support to the needy over the holidays	\$5,000.00

December 12, 2007

American Red Cross 285 Columbus Ave. Boston, MA 02116 - to assist victims of the Everett gas tanker explosion	\$5,000.00
Spencer Rescue & Emergency Squad, Inc. 8 Bixby Rd. Spencer, MA 01562 - in memory of Russell J. Davis	\$1,000.00

Total: \$2,402,415.00