

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported on Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that aren't listed on Form 990, Part VII.

Note: The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred on prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) LYNN MARGHERIO PRESIDENT/CEO/BOARD MEMBER	(i)	188,618.	9,012.	0.	5,992.	6,919.	210,541.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) KAREN GALLAHUE TREASURER/VP OF FINANCE	(i)	128,569.	10,500.	0.	4,512.	14,409.	157,990.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(3) ELLEN MANNING VP OF HUMAN RESOURCES	(i)	130,872.	8,034.	0.	4,410.	9,454.	152,770.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(4) KAREN GRANT VP OF DEVELOPMENT	(i)	147,055.	6,000.	0.	4,667.	14,412.	172,134.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(5) BERNARD CHERKASOV CHIEF OPERATING OFFICER	(i)	177,188.	8,500.	0.	3,988.	7,197.	196,873.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

▶ Attach to Form 990. ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2018
Open to Public
Inspection

Name of the organization

CRADLES TO CRAYONS INC

Employer identification number

04-3584367

Part I Bond Issues												
SEE PART VI FOR COLUMNS (A) AND (F) CONTINUATIONS												
	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
							Yes	No	Yes	No	Yes	No
A	MASSACHUSETTS DEVELOPMENT AND FINANCE	04-3431814	NONE	01/31/19	4,400,000.	CONSTRUCTION OF NEWTONVILLE PROPE		X		X		X
B												
C												
D												

Part II Proceeds										
	A		B		C		D			
1	Amount of bonds retired									
2	Amount of bonds legally defeased									
3	Total proceeds of issue		4,400,000.							
4	Gross proceeds in reserve funds									
5	Capitalized interest from proceeds									
6	Proceeds in refunding escrows									
7	Issuance costs from proceeds		57,709.							
8	Credit enhancement from proceeds									
9	Working capital expenditures from proceeds									
10	Capital expenditures from proceeds		4,342,291.							
11	Other spent proceeds									
12	Other unspent proceeds									
13	Year of substantial completion									
			Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a refunding issue of tax-exempt bonds (or, if issued prior to 2018, a current refunding issue)?			X						
15	Were the bonds issued as part of a refunding issue of taxable bonds (or, if issued prior to 2018, an advance refunding issue)?			X						
16	Has the final allocation of proceeds been made?		X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?		X							

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule K (Form 990) 2018

Part III Private Business Use	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2 Are there any lease arrangements that may result in private business use of bond-financed property?		X						
3a Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c Are there any research agreements that may result in private business use of bond-financed property?		X						
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government00	%		%		%	
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government00	%		%		%	
6 Total of lines 4 and 500	%		%		%	
7 Does the bond issue meet the private security or payment test?		X						
8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of			%		%		%	
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?								
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?		X						

Part IV Arbitrage	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X						
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?	X							
b Exception to rebate?		X						
c No rebate due?		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?		X						

Part IV Arbitrage (Continued)

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X						
7 Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?								

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions

SCHEDULE K, PART I, BOND ISSUES:

(A) ISSUER NAME: MASSACHUSETTS DEVELOPMENT AND FINANCE AGENCY (MDFA)

(F) DESCRIPTION OF PURPOSE: CONSTRUCTION OF NEWTONVILLE PROPERTY

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2018

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization **CRADLES TO CRAYONS INC** Employer identification number **04-3584367**

Part I Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		9,280,578.	FAIR VALUE
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any nonstandard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2018

Open to Public
Inspection

Name of the organization

CRADLES TO CRAYONS INC

Employer identification number

04-3584367

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

SITUATIONS, WITH THE ESSENTIAL ITEMS THEY NEED TO THRIVE AT HOME, AT
SCHOOL AND AT PLAY. WE SUPPLY THESE ITEMS FREE OF CHARGE BY ENGAGING
AND CONNECTING COMMUNITIES.

FORM 990, PART VI, SECTION B, LINE 11B:

THE ORGANIZATION'S PRESIDENT AND CONTROLLER REVIEW ALL THE LINE ITEMS ON
THE FORM 990. ONCE THEY FEEL THE FORM 990 IS COMPLETE AND ACCURATE, AN
ELECTRONIC VERSION OF THE FORM 990 IS MAILED TO EACH BOARD MEMBER FOR
REVIEW.

FORM 990, PART VI, SECTION B, LINE 12C:

ALL BOARD MEMBERS, KEY EMPLOYEES, OFFICERS AND ALL OTHERS INVOLVED WITHIN
THE ORGANIZATION ARE AWARE OF THE CONFLICT OF INTEREST POLICY OF THE
ORGANIZATION, WHICH IS REVIEWED BY THE GOVERNANCE COMMITTEE. ANY EMPLOYEE,
BOARD MEMBER OR OTHERS WITHIN THE ORGANIZATION THAT BELIEVES A CONFLICT OF
INTEREST EXISTS IS REQUIRED TO DISCUSS IT WITH THE CEO, WHO IN TURN WILL
DISCUSS WITH THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15:

THE COMPENSATION OF OFFICERS IS DETERMINED BY THE INDEPENDENT BOARD ON AN
ANNUAL BASIS.

FORM 990, PART VI, SECTION C, LINE 18:

UPON REQUEST, THE ORGANIZATION WILL MAKE AVAILABLE TO THE PUBLIC ITS
GOVERNING DOCUMENTS AND ITS CONFLICT OF INTEREST POLICY.

Name of the organization CRADLES TO CRAYONS INC	Employer identification number 04-3584367
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FORM 990, PART VI, SECTION C, LINE 19:

THE ORGANIZATION'S FORM 990 IS LOCATED ON GUIDESTAR AND CHARITY NAVIGATOR.
UPON REQUEST, THE ORGANIZATION WILL SEND ELECTRONICALLY OR MAIL A COPY OF
THE FORM 1023 OR 990 TO THE REQUESTEE.

FORM 990, PART XII, LINE 2C:

THE PROCESS HAS NOT CHANGED FROM THE PRIOR YEAR.



Application for Automatic Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Go to www.irs.gov/Form8868 for the latest information.**

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/e-file-providers/e-file-for-charities-and-non-profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

	Enter filer's identifying number	
Type or print	Name of exempt organization or other filer, see instructions. CRADLES TO CRAYONS INC	Employer identification number (EIN) or 04-3584367
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 155 NORTH BEACON STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BRIGHTON, MA 02135	

Enter the Return Code for the return that this application is for (file a separate application for each return) 0 | 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

CRADLES TO CRAYONS INC

- The books are in the care of ▶ **155 NORTH BEACON STREET - BRIGHTON, MA 02135**
Telephone No. ▶ **617-779-4720** Fax No. ▶ **866-841-9995**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until **FEBRUARY 15, 2020**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning **APR 1, 2018**, and ending **MAR 31, 2019**.

2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution: If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.