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

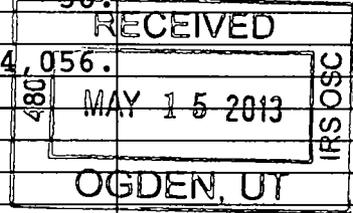
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation: THE CREIGHTON NARADA FOUNDATION
A Employer identification number: 04-3243114
B Telephone number: 617-345-4600
C If exemption application is pending, check here
D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation
E If private foundation status was terminated under section 507(b)(1)(A), check here
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here
G Check all that apply: Initial return, Final return, Address change, Initial return of a former public charity, Amended return, Name change
H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$14,012,004
J Accounting method: Cash

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 3,272,568), Operating and Administrative Expenses (Total: 609,488), and Net investment income (1,832,623).



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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	5,670.	47,828.	47,828.
	2	Savings and temporary cash investments	128,826.	172,838.	172,838.
	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 11	3,732,058.	4,333,294.	5,329,320.
	c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment, basis ▶				
	Less: accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 12	5,690,390.	7,670,740.	8,462,018.	
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers)	9,556,944.	12,224,700.	14,012,004.	
Liabilities	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.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
27	Capital stock, trust principal, or current funds	10,496,301.	10,488,228.		
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	-939,357.	1,736,472.		
30	Total net assets or fund balances	9,556,944.	12,224,700.		
31	Total liabilities and net assets/fund balances	9,556,944.	12,224,700.		

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	9,556,944.
2	Enter amount from Part I, line 27a	2	2,663,080.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	12,749.
4	Add lines 1, 2, and 3	4	12,232,773.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	8,073.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,224,700.

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 SEE ATTACHED LIST	P	VARIOUS	VARIOUS
b SEE ATTACHED LIST	P	VARIOUS	VARIOUS
c CLASS ACTION PROCEEDS	P	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 513,899.		514,242.	-343.
b 4,135,412.		2,637,022.	1,498,390.
c 82.			82.
d 91,255.			91,255.
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) 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			-343.
b			1,498,390.
c			82.
d			91,255.
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	1,589,384.
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 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))
2011	508,423.	11,286,170.	.045048
2010	607,299.	10,669,459.	.056919
2009	622,099.	9,669,206.	.064338
2008	631,623.	11,744,391.	.053781
2007	607,169.	13,546,541.	.044821

2 Total of line 1, column (d)	2	.264907
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	.052981
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,270,576.
5 Multiply line 4 by line 3	5	597,126.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,326.
7 Add lines 5 and 6	7	615,452.
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	563,267.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	36,652.
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	36,652.
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	36,652.
6 Credits/Payments:		
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	17,049.
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	17,049.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	421.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	20,024.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	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? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	X		
14	The books are in care of ▶ <u>PETER M SHAPLAND ESQ</u> Telephone no. ▶ <u>617-345-4600</u> Located at ▶ <u>DAY PITNEY LLP, ONE INTERNATIONAL PLACE, BOSTON,</u> ZIP+4 ▶ <u>02110</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 2012, 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 Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		N/A
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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 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 2012.)		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		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 propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 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 "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
HILARY H. CREIGHTON 17 OLD NECK ROAD MANCHESTER, MA 01944	TRUSTEE 1.00	0.	0.	0.
ALBERT M CREIGHTON III 37 PROCTER STREET MANCHESTER, MA 01944	TRUSTEE 1.00	0.	0.	0.
PETER H CREIGHTON 29 DWIGHT ST BOSTON, MA 02118	TRUSTEE 1.00	0.	0.	0.
ALBERT M CREIGHTON, JR. 17 OLD NECK ROAD MANCHESTER, MA 01944	TRUSTEE 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

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."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activities, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investments, Amount. Row 1 contains 'N/A'. Total row shows 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	11,223,207.
b	Average of monthly cash balances	1b	219,002.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	11,442,209.
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	11,442,209.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	171,633.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,270,576.
6	Minimum investment return. Enter 5% of line 5	6	563,529.

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	563,529.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	36,652.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,652.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	526,877.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	526,877.
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	526,877.

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	563,267.
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	563,267.
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	563,267.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				526,877.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			365,870.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 563,267.				
a Applied to 2011, but not more than line 2a			365,870.	
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 2012 distributable amount				197,397.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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	0.			
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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				329,480.
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 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(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 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 or e-mail of the person to whom applications should be addressed:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
APPALACHIAN MOUNTAIN CLUB 5 JOY STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	CONSERVATION	25,000.
BEVERLY BOOSTSTRAP 371 CABOT STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	1,500.
BOYS AND GIRLS CLUB OF LYNN 25 N COMMON STREET LYNN, MA 01902	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	30,000.
CUTCHINS PROGRAMS FOR CHILDREN'S CLINIC 78 POMEROY TERRACE NORTHAMPTON, MA 01060	NONE	PUBLIC CHARITY	CONSERVATION	2,000.
ESSEX COUNTY GREENBELT ASSO 82 EASTERN AVE. ESSEX, MA 01929	NONE	PUBLIC CHARITY	SOCIAL/COMMUNITY	50,000.
Total	SEE CONTINUATION SHEET(S)			552,000.
b Approved for future payment				
NONE				
Total				0.

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... 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...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Peter M. Shapland, Date: 5-6-13, Title: []

May the IRS discuss this return with the preparer shown below (see instr 7)? [X] Yes [] No

Paid Preparer Use Only section containing: Print/Type preparer's name: PETER M. SHAPLAND, Preparer's signature: Peter M Shapland 5-6-13, Date: 5-6-13, Check [] if self-employed, PTIN: P00621764, Firm's name: DAY PITNEY LLP, Firm's EIN: 06-0317480, Firm's address: ONE INTERNATIONAL PLACE BOSTON, MA 02110-3179, Phone no.: 617-345-4600

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

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

Employer identification number

THE CREIGHTON NARADA FOUNDATION

04-3243114

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

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does 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, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE CREIGHTON NARADA FOUNDATION

04-3243114

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ALBERT CREIGHTON CHARITABLE LEAD UNITRUST OLD NECK RD. MANCHESTER, MA	\$ 84,124.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
2	ALBERT M. CREIGHTON OLD NECK RD. MANCHESTER, MA	\$ 2,594,486.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
3	ALBERT M. CREIGHTON OLD NECK RD. MANCHESTER, MA	\$ 33,779.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization THE CREIGHTON NARADA FOUNDATION	Employer identification number 04-3243114
--	---

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	<u>66,169 SHS. BOSTON CO S/C TAX SEN FUND</u> _____ _____	\$ <u>2,594,486.</u>	<u>12/12/12</u>
_____ _____	_____ _____ _____	\$ _____	_____
_____ _____	_____ _____ _____	\$ _____	_____
_____ _____	_____ _____ _____	\$ _____	_____
_____ _____	_____ _____ _____	\$ _____	_____
_____ _____	_____ _____ _____	\$ _____	_____

Name of organization THE CREIGHTON NARADA FOUNDATION	Employer identification number 04-3243114
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

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

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
LIFEBRIDGE (FORMERLY SALEM MISSION) 56 MARGIN STREET SALEM, MA 01970	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	10,000.
MAINE COAST HERITAGE TRUST 1 BOWDOIN HILL ISLAND, SUITE 210 TOPSHAM, ME 04086	NONE	PUBLIC CHARITY	SOCIAL/COMMUNITY	81,500.
MAINE INITIATIVES 295 WATER STREET, SUITE 100 AUGUSTA, ME 04338	NONE	PUBLIC CHARITY	CONSERVATION	3,000.
MANCHESTER ESSEX CONSERVATION TRUST MANCHESTER, MA 1944	NONE	PUBLIC CHARITY	CONSERVATION	10,000.
MASS AUDUBON/JOFFA FLATS 208 SOUTH GREAT ROAD LINCOLN, MA 01773	NONE	PUBLIC CHARITY	SOCIAL/COMMUNITY	25,000.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVE. BOSTON, MA 02115	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	20,000.
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON, MA 02114	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	40,000.
NEW ENGLAND FORESTRY FOUNDATION P.O. BOX 1346 LITTLETON, MA 01460	NONE	PUBLIC CHARITY	CONSERVATION	5,000.
PEABODY ESSEX MUSEUM 161 ESSEX STREET SALEM, MA 01970	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	40,000.
SPAULDING TRUST P.O. BOX 192 MANCHESTER, MA 1944	NONE	PUBLIC CHARITY	EDUCATIONAL	1,500.
Total from continuation sheets				443,500.

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
TREEHOUSE FOUNDATION 1 TREEHOUSE CIRCLE EASTHAMPTON, MA 01027	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	1,000.
TRUSTEES OF RESERVATIONS 572 ESSEX STREET BEVERLY, MA 01915	NONE	PUBLIC CHARITY	CONSERVATION	80,000.
WGBH ONE GUEST STREET BOSTON, MA 02135	NONE	PUBLIC CHARITY	COMMUNITY/CULTURAL	25,000.
WHEELLOCK COLLEGE 200 THE RIVERWAY BOSTON, MA 02115	NONE	PUBLIC CHARITY	EDUCATIONAL	50,000.
VINALHAVEN LAND TRUST	NONE			51,500.
Total from continuation sheets				

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	(G) DATE SOLD VARIOUS
SEE ATTACHED LIST	513,899.	514,242.	0.			
						-343.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	(G) DATE SOLD VARIOUS
SEE ATTACHED LIST	4,135,412.	3,927,979.	0.			
						207,433.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED PURCHASED	(F) DATE ACQUIRED VARIOUS	(G) DATE SOLD VARIOUS
CLASS ACTION PROCEEDS	82.	0.	0.			
						82.

CAPITAL GAINS DIVIDENDS FROM PART IV						91,255.
TOTAL TO FORM 990-PF, PART I, LINE 6A						298,427.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
BANK OF AMERICA	63.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	63.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BNY MELLON N.A. 25-0659306	352,944.	91,255.	261,689.
TOTAL TO FM 990-PF, PART I, LN 4	352,944.	91,255.	261,689.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES/TAX PREP	3,152.	3,152.		0.
TO FM 990-PF, PG 1, LN 16A	3,152.	3,152.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MELLON INVESTMENT & CUSTODIAL FEES	22,534.	11,267.		11,267.
TO FORM 990-PF, PG 1, LN 16B	22,534.	11,267.		11,267.

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	
DEPOSIT FEES	38.	38.		0.	
TO FORM 990-PF, PG 1, LN 16C	38.	38.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES	4,056.	4,056.		0.	
INTERNAL REVENUE SERVICE	27,708.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	31,764.	4,056.		0.	

FOOTNOTES

STATEMENT 8

INTERNAL REVENUE SERVICE CODE SEC 170 (F)
 SUBSTANTIATION FOR CONTRIBUTIONS TO THE NARADA FOUNDATION
 OF \$250 OR MORE.

NO GOODS OR SERVICES WERE PROVIDED BY THE NARADA
 NARADA FOUNDATION IN EXCHANGE FOR ANY CONTRIBUTION
 TO THE FOUNDATION DURING 2012 BY ALBERT
 M. CREIGHTON OR ANY OTHER CONTRIBUTORS.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
PLUS AMOUNTS TAXED IN 2011 YET REPORTED IN 2012	1,365.
PLUS ADJUSTMENT TO CORRECT CHECKING ACCOUNT BALANCE	11,384.
TOTAL TO FORM 990-PF, PART III, LINE 3	12,749.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
LESS AMOUNTS AMOUNTS TAXED IN 2012 YET REPORTED IN 2013	8,073.
TOTAL TO FORM 990-PF, PART III, LINE 5	8,073.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	4,333,294.	5,329,320.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,333,294.	5,329,320.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	7,670,740.	8,462,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,670,740.	8,462,018.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 13

NAME OF CONTRIBUTOR

ADDRESS

CREIGHTON CHARITABLE UNILEAD TRUST

C/O DAY PITNEY, ONE INT'L PL
BOSTON, MA 02110

Asset detail

Cash and cash equivalents

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Current yield	Pct of holdings
155,431.99 BNY Mellon Money Market Fund CIM (Principal Holding)	\$ 155,431.99	\$ 155,431.99		\$ 0.00	0.0%	1.1%
Principal Cash	-581.84					
Income Cash	17,988.30					
Total cash and cash equivalents	\$ 172,838.45	\$ 155,431.99	\$ 0.00	\$ 0.00		1.1%

Fixed income

Taxable

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
28,000	BNY Mellon Corporate Bond Fund Cusip: 05569M368	\$ 13.0300	\$ 364,840.00	\$ 366,520.00	\$ -1,680.00	\$ 13.090	\$ 9,212.00	2.5%	2.6%
242,599.006	BNY Mellon Bond Fund Cusip: 05569M830	13.5800	3,294,494.50	3,097,157.78	197,336.72	12.767	102,619.38	3.1	23.6
Total taxable pooled vehicle			\$ 3,659,334.50	\$ 3,463,677.78	\$ 195,656.72		\$ 111,831.38		26.2%
Total taxable fixed income			\$ 3,659,334.50	\$ 3,463,677.78	\$ 195,656.72		\$ 111,831.38		26.7%

High yield

Pooled vehicle

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
41,588.033	Dreyfus High Yield Fund Cusip: 261980759	\$ 6.6700	\$ 277,392.18	\$ 248,610.00	\$ 28,782.18	\$ 5.978	\$ 18,589.85	6.7%	2.0%
Total high yield pooled vehicle			\$ 277,392.18	\$ 248,610.00	\$ 28,782.18		\$ 18,589.85		2.0%
Total high yield fixed income			\$ 277,392.18	\$ 248,610.00	\$ 28,782.18		\$ 18,589.85		2.0%



Portfolio manager
Charles F. Pollard
617 722 6813

Emerging markets

Pooled vehicle

Shares/pat value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
13,800	Tcw Emerging Markets Income Fund-I Cusp 87234N765	\$ 9.3200	\$ 128,616.00	\$ 128,466.00	\$ 150.00	\$ 9.309	\$ 7,176.00	5.6%	0.9%
Total emerging markets pooled vehicle			\$ 128,616.00	\$ 128,466.00	\$ 150.00		\$ 7,176.00		0.9%
Total emerging markets fixed income			\$ 128,616.00	\$ 128,466.00	\$ 150.00		\$ 7,176.00		0.9%
Total fixed income			\$ 4,065,342.58	\$ 3,840,753.78	\$ 274,588.90		\$ 137,597.23		29.2%

Equities

U.S. large cap

Shares/pat value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
940	Covidien PLC (COV)	\$ 57.7400	\$ 54,275.60	\$ 45,588.64	\$ 8,686.96	\$ 48.499	\$ 977.60	1.8%	0.4%
1,166	Eaton Corp PLC (ETN)	54.1800	63,173.88	60,387.01	2,786.87	51.790	1,772.32	2.8	0.5
960	Ensc0 PLC (ESV)	59.2800	56,908.80	55,213.05	1,695.75	57.514	1,440.00	2.5	0.4
840	Tyco International Ltd (TYC)	29.2500	24,570.00	13,621.73	10,948.27	16.216	504.00	2.1	0.2
1,080	Lyondellbasell Industries NV (LYB)	57.0900	61,657.20	49,544.52	12,112.68	45.875	1,728.00	2.8	0.4
390	The A D T Corporation (ADT)	46.4900	18,131.10	8,665.01	9,466.09	22.218	195.00	1.1	0.1
1,400	AT&T Inc (T)	33.7100	47,194.00	46,320.52	873.48	33.086	2,520.00	5.3	0.3
527	Alliance Data Sys Corp (ADS)	144.7600	76,288.52	36,428.37	39,860.15	69.124	0.00	0.0	0.6
1,350	Allscripts Healthcare Solutions Inc (MDRX)	9.4200	12,717.00	21,811.85	-9,094.85	16.157	0.00	0.0	0.1
210	Amazon Com Inc (AMZN)	250.8700	52,682.70	43,544.79	9,137.91	207.356	0.00	0.0	0.4
1,080	American Express Company (AXP)	57.4800	62,078.40	47,954.80	14,123.60	44.403	864.00	1.4	0.5
1,280	American International Group Inc (AIG)	35.3000	45,184.00	43,308.25	1,875.75	33.835	0.00	0.0	0.3
260	American Tower Corporation (AMT)	77.2700	20,090.20	18,723.03	1,367.17	72.012	249.60	1.2	0.1
820	Ameriprise Financial Inc (AMP)	62.6300	51,356.60	20,346.41	31,010.19	24.813	1,476.00	2.9	0.4
610	Anadarko Petroleum Corp (APC)	74.3100	45,329.10	35,894.78	9,434.32	58.844	219.60	0.5	0.3
642	Apache Corp (APA)	78.5000	50,397.00	45,173.29	5,223.71	70.363	436.56	0.9	0.4

Equities

U.S. large cap
continued

Shares/bar value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
412	Apple Inc (AAPL)	532.1730	219,255.28	82,619.42	136,635.86	200.533	4,367.20	2.0	1.6
580	Autoliv Inc (ALV)	67.3900	39,086.20	25,827.16	13,259.04	44.530	1,160.00	3.0	0.3
5,860	Bank Of America Corporation (BAC)	11.6100	68,034.60	67,894.98	139.62	11.586	234.40	0.3	0.5
710	Beam Inc (BEAM)	61.0900	43,373.90	42,226.20	1,147.70	59.473	582.20	1.3	0.3
1,620	C B S Corp (CBS) Class B	38.0500	61,641.00	45,882.37	15,758.63	28.322	777.60	1.3	0.4
2,130	C B R E Group, Inc (CBG)	19.9000	42,387.00	39,575.11	2,811.89	18.580	0.00	0.0	0.3
650	CIGNA Corp (CI)	53.4600	34,749.00	18,205.29	16,543.71	28.008	26.00	0.1	0.3
660	Capital One Financial Corporation (COF)	57.9300	38,233.80	29,969.55	8,264.25	45.408	132.00	0.3	0.3
710	Carnival Corp (CCL)	36.7700	26,106.70	26,801.01	-694.31	37.748	710.00	2.7	0.2
510	Chubb Corp (CB)	75.3200	38,413.20	26,962.73	11,450.47	52.868	836.40	2.2	0.3
1,410	Coca-Cola Enterprises Inc (CCE)	31.7300	44,739.30	40,975.00	3,764.30	29.060	902.40	2.0	0.3
620	Cognizant Technology Solutions Corp (CTSH) Cl A	73.8823	45,807.03	44,090.49	1,716.54	71.114	0.00	0.0	0.3
1,050	Conagra Inc (CAG)	29.5000	30,975.00	31,222.53	-247.53	29.736	1,050.00	3.4	0.2
600	Conocophillips (COP)	57.9900	34,794.00	19,366.93	15,427.07	32.278	1,584.00	4.6	0.3
620	Danaher Corp (DHR)	55.9000	34,658.00	18,961.64	15,696.36	30.583	62.00	0.2	0.3
1,460	The Walt Disney Company (DIS)	49.7900	72,693.40	67,589.35	5,104.05	46.294	1,095.00	1.5	0.5
2,360	E M C Corp Mass (EMC)	25.3000	59,708.00	45,221.82	14,486.18	19.162	0.00	0.0	0.4
252	E O G Res Inc (EOG)	120.7900	30,439.08	26,517.88	3,921.20	105.230	171.36	0.6	0.2
1,154	Exxon Mobil Corp (XOM)	86.5500	99,878.70	32,552.97	67,325.73	28.709	2,631.12	2.6	0.7
720	Fedex Corp (FDX)	91.7200	66,038.40	66,167.99	-129.59	91.900	403.20	0.6	0.5
620	Fluor Corp New (FLR)	58.7400	36,418.80	35,408.77	1,010.03	57.111	396.80	1.1	0.3
3,120	Ford Motor Company (F)	12.9500	40,404.00	49,112.51	-8,708.51	15.741	624.00	1.5	0.3
3,710	General Electric Company (GE)	20.9900	77,872.90	36,860.46	41,012.44	9.935	2,819.60	3.6	0.6
630	Informatica Corp (INFA)	30.3200	19,101.60	18,750.97	350.63	29.763	0.00	0.0	0.1
225	Intercontinentalexchange Inc (ICE)	123.8100	27,857.25	28,012.47	-155.22	124.500	0.00	0.0	0.2



RAY MILLON
MANAGEMENT

Portfolio manager
Charles F. Pollard
617 722 6813



Equities

U.S. large cap
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (for loss)	Average Tax cost	Estimated annual income	Current yield	Pct of holdings
302	International Business Machines (IBM) Corporation	191 5500	57,848 10	33,348 28	24,499 82	110 425	1,026 80	1.8	0.4
580	Intuit (INTU)	59 4754	34,495 73	30,705 18	3,790 55	52 940	394 40	1.1	0.3
1,889	JP Morgan Chase & Co (JPM)	43 9691	83,057 63	47,517 23	35,540 40	25 155	2,266 80	2.7	0.6
880	Johnson & Johnson (JNJ)	70 1000	61,688.00	58,400 95	3,287 05	66.365	2,147 20	3.5	0.4
1,200	Lilly Eli & Co (LLY)	49 3200	59,184 00	59,326 31	142 31	49 439	2,352 00	4.0	0.4
420	McKesson Corporation (MCK)	96 9600	40,723 20	22,291 16	18,432 04	53 074	336 00	0.8	0.3
1,131	Merck & Co Inc (MRK)	40 9400	46,303 14	25,605 59	20,697 55	22 640	1,945 32	4.2	0.3
1,360	Moody's Corp (MCO)	50 3200	68,435 20	61,002 75	7,432 45	44 855	1,088 00	1.6	0.5
940	National Oilwell Varco Inc (NOV)	68 3500	64,249 00	65,525 46	-1,276 46	69 708	488 80	0.8	0.5
2,980	News Corp Inc (NWS) Class B	26 2400	78,195 20	51,309 73	26,885 47	17 218	506 60	0.7	0.6
1,280	Nextera Energy Inc (NEE)	69.1900	88,563 20	73,435 57	15,127 63	57 371	3,072.00	3.5	0.6
642	Occidental Petroleum Corp (OXY)	76 6100	49,183 62	37,362 66	11,820 96	58 197	1,386 72	2.8	0.4
1,890	Oracle Corp (ORCL)	33 3200	62,974 80	36,034 51	26,940 29	19 066	453 60	0.7	0.5
449	P V H Corp (PVH)	111.0100	49,843 49	35,257 47	14,586 02	78 524	67 35	0.1	0.4
1,340	Pepsico Inc (PEP)	68 4300	91,696 20	74,144 78	17,551 42	55 332	2,881 00	3.1	0.7
5,790	Pfizer Inc (PFE)	25 0793	145,209 15	106,747 89	38,461 26	18 437	5,558 40	3.8	1.0
990	Philip Morris International Inc (PM)	83 6400	82,803 60	55,142 28	27,661 32	55.699	3,366.00	4.1	0.6
373	Praxair Inc (PX)	109 4500	40,824 85	19,661 97	21,162 88	52.713	820 60	2.0	0.3
590	T Rowe Price Group Inc (TROW)	65.1171	38,419 09	35,746 24	2,672 85	60 587	1,392 40	3.6	0.3
1,310	Qualcomm Inc (QCOM)	61.8596	81,036 08	55,161 17	25,874 91	42.108	1,310 00	1.6	0.6
340	Ralcorp Hldgs Inc New (RAH)	89 6500	30,481 00	25,831 76	4,649 24	75 976	0.00	0.0	0.2
900	Robert Half Intl Inc (RHI)	31 8200	28,638 00	24,813 84	3,824 16	27 571	540 00	1.9	0.2
2,200	Sanofi-Aventis ADR (SNY)	47 3800	104,236 00	85,125 14	19,110 86	38.693	3,148 20	3.0	0.8
1,270	Skyworks Solutions Inc (SWKS)	20.3000	25,781 00	29,096 17	-3,315 17	22 910	0.00	0.0	0.2
650	Target Corp (TGT)	59 1700	38,460 50	35,184 72	3,275 78	54 130	936 00	2.4	0.3

Equities

U.S. large cap continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
400	Teradata Corporation (TDC)	61.8900	24,756.00	19,984.08	4,771.92	49.960	0.00	0.0	0.2
750	Transcanada Corp (TRP)	47.3200	35,490.00	32,370.33	3,119.67	43.160	1,324.50	3.7	0.3
2,370	Unilever PLC (UL) Spsrd ADR New	38.7200	91,766.40	71,627.73	20,138.67	30.273	2,905.62	3.2	0.7
440	Vmware Inc (VMW)	94.1400	41,421.60	39,496.02	1,925.58	89.764	0.00	0.0	0.3
3,190	Wells Fargo & Company (WFC)	34.1800	109,034.20	87,915.10	21,119.10	27.560	2,807.20	2.6	0.8
54,944.762	BNY Mellon Focused Equity (MFOMX) Opportunities Fund	13.1400	721,974.17	724,992.38	-3,018.21	13.195	6,373.59	0.9	5.2
43,563,441	Dreyfus U.S. Equity Fund (DPUX)	15.5600	677,847.14	613,828.00	64,019.14	14.090	3,049.44	0.5	4.9
Total U.S. large cap			\$ 5,329,319.53	\$ 4,333,294.10	\$ 996,025.43		\$ 86,892.50		38.2%

U.S. mid cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
34,174.738	The BNY Mellon Mid Cap (MPMCX) Multi-Strategy Fund	\$ 11.2000	\$ 382,757.07	\$ 384,649.87	\$ -1,892.80	\$ 11.255	\$ 0.00	0.0%	2.7%
18,900	Dreyfus Midcap Index Fund (PESPX)	28.9300	546,777.00	541,667.00	5,110.00	28.660	6,369.30	1.2	3.9
Total U.S. mid cap			\$ 929,534.07	\$ 926,316.87	\$ 3,217.20		\$ 6,369.30		6.7%

U.S. small cap

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
2,913,401	Dreyfus/The Boston Company Small Cap (SSETX) Growth Fund	\$ 52.7300	\$ 153,623.63	\$ 78,323.14	\$ 75,300.49	\$ 26.884	\$ 0.00	0.0%	1.1%
4,179,681	Dreyfus/The Boston Company Small Cap (STSVX) Value Fund	26.1900	109,465.85	57,327.71	52,138.14	13.716	844.30	0.8	0.8
13,196,618	Dreyfus Select Managers Small Cap (DSGIX) Growth Fund	18.9300	249,811.98	200,631.58	49,180.40	15.203	0.00	0.0	1.8



U.S. small cap
continued

Shares/pat value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
18,654,581	Dreyfus Select Managers Small Cap (DMVIX) Value Fund	19.4400	362,645.05	378,769.31	-16,124.26	20.304	764.84	0.2	7.6

Total U.S. small cap **\$ 875,546.51** **\$ 715,051.74** **\$ 160,494.77** **\$ 1,609.14** **6.3%**

Developed international

Shares/pat value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
20,279,979	BNY Mellon International Fund (MPITX)	\$ 10.0500	\$ 203,813.79	unknown	unknown	unknown	\$ 6,469.31	3.2%	1.5%
38,904,856	Strategic International Stock Fund (DISRX)	14.5000	564,120.41	368,765.00	195,355.41	9.479	6,146.97	1.1	4.0

Total developed international **\$ 767,934.20** **\$ 531,057.64*** **\$ 236,876.56*** **\$ 12,616.28** **5.5%**

Emerging markets

Shares/pat value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
24,233,584	BNY Mellon Emerging Markets Fund (MEMKX)	\$ 10.2500	\$ 248,394.24	\$ 140,539.24	\$ 107,855.00	\$ 5.799	\$ 2,374.89	1.0%	1.8%
40,000	Dfa Emerging Markets Core Equity (DFCEX) Funds	20.4000	816,000.00	794,400.00	21,600.00	19.860	13,360.00	1.6	5.9
11,000	Vanguard Emerging Markets ETF (VWO)	44.5300	489,830.00	461,040.80	28,789.20	41.913	10,725.00	2.2	3.5

Total emerging markets **\$ 1,554,224.24** **\$ 1,395,980.04** **\$ 156,244.20** **\$ 26,459.89** **11.1%**

Equity reits

Shares/pat value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Average tax cost	Estimated annual income	Current yield	Pct of holdings
33,141,025	Dreyfus Global Real Estate (DRLIX) Securities Fund	\$ 8.1300	\$ 269,436.53	\$ 261,580.00	\$ 7,856.53	\$ 7.893	\$ 14,383.20	5.3%	1.9%

Total equity reits **\$ 269,436.53** **\$ 261,580.00** **\$ 7,856.53** **\$ 14,383.20** **1.9%**

Total equities **\$ 9,725,995.08** **\$ 8,163,280.39*** **\$ 1,562,714.69*** **\$ 148,330.31** **69.7%**

Total assets **\$ 13,964,176.21** **\$ 12,159,466.16*** **\$ 1,787,309.59*** **\$ 285,327.54** **100.0%**

(*Tax cost for one or more lots is unknown)