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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

10/01, 2012, and ending

09/30, 2013

Name of foundation FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN MEMORIAL FUND		A Employer identification number 04-6025957
Number and street (or P O box number if mail is not delivered to street address)		Room/suite 888- 866-3275
P O BOX 1802 City or town, state, and ZIP code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ► <input type="checkbox"/>
G Check all that apply: Initial return Final return Address change		D 1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
H Check type of organization: X Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 9,945,006.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		(Part I, column (d) must be on cash basis.)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 (attach schedule) .		
2 Check ► <input checked="" 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 .		224,688. 224,167. STMT 1
5a Gross rents .		
b Net rental income or (loss) .		
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		471,370. 880,291.
7 Capital gain net income (from Part IV, line 21) .		471,370.
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) (attach schedule) .		
11 Other income (attach schedule) .		91. STMT 2
12 Total Add lines 1 through 11 .		696,058. 695,628. 27,001.
13 Compensation of officers, directors, trustees, etc .		67,502. 40,501. 22,875.
14 Other employee salaries and wages .		
15 Pension plans, employee benefits .		
16a Legal fees (attach schedule) .		22,875. NONE 22,875.
b Accounting fees (attach schedule) .		
c Other professional fees (attach schedule) .		
17 Interest .		
18 Taxes (attach schedule) (see instructions) .		13,897. 2,617. STMT 4
19 Depreciation (attach schedule) and depletion .		
20 Occupancy .		
21 Travel, conferences, and meetings .		
22 Printing and publications .		
23 Other expenses (attach schedule) .		1,570. 1,196. 1,570.
24 Total operating and administrative expenses.		
Add lines 13 through 23 .		105,844. 44,314. NONE 51,446.
25 Contributions, gifts, grants paid .		405,560. 405,560.
26 Total expenses and disbursements Add lines 24 and 25		511,404. 44,314. NONE 457,006.
27 Subtract line 26 from line 12		
a Excess of revenue over expenses and disbursements .		184,654.
b Net investment income (if negative, enter -0-) .		651,314.
c Adjusted net income (if negative, enter -0-) .		

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		233,601.	265,852.	265,852.
	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 (attach schedule) (see instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less. allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U S and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule) . STMT 6.		8,457,442.	9,441,318.	9,549,452.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	(attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)		135,865.	135,865.	129,702.
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	(attach schedule)				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		8,826,908.	9,843,035.	9,945,006.
	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 (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				NONE
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		8,826,908.	9,843,035.	
	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 (see instructions)		8,826,908.	9,843,035.	
	31 Total liabilities and net assets/fund balances (see instructions)		8,826,908.	9,843,035.	

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	8,826,908.
2 Enter amount from Part I, line 27a	2	184,654.
3 Other increases not included in line 2 (itemize) ► CTF COST ADJUSTMENT	3	836,836.
4 Add lines 1, 2, and 3	4	9,848,398.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 7	5	5,363.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,843,035.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 353,114.		408,921.	-55,807.		
b 527,177.			527,177.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a			-55,807.		
b			527,177.		
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	471,370.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation 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	436,344.	8,975,728.	0.048614
2010	461,658.	9,040,819.	0.051064
2009	373,718.	8,377,351.	0.044611
2008	334,506.	7,244,509.	0.046174
2007	497,462.	9,644,249.	0.051581
2 Total of line 1, column (d)			2 0.242044
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 0.048409
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 9,611,498.
5 Multiply line 4 by line 3			5 465,283.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,513.
7 Add lines 5 and 6			7 471,796.
8 Enter qualifying distributions from Part XII, line 4			8 457,006.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	13,026.
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		
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	2
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,200.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	8,200.
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	4,826.
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 type="checkbox"/>	11	

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

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

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

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

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*

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

b If "Yes," has it filed a tax return on **Form 990-T** for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►
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*

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*

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no ► (888)866-3275 Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ► 02901-1802	
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	
16	Yes	No

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 90-221. If "Yes," enter the name of the foreign country ►

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

	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 instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ►		
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?	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 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)	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 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)	3b	
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 2012?	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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input type="checkbox"/> No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
	If "Yes" to 6b, file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(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
BANK OF AMERICA, N.A. 225 FRANKLIN STREET, BOSTON, MA 02109	TRUSTEE 1	67,502.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ► **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services ►		NONE

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 (see instructions)

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

Amount

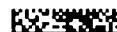
1 N/A	

2	

All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ►	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	9,438,507.
b	Average of monthly cash balances	1b	319,359.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	9,757,866.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	9,757,866.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,368.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,611,498.
6	Minimum investment return. Enter 5% of line 5	6	480,575.

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	480,575.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,026.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,026.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	467,549.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	467,549.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	467,549.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes:	1a	457,006.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	457,006.
b	Cash distribution test (attach the required schedule)	5	N/A
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	457,006.
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 (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				467,549.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			387,240.	
b Total for prior years 20_____,20_____,20_____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 457,006.			387,240.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				69,766.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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			NONE	
d Subtract line 6c from line 6b Taxable amount - see instructions			NONE	
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				397,783.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a	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)																																							
2a	<table border="1"> <thead> <tr> <th>Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009																														
Tax year	Prior 3 years			(e) Total																																								
(a) 2012	(b) 2011	(c) 2010	(d) 2009																																									
b	85% of line 2a																																											
c	Qualifying distributions from Part XII, line 4 for each year listed																																											
d	Amounts included in line 2c not used directly for active conduct of exempt activities																																											
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c																																											
3	Complete 3a, b, or c for the alternative test relied upon																																											
a	"Assets" alternative test - enter																																											
(1)	Value of all assets																																											
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i)																																											
b	"Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed																																											
c	"Support" alternative test - enter																																											
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)																																											
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)																																											
(3)	Largest amount of support from an exempt organization																																											
(4)	Gross investment income																																											

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.

SEE STATEMENT 9

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)				
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT MA 02135	N/A	PUBLIC CHA	UNRESTRICTED GENERAL SUPPORT	405,560.
Total			► 3a	405,560.
<i>b Approved for future payment</i>				
Total			► 3b	

Form 990-PF (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

1 Program service revenue

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate

a Debt-financed property

b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue a _____

b _____
 c _____
 d _____
 e _____

12 Subtotal Add columns (b), (d), and (e)

14 224,688.

18 471,370.

696,058.

13 Total. Add line 12, columns (b), (d), and (e) 13 696,058.

(See worksheet in line 13 instructions to verify calculations.)

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

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 (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE



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

		Yes	No
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?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions.		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
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.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

**Sign
Here**

► Baron J. Kiser

| 11/06/2013

Date

 SVP Tax

Title

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

BANK OF AMERICA, N.A.					
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

- TRANSACTION AN ALYSIS / SUMMAR - NTA-49-32 DATE 10/22/13
 REGION 09 10/01/12 THROUGH 09/30/13 TIME 14.26
 OFFICE 900 *TEE U/W OF FRANK M NOONAN PAGE 001

DATE	DESCRIPTION	-CODES-		INCOME	CASH	PRINCIPAL	INVEST/UNITS
		TRAN TAX	INDV				
01-17-13 MASS GENERAL HOSP	RESEARCH FIN	076	823 00-9998	41289-00001	5,960	26-	
GRANT DISTRIBUTION - INVOICE #208349				01-17-13			
REMAINDER PAYMENT ON 2008-2010							
FELLOWSHIP AWARD TO DR GNANASEKARAN							
09-04-13 TRUSTEES OF BOSTON UNIVERSITY		076	823 00-9998	41519-00001	79,600	00-	
GRANT DISTRIBUTION TO SUPPORT THE							
DEBORAH MONROE NOONAN MEMORIAL RESEARC							
FUND RECIPIENT DONNA PINCUS, PH.D							
09-04-13 CHILDREN'S HOSPITAL CORPORATION		076	823 00-9998	41519-00002	80,000	00-	
GRANT DISTRIBUTION TO SUPPORT THE							
DEBORAH MONROE NOONAN MEMORIAL RESEARC							
FUND RECIPIENT WANDA PHIPATANAKUL, M.D							
09-04-13 UNIVERSITY OF MASSACHUSETTS		076	823 00-9998	41519-00003	80,000	00-	
GRANT DISTRIBUTION TO SUPPORT THE							
DEBORAH MONROE NOONAN MEMORIAL RESEARC							
FUND RECIPIENT ELAINE GABOVITCH, M.P.A							
09-04-13 TRUSTEES OF BOSTON UNIVERSITY		076	823 00-9998	41519-00004	80,000	00-	
GRANT DISTRIBUTION TO SUPPORT THE							
DEBORAH MONROE NOONAN MEMORIAL RESEARC							
FUND RECIPIENT CARA STEPP, PH.D							
09-04-13 CHILDREN'S HOSPITAL CORPORATION		076	823 00-9998	41519-00005	80,000	00-	
GRANT DISTRIBUTION TO SUPPORT THE							
DEBORAH MONROE NOONAN MEMORIAL RESEARC							
FUND RECIPIENT RACHAEL COAKLEY, PH.D							

BANK 80 - TRANSAC TION ANALYSIS / SUMMARY - NTA-49-32 DATE 10/22/13
REGION 09 10/01/12 THROUGH 09/30/13 TIME 14 26
OFFICE 900 ACCOUNT TTEE U/W OF FRANK M NOONAN PAGE 0002

- TRANSACTION-
DATE DESCRIPTION

-CODES-
TRAN TAX INDV

HISTORY

INCOME CASH

PRINCIPAL

INVEST/UNITS

TOTALS FOR TAX CODE 823 CHARITABLE CONTRIBUTIONS ASSETS/CASH

405,560 26-

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTOP INTL GROWTH FUND CL Y	2,366.	2,366.
LARGE CAP CORE CTF	74,916.	74,916.
COLUMBIA ACORN FUND CLASS Z SHARES	2,074.	2,074.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	6,144.	6,144.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	8,444.	8,444.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	5,592.	5,592.
COLUMBIA SMALL CAP CORE FUND CLASS Z SHA	3,904.	3,904.
HARBOR INTERNATIONAL FUND INSTL CL	4,061.	4,061.
VANGUARD FTSE EMERGING MKTS ETF	6,711.	6,711.
VANGUARD REIT ETF	5,405.	4,884.
GOVERNMENT CREDIT CTF	104,846.	104,846.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	224.	224.
BANK OF AMERICA TEMPORARY OVERNIGHT DEPO	1.	1.
TOTAL	224,688.	224,167.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
POWERSHARES DB COMMODITY INDEX TRACKING	- - - - -	91.
TOTALS	=====	91.



FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	22,875.			22,875.
TOTALS	22,875.	NONE		22,875.



FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	573.	573.
EXCISE TAX - PRIOR YEAR	3,080.	
EXCISE TAX ESTIMATES	8,200.	
FOREIGN TAXES ON QUALIFIED FOR	1,308.	1,308.
FOREIGN TAXES ON NONQUALIFIED	736.	736.
TOTALS	13,897.	2,617.



FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES PARTNERSHIP EXPENSES	1,570.	1,196.	1,570.
TOTALS	1,570.	1,196.	1,570.

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
922042858 VANGUARD FTSE EMERGI	183,971.	190,842.
922908553 VANGUARD REIT ETF	138,108.	138,563.
197199409 COLUMBIA ACORN FUND	215,796.	424,378.
19765N245 COLUMBIA DIVIDEND IN	200,000.	266,407.
19765P810 COLUMBIA SMALL CAP C	230,428.	419,731.
19765Y688 COLUMBIA SELECT LARG	200,000.	301,658.
008882532 INVESCO INTL GROWTH	150,000.	194,706.
411511306 HARBOR INTERNATIONAL	150,000.	200,077.
197199813 COLUMBIA ACORN INTER	220,917.	238,769.
993361880 GOVERNMENT CREDIT CT	2,837,686.	2,762,062.
1261291H8 LARGE CAP CORE CTF	4,914,412.	4,412,259.
TOTALS	9,441,318.	9,549,452.





FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TYE GAIN ADJUSTMENT	4,499.
TYE COST ADJUSTMENT	864.
TOTAL	5,363.

STATEMENT 7

•FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	131,681.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	131,681.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	390,997.00
PARTNERSHIPS, TRUSTS, S CORPORATIONS	4,499.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	395,496.00
	=====

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN
FORM 990PF, PART XV - LINES 2a - 2d

04-6025957

=====

RECIPIENT NAME:
SEE ATTACHED STATEMENT

STATEMENT 9

Part XV, Line 2 Form 990 PF EIN 04-6025957

FL T INVESTMENT SERVICES
Grant Proposal Coversheet

This coversheet is intended as a summary only. We ask that you restrict your answers to the space provided, and that you make any additional comments in the proposal you will submit with this coversheet.

1. NAME, ADDRESS, AND TEL. # OF ORGANIZATION AND NAME OF CONTACT PERSON: _____

2. FEDERAL TAX STATUS AND DATE OF IRS DETERMINATION RULING: _____

3. MISSION OF ORGANIZATION: _____

4. PLEASE CIRCLE THE SERVICES PROVIDED BY YOUR ORGANIZATION:

Minority Education Family Services Preventive Health Care or Hospice Care for Disadvantaged People

5. AMOUNT OF FUNDS REQUESTED: \$ _____

6. PURPOSE OF REQUEST: _____

7. TOTAL BUDGET OF ORGANIZATION: \$ _____

Sources of operating funds. (% of total oper. from each)

Federal	%	Corporations	%
State	%	Individuals	%
City	%	Endowment	%
Fees	%	United Way	%
Foundations	%	Other(Explain)	%

8. APPROXIMATE GEOGRAPHIC LOCATION AND SIZE AND DESCRIPTION OF POPULATION SERVED: _____

9. TOTAL BUDGET OF PROJECT, IF APPLICABLE: \$ _____

10. ANTICIPATED SOURCES OF FUNDS FOR THIS PROJECT, IF APPLICABLE:

List amount anticipated from each source.

Federal	\$	Corporations	\$
State	\$	Individuals	\$
City	\$	Endowment	\$
Fees	\$	United Way	\$
Foundations	\$	Other (Explain)	\$

We agree to report to the Trustee on the expenditure of any funds received from any of its charitable trusts.

Part XV, Line 2 Form 990 PF, EIN 04-6025957
GRANT PROPOSAL COVERSHEET

Please provide us with the following information. Use only the allotted space. This sheet must accompany your formal proposal. Please provide us with two copies of the coversheet with your proposal.

NAME, ADDRESS, AND TEL. # OF ORGANIZATION AND NAME OF CONTACT PERSON:

DAY STATES AND DATE OF IRS LETTER RULING:

MISSION OF ORGANIZATION:

PLEASE CIRCLE THE SERVICES PROVIDED BY YOUR ORGANIZATION:

Education Hospitalization Convalescence Family Services Cultural
General Social Services

AMOUNT OF FUNDS REQUESTED: \$

PURPOSE OF REQUEST:

TOTAL BUDGET OF ORGANIZATION: \$

Sources of operating funds. List percent of total operating budget from each source.

Federal	Corporations
State	Individuals
United Way	Endowment
Fees	Other
Foundations	

APPROXIMATE GEOGRAPHIC LOCATION AND SIZE AND DESCRIPTION OF POPULATION SERVED:

TOTAL BUDGET OF PROJECT, IF APPLICABLE: \$

ANTICIPATED SOURCES OF FUNDS FOR THIS PROJECT, IF APPLICABLE:

List amount anticipated from each source.

Federal	Corporations
State	Individuals
United Way	Endowment
Fees	Other
Foundations	

This Coversheet is intended as a summary only. We ask therefore that you restrict your answers to the space provided, and that any additional comments be made in the formal proposal you will submit with the coversheet.

Pant XV, line 2 Form 990PF EIN 04-6025957

FLEET INVESTMENT SERVICES
CHARITABLE TRUSTS
GRANT APPLICATION GUIDELINES

REQUESTS FOR GRANTS MUST CONTAIN THE FOLLOWING INFORMATION IN THE FOLLOWING ORDER. It is imperative that each section be complete, numbered, and labeled as indicated.

1. COVERSHEET

Complete Grant Proposal Coversheet (see attached).
Be sure to answer all 10 categories entirely.

2. BACKGROUND (not more than one page)

Provide a brief description of the background and the purpose of the organization.

3. ORGANIZATIONAL BUDGET

Include a budget for the entire organization.

4. GRANT REQUEST (not more than five pages)

Include a comprehensive description of the services for which you are seeking support.
Be sure to include information that highlights the urgent need for your project/services.

5. PROJECT/PROGRAM BUDGET

If the requested funds are to be used for anything other than operating expenses of the organization, include a detailed budget for the specific project or program which justifies the amount required.

6. SOURCES OF FUNDING

(A) For special projects: funds which have been secured to date, and the sources of those funds.

(B) For operating support: foundation and/or corporate grants which have been received over the past two years.

7. EVALUATION (not more than two pages)

Include a detailed description of how you plan to evaluate results.

8. BOARD MEMBERS/STAFF

(A) A list of the members of the board of trustees, indicating the names and qualifications of officers.

(B) A list of staff positions and the names of the current occupants of those positions.

9. TAX STATUS

Evidence of the tax status of your organization, i.e. a copy of the organization's FEDERAL (IRS) Tax-Exempt Ruling Letter, verifying that the organization is a qualified charity under Section 501(c)(3) of the IRC, and that it is NOT a private foundation.

10. AUDITED FINANCIAL STATEMENT

A copy of an audited financial statement for the most recent fiscal year.

In addition to the required information, you may include copies of any unsolicited letters of recommendation or other endorsements, such as press clippings, that have been received by your organization during the year.

PLEASE SUBMIT YOUR PROPOSAL (ORIGINAL ONLY, NO ADDITIONAL COPIES)
ON 8 1/2 x 11 INCH PAPER WITHOUT THE USE OF BINDERS OR COVERS.
PLEASE NUMBER EACH SECTION 1-10 ACCORDINGLY.

NO VIDEO TAPES

NO GRANTS ARE MADE TO INDIVIDUALS.

PROPOSALS MUST CONTAIN ALL OF THE ABOVE INFORMATION TO BE
CONSIDERED.

WE WILL CONSIDER ONLY ONE PROPOSAL PER YEAR FROM YOUR
ORGANIZATION.

Proposals should be addressed to:

Endowments & Foundations
Mail Code: MA BO F07B
Fleet Bank of Massachusetts
75 State Street
Boston, MA 02109

PLEASE DO NOT HESITATE TO CALL US AND DISCUSS YOUR GRANT REQUEST
BEFORE PREPARING A FORMAL PROPOSAL.

Kerry Herlihy Sullivan 346 - 2493
Barbara J. Stanton 346 - 2485

GENERAL INFORMATION FOR GRANT APPLICANTS
TO
CHARITABLE TRUSTS AND FOUNDATIONS

The Bank of New England administers a number of charitable trusts and foundations. There is no special form of application, however, the attached Grant Coversheet must be submitted in duplicate.* It also should be completed within the allotted space.

Mr. John M. Dolan
Vice President
Fleet Bank, N.A.
28 State Street/S1STRU
Boston, MA 02106

Proposals may be addressed to a specific trust or they may be submitted to the Bank without reference to a particular trust, in which case they will be referred to the next meeting of the most appropriate trust. Only one proposal may be submitted at a time. If a grant is not made, organizations may reapply after one year from the date of decision on a previous proposal. Grants are normally made for one year only. When the circumstances justify it, however, a commitment may be made for support of a project for two or more years. Organizations that are not awarded a grant may reapply after one year from the date of decision on their prior proposal. Organizations that do receive an award must wait two years from the date of decision before reapplying.

The deadline for submission of applications for the next meeting of the Distribution Committee of the FRANK M. NOONAN TRUST, the trust for which you requested information, is July 15. The Committees for our various trusts and foundations meet at different times throughout the year. Further information regarding meeting and deadline dates can be found in the annual report of Associated Grantmakers of Massachusetts, Inc., 294 Washington Street, Boston, MA 02109.

After we have reviewed your proposal, we may, on occasion, request a site visit or conference with you. However, such requests should not be expected and are not necessary for a favorable decision. We, therefore, encourage you to be as clear and descriptive of your project or organization in your proposal as possible. We also recommend brevity. During the course of review, we may also contact you by telephone for clarification on further data regarding your request. This should not be interpreted as a favorable sign. It is simply a customary part of our evaluation process.

Requests for grants should contain the following information:

1. A brief description of the background and purpose of the organization making the proposal.
2. A list of members of the board of directors or trustees; names and qualifications of the officers; a list of staff positions.
3. Evidence of the tax-exempt status of the organization; i.e. a copy of the organization's federal (IRS) tax status ruling letter.

*Coversheet in duplicate, but only one proposal should be submitted.

4. A clear and comprehensive description of the project, and an explanation of its significance to the Greater Boston area. Explain what it will accomplish, why it is important, and why it should be given priority in the competition for funds. Include a definition of the area served, both geographically and demographically.
5. A detailed budget for the project justifying the amount of money requested; if the request is for operating or programmatic support, a projected budget of the organization should be submitted.
6. A Form 990 and audited financial statement for the most recent fiscal year.
7. A statement of other possible sources of funding, private and public, including an explanation of the efforts made to secure such funding, and a statement of funds which have already been secured.
8. A statement of agreement to report on the results of the project and on the expenditure of grant funds, if requested to do so.

Proposals not containing all of the above information will not be considered.

Funds not spent for the specific purpose for which the grant was made must be returned to the trust or foundation and cannot be diverted to other uses without the expressed approval of the Distribution Committee.

FRANK M NOONAN F/B/O DEBORAH MUNROE NOONAN

04-6025957

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

STATEMENT 10