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Form **990-PF**

Return 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

Department of the Treasury
Internal Revenue Service

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 **10/01**, 2012, and ending **09/30**, 2013Name of foundation **MABEL A. HORNE FUND**
FLEET NATIONAL BANKA Employer identification number
04-6089241

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

Room/suite

B Telephone number (see instructions)

P O BOX 1802**888- 866-3275**

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

G Check all that apply:

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

H Check type of organization:

☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

J Accounting method: ☒ Cash ☐ Accrual

of year (from Part II, col. (c), line

☐ Other (specify) _____16) ▶ \$ **6,468,769.**

(Part I, column (d) must be on cash basis)

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 ☐

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	132,653.	132,606.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	33,435.			
b Gross sales price for all assets on line 6a	150,385.			
7 Capital gain net income (from Part IV, line 2)		33,435.		
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)				
12 Total Add lines 1 through 11	166,088.	166,041.		
13 Compensation of officers, directors, trustees, etc.	46,268.	27,761.		18,507.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)	15,764.			15,764.
17 Interest				
18 Taxes (attach schedule) (see instructions)	12,111.	1,110.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	1,570.			1,570.
24 Total operating and administrative expenses. Add lines 13 through 23	76,963.	28,871.	NONE	37,091.
25 Contributions, gifts, grants paid	238,000.			238,000.
26 Total expenses and disbursements Add lines 24 and 25	314,963.	28,871.	NONE	275,091.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-148,875.			
b Net investment income (if negative, enter -0-)		137,170.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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ENVELOPE
POSTMARK DATE JAN 09 2014

SCANNED JAN 9 2014

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
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		560,640.	460,957.	460,957.
	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 7		5,122,459.	5,073,217.	6,007,812.
	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)					
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)		5,683,099.	5,534,174.	6,468,769.	
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 (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
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 and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		5,683,099.	5,534,174.	
	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)		5,683,099.	5,534,174.	
31	Total liabilities and net assets/fund balances (see instructions)		5,683,099.	5,534,174.		

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	5,683,099.
2	Enter amount from Part I, line 27a	2	-148,875.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,534,224.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	50.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,534,174.

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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					
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 150,385.		116,950.	33,435.		
b					
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			33,435.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	33,435.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6).			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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.

(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	275,755.	5,948,361.	0.046358
2010	306,171.	5,951,481.	0.051445
2009	253,530.	5,584,345.	0.045400
2008	290,107.	5,045,055.	0.057503
2007	356,894.	6,672,702.	0.053486
2 Total of line 1, column (d)			2 0.254192
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 0.050838
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 6,234,760.
5 Multiply line 4 by line 3			5 316,963.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,372.
7 Add lines 5 and 6			7 318,335.
8 Enter qualifying distributions from Part XII, line 4			8 275,091.

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		1	2,743.
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			
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	
3 Add lines 1 and 2		3	2,743.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	2,743.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 6,200.		
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	6,200.
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	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	3,457.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax 2,744. Refunded		11	713.

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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c 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 \$ (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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
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		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?	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	X	
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	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	15 X		
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?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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)		
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)		
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

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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)? (see instructions) ☐ 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 ☒ Nob 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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ ☒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)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob 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 ☒ Nob 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 (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 100 FEDERAL STREET, BOSTON, MA 02110	TRUSTEE 1	46,268.	- 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 NONE	
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 NONE	
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	5,810,607.
b	Average of monthly cash balances	1b	519,099.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	6,329,706.
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	6,329,706.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	94,946.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,234,760.
6	Minimum investment return. Enter 5% of line 5	6	311,738.

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	311,738.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,743.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,743.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	308,995.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	308,995.
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	308,995.

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	275,091.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	275,091.
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)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	275,091.

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				308,995.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			251,012.	
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 ▶ \$ 275,091.				
a Applied to 2011, but not more than line 2a . . .			251,012.	
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				24,079.
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				284,916.
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a 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)(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 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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				
SEE ATTACHED STATEMENT	SEE ATTACHED	SEE ATTACH	SEE ATTACHED	238,000.
Total			▶ 3a	238,000.
b Approved for future payment				
Total			▶ 3b	

[illegible]

13 Total Add line 12, columns (b), (d), and (e)	13	<u>166,088.</u>
(See worksheet in line 13 instructions to verify calculations)		

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

[illegible]

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

- | | | | |
|---|---|-------|----|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| 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 | | |

[illegible]


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

b If "Yes," complete the following schedule

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

**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
BANK OF AMERICA, N.A.

01/07/2014
Date

► SVP Tax

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADT CORP COM	188.	141.
ALLERGAN INCORPORATED	75.	75.
AMERICAN TOWER CORP COM	325.	325.
ANADARKO PETROLEUM CORP	180.	180.
APPLE INC COM	1,995.	1,995.
BOFA GOVERNMENT RESERVES CAPITAL CLASS	53.	53.
CIGNA CORPORATION	21.	21.
CELANESE CORP DEL SER A COM	105.	105.
CITIGROUP INC NEW COM	45.	45.
COACH INC COM	354.	354.
COLUMBIA ACORN FUND CLASS Z SHARES	1,183.	1,183.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	2,722.	2,722.
COLUMBIA INCOME OPPORTUNITIES FUND CL Z	5,093.	5,093.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	112.	112.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	6,031.	6,031.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,241.	1,241.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	16,305.	16,305.
COLUMBIA REAL ESTATE EQUITY FUND CLASS Z	1,790.	1,790.
COLUMBIA SMALL CAP CORE FUND CLASS Z SHA	1,393.	1,393.
COLUMBIA BOND FUND CLASS Z SHARES	54,928.	54,928.
COSTCO WHSL CORP NEW COM	3,677.	3,677.
DISNEY WALT CO	581.	581.
DOVER CORPORATION	570.	570.
E M C CORP MASS	216.	216.
EOG RESOURCES INC	215.	215.
EXELON CORP COM	409.	409.
GOLDMAN SACHS GROUP INC	550.	550.
HUMANA INC	289.	289.
HUNT J B TRANSPORT SERVICES INC COM	266.	266.
INTERNATIONAL BUSINESS MACHS	450.	450.
INTUIT INC	323.	323.
ISHARES MSCI EMERGING MKTS INDEX FUND	1,130.	1,130.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
J P MORGAN CHASE & CO COM	1,798.	1,798.
JOHNSON & JOHNSON	1,715.	1,715.
JOY GLOBAL INC 00	70.	70.
MCKESSON HBOC INC	320.	320.
MICROSOFT CORPORATION	1,415.	1,415.
NATIONAL OILWELL VARCO INC COM	351.	351.
NORDSTROM INCORPORATED	638.	638.
OCCIDENTAL PETROLEUM CORPORATION	1,015.	1,015.
PNC BK CORP	714.	714.
PARKER HANNIFIN CORPORATION	583.	583.
PEPSICO INCORPORATED	1,381.	1,381.
PHILIP MORRIS INTL INC COM	3,553.	3,553.
PIMCO COMMODITY REALRETURN STRATEGY FUND	986.	986.
PRICE T ROWE GROUP INC COM	806.	806.
QUALCOMM INC	690.	690.
QUESTAR CORP	683.	683.
RIO TINTO PLC SPONSORED ADR	1,013.	1,013.
ROYAL DUTCH SHELL PLC SPONSORED ADR CL A	2,024.	2,024.
SCHLUMBERGER LIMITED	353.	353.
SEMPRA ENERGY	1,255.	1,255.
TJX COMPANIES INCORPORATED NEW	585.	585.
THERMO ELECTRON CORP	319.	319.
UNITED TECHNOLOGIES CORP	1,498.	1,498.
VERIZON COMMUNICATIONS	2,524.	2,524.
WELLS FARGO COMPANY	1,555.	1,555.
WHOLE FOODS MKT INC COM	754.	754.
ACCENTURE PLC CL A COM	608.	608.
PENTAIR LTD COM	167.	167.
TYCO INTL LTD NEW F COM	465.	465.
	-----	-----
TOTAL	132,653.	132,606.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	15,764.	15,764.
	-----	-----
TOTALS	15,764.	15,764.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	304.	304.
EXCISE TAX - PRIOR YEAR	4,801.	
EXCISE TAX ESTIMATES	6,200.	
FOREIGN TAXES ON QUALIFIED FOR	488.	488.
FOREIGN TAXES ON NONQUALIFIED	318.	318.
	-----	-----
TOTALS	12,111.	1,110.
	=====	=====

MABEL A. HORNE FUND

04-6089241

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	1,570.	1,570.
TOTALS	----- 1,570. =====	----- 1,570. =====

MABEL A. HORNE FUND

04-6089241

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287234 ISHARES MSCI EMERGIN	50,577.	57,465.
03027X100 AMERICAN TOWER CORP	14,393.	24,092.
032511107 ANADARKO PETE CORP C	31,690.	37,196.
26875P101 EOG RES INC COM	31,641.	50,784.
637071101 NATIONAL OILWELL VAR	28,614.	35,150.
674599105 OCCIDENTAL PETE CORP	31,227.	40,222.
780259206 ROYAL DUTCH SHELL PL	42,281.	37,766.
806857108 SCHLUMBERGER LTD COM	17,755.	26,508.
150870103 CELANESE CORP DEL SE	7,918.	13,198.
767204100 RIO TINTO PLC SPONSO	31,100.	28,037.
H6169Q108 PENTAIR LTD COM	4,500.	11,624.
H89128104 TYCO INTL LTD NEW F	12,693.	26,235.
00101J106 ADT CORP COM	8,254.	15,248.
260003108 DOVER CORP COM	20,254.	35,932.
445658107 HUNT J B TRANS SVCS	21,252.	32,819.
701094104 PARKER HANNIFIN CORP	17,207.	36,421.
913017109 UNITED TECHNOLOGIES	33,263.	75,474.
023135106 AMAZON COM INC COM	16,350.	39,071.
189754104 COACH INC COM	12,462.	12,269.
254687106 DISNEY WALT CO COM D	28,713.	49,980.
655664100 NORDSTROM INC COM	24,141.	30,629.
741503403 PRICELINE COM INC CO	26,723.	50,548.
872540109 TJX COS INC NEW COM	24,233.	63,439.
22160K105 COSTCO WHSL CORP NEW	34,124.	51,827.
713448108 PEPSICO INC COM	37,113.	49,688.
718172109 PHILIP MORRIS INTL I	50,149.	90,487.
966837106 WHOLE FOODS MKT INC	18,512.	32,175.
018490102 ALLERGAN INC COM	24,237.	33,919.
125509109 CIGNA CORP COM	25,213.	40,352.

MABEL A. HORNE FUND

04-6089241

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
151020104 CELGENE CORP COM	21,191.	57,801.
375558103 GILEAD SCIENCES INC	18,635.	59,727.
444859102 HUMANA INC COM	22,465.	25,666.
478160104 JOHNSON & JOHNSON CO	45,716.	58,516.
58155Q103 MCKESSON CORP COM	26,159.	51,320.
883556102 THERMO FISHER SCIENT	27,572.	50,683.
92532F100 VERTEX PHARMACEUTICA	14,973.	20,851.
172967424 CITIGROUP INC NEW CO	34,366.	54,574.
38141G104 GOLDMAN SACHS GROUP	42,328.	43,508.
45865V100 INTERCONTINENTAL EXC	22,120.	36,284.
46625H100 J P MORGAN CHASE & C	59,854.	72,624.
693475105 PNC FINL SVCS GROUP	18,248.	30,791.
74144T108 PRICE T ROWE GROUP I	16,702.	23,377.
949746101 WELLS FARGO & CO NEW	39,189.	60,038.
G1151C101 ACCENTURE PLC CL A C	21,420.	27,615.
037833100 APPLE INC COM	38,897.	83,431.
177376100 CITRIX SYS INC COM	15,447.	14,122.
268648102 EMC CORP COM	38,984.	55,082.
303726103 FAIRCHILD SEMICONDUCT	13,026.	10,418.
38259P508 GOOGLE INC CL A COM	30,290.	43,796.
459200101 INTERNATIONAL BUSINE	12,242.	23,148.
461202103 INTUIT COM	22,265.	31,497.
594918104 MICROSOFT CORP COM	35,920.	51,185.
747525103 QUALCOMM INC COM	35,861.	38,709.
92343V104 VERIZON COMMUNICATIO	48,195.	57,177.
30161N101 EXELON CORP COM	13,488.	7,262.
748356102 QUESTAR CORP COM	14,997.	21,928.
816851109 SEMPRA ENERGY COM	26,098.	43,656.
197199409 COLUMBIA ACORN FUND	135,346.	242,179.

MABEL A. HORNE FUND

04-6089241

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
19765J830 COLUMBIA MID CAP VAL	130,765.	193,883.
19765P232 COLUMBIA MID CAP GRO	330,507.	384,326.
19765P547 COLUMBIA REAL ESTATE	131,281.	98,149.
19765P810 COLUMBIA SMALL CAP C	119,143.	149,715.
722005667 PIMCO COMMODITY REAL	50,000.	37,078.
19763T889 COLUMBIA INCOME OPPO	100,000.	95,696.
19765L694 COLUMBIA STRATEGIC I	369,894.	377,720.
19765Y886 COLUMBIA BOND FUND C	1,780,198.	1,804,650.
197199813 COLUMBIA ACORN INTER	75,000.	105,800.
19765H677 COLUMBIA MULTI-ADVIS	347,846.	235,275.
	-----	-----
TOTALS	5,073,217.	6,007,812.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ADJUSTMENT FOR CARRYING VALUE	47.
ROUNDING	3.

TOTAL	50.
	=====

MABEL A. HORNE FUND
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6089241

RECIPIENT NAME:
AVAILABLE ONLINE
FORM, INFORMATION AND MATERIALS:
AVAILABLE ONLINE
www.bankofamerica.com/grantmaking
SUBMISSION DEADLINES:
FEBRUARY 1
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

STATEMENT 11

Relationship to		Foundation	
Posting Date	Amount	substantial contributor	Status of Recipient
Posting Date	Amount	Distribution	Purpose
5/17/2013	(10,000.00)	ADOPTION & FOSTER CARE MENTORING	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	BLESSED STEPHEN BELLESINI	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(15,000.00)	CRITTENTON WOMEN'S UNION	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	ELIOT COMMUNITY HUMAN SERVICES	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	ELIZABETH STONE HOUSE, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(15,000.00)	EPIPHANY SCHOOL, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	ESPERANZA ACADEMY	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(5,000.00)	HOUSEHOLD GOODS RECYCLING MA	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	INDEPENDENCE HOUSE, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	MERRIMACK VALLEY FOOD BANK, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	MORE THAN WORDS, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	MUJERES UNIDAS AVANZANDO, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(15,000.00)	VIETNAM VETERANS WORKSHOP D/BA	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	ROXBURY YOUTHWORKS, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	SCHOOL ON WHEELS OF MA, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(15,000.00)	TENACITY, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(15,000.00)	ASIAN TASK FORCE DOMESTIC VIOLEN	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(1,000.00)	FIRST CONG CHURCH WINCHESTER UCC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	HOME FOR LITTLE WANDERERS, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	THOMAS CHEW MEML BOYS & GIRLS	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(10,000.00)	WELLSPRING HOUSE, INC	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(1,000.00)	WINCHESTER HOSPITAL FOUNDATION	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(1,000.00)	WINCHESTER MOUNT VERNON HOUSE	UNRESTRICTED GENERAL SUPPORT
5/17/2013	(15,000.00)	YEAR UP	UNRESTRICTED GENERAL SUPPORT
TOTAL	(238,000.00)		

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