



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF****Return of Private Foundation**

OMB No. 1545-0052

2013Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
 ▶ Do not enter Social Security numbers on this form as it may be made public.
 ▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

Open to Public Inspection

For calendar year **2013** or tax year beginning , **2013**, and ending , **20**

Name of foundation CELIA S PRATT TRUST		A Employer identification number 01-6042155						
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1802		B Telephone number (see instructions) 888-866-3275						
City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here ☐						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td>☐ Initial return</td><td>☐ Initial return of a former public charity</td></tr> <tr><td>☐ Final return</td><td>☐ Amended return</td></tr> <tr><td>☐ Address change</td><td>☐ Name change</td></tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ 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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 936,160.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐						
J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
Revenue	1 Contributions, gifts, grants, etc. received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	21,739.	21,152.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	123,828.			
	b Gross sales price for all assets on line 6a 828,936.				
	7 Capital gain net income (from Part IV, line 2)		123,828.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
POSTMAILED RECEIVED 11 Other income (attach schedule)	-313.	17.		STMT 2	
12 Total. Add lines 1 through 11 05 08 2014 05 12 2014	145,254.	144,997.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	12,972.	7,783.		5,189.
	14 Other employee compensation and wages				
	15 Pension, profit-sharing, and other deferred compensation plans				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	1,867.	707.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses (attach schedule) STMT 5		328.			
24 Total operating and administrative expenses. Add lines 13 through 23	16,089.	8,818.	NONE	6,439.	
25 Contributions, gifts, grants paid	31,016.			31,016.	
26 Total expenses and disbursements. Add lines 24 and 25	47,105.	8,818.	NONE	37,455.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	98,149.				
b Net investment income (if negative, enter -0-)		136,179.			
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
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	15,885.	27,269.	27,269.
	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	789,247.	835,796.	871,864.
	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) . STMT 7		38,456.	37,027.
	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)	805,132.	901,521.	936,160.	
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)		NONB	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ 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.				
	27	Capital stock, trust principal, or current funds	805,132.	901,521.	
	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)	805,132.	901,521.		
31	Total liabilities and net assets/fund balances (see instructions)	805,132.	901,521.		

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	805,132.
2	Enter amount from Part I, line 27a	2	98,149.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	3,491.
4	Add lines 1, 2, and 3	4	906,772.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	5,251.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	901,521.

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 76,606.		71,378.	5,228.		
b 752,330.		633,730.	118,600.		
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) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			5,228.		
b			118,600.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	123,828.	
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.

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))
2012	33,888.	831,911.	0.040735
2011	35,079.	814,148.	0.043087
2010	36,808.	776,991.	0.047372
2009	44,712.	702,178.	0.063676
2008	44,192.	875,104.	0.050499
2 Total of line 1, column (d)			2 0.245369
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 0.049074
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 894,713.
5 Multiply line 4 by line 3			5 43,907.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,362.
7 Add lines 5 and 6			7 45,269.
8 Enter qualifying distributions from Part XII, line 4			8 37,455.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,724.
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	2,724.
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	2,724.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,335.	
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	1,335.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,389.	
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 2014 estimated tax ☐ NONE Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
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) ☐ ME		
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 2013 or the taxable year beginning in 2013 (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 ▶ NONE				
14	The books are in care of ▶ US TRUST FIDUCIARY TAX SERVICES Telephone no. ▶ (888) 866-3275			
	Located at ▶ PO BOX 1802, PROVIDENCE, RI ZIP+4 ▶ 02901			
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			X
		15		
16	At any time during calendar year 2013, 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
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ 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)?	☐ Yes	☒ 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)	☐ Yes	☒ 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ 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?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?	4b	X

**Part VII-B** Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on 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 ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ 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 ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (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, NA PO BOX 1802, PROVIDENCE, RI 02901	TRUSTEE 1	12,972.	-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**Form **990-PF** (2013)

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	

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	885,992.
b	Average of monthly cash balances	1b	22,346.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	908,338.
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	908,338.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	13,625.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	894,713.
6	Minimum investment return. Enter 5% of line 5	6	44,736.

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	44,736.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,724.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,724.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	42,012.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	42,012.
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	42,012.

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	37,455.
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	37,455.
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	37,455.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				42,012.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			909.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>37,455.</u>				
a Applied to 2012, but not more than line 2a			909.	
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 2013 distributable amount				36,546.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				5,466.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	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 2013, 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 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BUCK MEMORIAL LIBRARY ATTN NANCY BOURGON TREAS BUCKSPORT ME 04416-	N/A	PC	UNRESTRICTED GENERAL SUPPORT	1,551.
NEW ENGLAND CONFERENCE UNITED METHODIST CHURCH LAWRENCE MA 01842-04	N/A	PC	UNRESTRICTED GENERAL SUPPORT	7,754.
FELICITY LODGE 19 CHARITY FD C/O TOM COLEMAN 17 VERONA PARK VERONA ISLAND ME 04416-3111	N/A	EOP	UNRESTRICTED GENERAL SUPPORT	1,551.
FRANKLIN ST METH CHURCH TRUSTEES BUCKSPORT ME 04416-1727	N/A	PC	UNRESTRICTED GENERAL SUPPORT	6,203.
BETH ISRAEL DEACONESS MED CTR ATT GRETA MORGAN PLANNED GIVING BOSTON MA 02	N/A	PC	UNRESTRICTED GENERAL SUPPORT	4,652.
PENNEY RETIREMENT COMMUNITY FBO MARY OLIN CLINIC PENNEY FARMS FL 32079-0	N/A	PC	UNRESTRICTED GENERAL SUPPORT	6,203.
EASTERN PKWAY UNITED METHODIST ATTN BOARD OF TRUSTEE SCHENECTADY NY 12309-6	N/A	PC	UNRESTRICTED GENERAL SUPPORT	3,102.
Total			3a	31,016.
b Approved for future payment				
Total			3b	

19

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 (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[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

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.

SVP Tax

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

BANK OF AMERICA, N.A.

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

CELIA S PRATT TRUST

01-6042155

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	253.	253.
FOREIGN DIVIDENDS	4,803.	4,803.
NONDIVIDEND DISTRIBUTIONS	587.	
DOMESTIC DIVIDENDS	6,957.	6,957.
OTHER INTEREST	2,362.	2,362.
FOREIGN INTEREST	90.	90.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	216.	216.
US GOVERNMENT INTEREST REPORTED AS QUALI	149.	149.
NONQUALIFIED FOREIGN DIVIDENDS	1,089.	1,089.
NONQUALIFIED DOMESTIC DIVIDENDS	5,233.	5,233.
	-----	-----
TOTAL	21,739.	21,152.
	=====	=====

CELIA S PRATT TRUST

01-6042155

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-313.	17.
PARTNERSHIP INCOME		
TOTALS	-313. =====	17. =====

CELIA S PRATT TRUST

01-6042155

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.
	=====	=====	=====	=====

CELIA S PRATT TRUST

01-6042155

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	562.	562.
EXCISE TAX ESTIMATES	1,160.	
FOREIGN TAXES ON QUALIFIED FOR	90.	90.
FOREIGN TAXES ON NONQUALIFIED	55.	55.
	-----	-----
TOTALS	1,867.	707.
	=====	=====

CELIA S PRATT TRUST

01-6042155

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP EXPENSES		328.
TOTALS	-----	-----
	=====	=====

CELIA S PRATT TRUST

01-6042155

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
202671913 AGGREGATE BOND CTF	75,402.	74,667.
1261291H8 LARGE CAP CORE CTF	146,918.	137,879.
1261291Q8 SMALL CAP CTF		
1261292H7 INTERNATIONAL EQUITY	32,040.	32,850.
29099J109 EMERGING MARKETS STO	29,694.	38,239.
302993993 MID CAP VALUE CTF	32,561.	37,924.
323991307 MID CAP GROWTH CTF	25,659.	29,973.
464287507 ISHARES CORE S&P MID	16,773.	20,303.
464287655 ISHARES RUSSELL 2000	34,361.	38,054.
921943858 VANGUARD FTSE DEVELO	30,675.	32,789.
922042858 VANGUARD FTSE EMERGI	66,151.	63,979.
922908553 VANGUARD REIT ETF	30,472.	35,205.
466001864 IVY ASSET STRATEGY F	9,166.	9,341.
693390841 PIMCO HIGH YIELD FD	28,363.	25,604.
714199106 PERMANENT PORTFOLIO	71,766.	67,752.
72200Q182 PIMCO ALL ASSET ALL	16,812.	19,858.
207543877 SMALL CAP GROWTH LEA	17,624.	19,720.
303995997 SMALL CAP VALUE CTF	48,412.	54,487.
45399C107 DIVIDEND INCOME COMM	30,827.	33,669.
99Z466163 HIGH QUALITY CORE CO	92,120.	99,571.
99Z466197 INTERNATIONAL FOCUSE		
	-----	-----
TOTALS	835,796.	871,864.
	=====	=====

CELIA S PRATT TRUST

01-6042155

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
73935S105 POWERSHARES DB COMMO	C	38,456.	37,027.
		-----	-----
TOTALS		38,456.	37,027.
		=====	=====



. CELIA S PRATT TRUST

01-6042155

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

=====

DESCRIPTION

AMOUNT

PARTNERSHIP ADJUSTMENT
ROUNDING

3,489.

2.

TOTAL

3,491.

=====



CELIA S PRATT TRUST

01-6042155

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

CTF ADJUSTMENT	302.
COST BASIS ADJUSTMENT	2,695.
INCOME ADJUSTMENT	2,254.

TOTAL	5,251.
	=====

JSA
3F0971 1 000

CELIA S PRATT TRUST
Schedule D Detail of Long-term Capital Gains and Losses

01-6042155

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
2694.622 LARGE CAP CORE CTF	09/17/2010	02/28/2013	198,712.00	191,210.00	7,502.00
107.206 LARGE CAP CORE CTF	09/17/2010	05/31/2013	8,452.00	8,205.00	247.00
474.955 LARGE CAP CORE CTF	09/17/2010	08/31/2013	37,612.00	42,163.00	-4,551.00
381.403 LARGE CAP CORE CTF	09/17/2010	11/30/2013	33,350.00	35,667.00	-2,317.00
883.198 SMALL CAP CTF	09/17/2010	02/28/2013	19,240.00	16,992.00	2,248.00
676.086 SMALL CAP CTF	09/17/2010	08/31/2013	16,327.00	14,423.00	1,904.00
123.682 SMALL CAP CTF	08/31/2011	08/31/2013	2,987.00	2,702.00	285.00
2646.945 INTERNATIONAL EQUITY CTF	10/31/2008	02/28/2013	53,984.00	35,145.00	18,839.00
969.17 INTERNATIONAL EQUITY CTF	10/31/2008	08/31/2013	20,317.00	14,842.00	5,475.00
382.228 INTERNATIONAL EQUITY CTF	11/30/2008	08/31/2013	8,013.00	5,833.00	2,180.00
885.88 INTERNATIONAL EQUITY CTF	05/31/2010	08/31/2013	18,571.00	17,987.00	584.00
336.126 INTERNATIONAL EQUITY CTF	08/31/2011	08/31/2013	7,046.00	7,306.00	-260.00
5006.517 AGGREGATE BOND CTF	09/17/2010	02/28/2013	85,227.00	84,259.00	968.00
4591.234 AGGREGATE BOND CTF	09/17/2010	08/31/2013	75,393.00	76,690.00	-1,297.00
732.449 AGGREGATE BOND CTF	11/30/2010	08/31/2013	12,028.00	12,169.00	-141.00
56.413 EMERGING MARKETS STOCK COMMON	01/31/2011	02/28/2013	2,792.00	2,687.00	105.00
234.314 EMERGING MARKETS STOCK COMMON					
TRUST FUND					
181.482 MID CAP VALUE CTF	01/31/2011	11/30/2013	11,164.00	10,719.00	445.00
80.908 MID CAP VALUE CTF	02/07/2003	02/28/2013	3,914.00	3,073.00	841.00
40.725 MID CAP VALUE CTF	02/21/2003	02/28/2013	1,745.00	1,380.00	365.00
15.141 MID CAP VALUE CTF	03/07/2003	02/28/2013	878.00	685.00	193.00
138.395 MID CAP VALUE CTF	03/07/2003	08/31/2013	353.00	269.00	84.00
114.917 MID CAP GROWTH CTF	08/31/2007	08/31/2013	3,225.00	3,082.00	143.00
179.511 MID CAP GROWTH CTF	04/22/2005	02/28/2013	2,331.00	2,185.00	146.00
	04/22/2005	08/31/2013	4,016.00	3,575.00	441.00
TOTAL OTHER GAINS AND LOSSES			627,677.00	593,248.00	34,429.00
Totals			627,677.00	593,248.00	34,429.00



CELIA S PRATT TRUST

01-6042155

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	13,813.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		13,813.00
		=====

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

COMMON TRUST FUNDS	73,525.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-3,489.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		70,036.00
		=====



CELIA S PRATT TRUST

01-6042155

FEDERAL FOOTNOTES

=====

FORM 990-PF - PART VIII, LINE 1(B) - AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 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.

Expenditure Report

FELICITY LODGE 19 CHARITY FUND
303 E SIDE DR
VERONA ISLAND ME 04416-3401

CEILA S PRATT TRUST

To Bank of America, N.A., in its capacity as Trustee:

The following constitutes the expenditure report for the **FELICITY LODGE 19 CHARITY FUND** for the period of **January 1, 2013 to December 31, 2013** for a distribution totaling \$1,550.80 ("distributed funds") received by the Peabody Foundation. We certify that the funds have been used exclusively for the charitable purposes set forth in the trust distribution agreement letter.

Attached is a report showing expenditures of the distributed funds during the fiscal year by amount and purpose.

No part of the distributed funds or interest earned on the funds were used for any of the following purposes:

- (i) carrying on propaganda or attempting to influence legislation,
- (ii) influencing the outcome of any election for public office or carrying on directly or indirectly any voter registration drive,
- (iii) making grants to individuals or organizations that do not comply with sections 4945(d)(3) or (d)(4) of the Code, or
- (iv) for any non-charitable purpose, that is, any purpose not described in section 170(c)(2)(B) of the Code.

I further certify that the **FELICITY LODGE 19 CHARITY FUND** has not diverted any portion of the distributed funds from the purpose of the grant that this organization has complied with the terms of the grant. I am authorized to sign this report on behalf of the trust beneficiary. I have examined the foregoing statements, including the attached Expenditure Responsibility Report, and they are true, correct and complete, to the best of my knowledge.

By: Richard W. Hanson

Its Treasurer

Telephone Number: 207-567-2034

Date: 3/6/2014

EXPENDITURE RESPONSIBILITY REPORT

Date of report: 3/6/2014

Report period: January 1, 2013 to December 31, 2013

Name and address of organization:

FELICITY LODGE 19 CHARITY FUND C/O RICHARD W HANSON
303 E SIDE DR 63 HARRIS ROAD
VERONA ISLAND ME 04416-3401 STOCKTON SPRINGS, ME 04981

Amounts and dates of distributions received during the period of January 1, 2013 through December 31, 2013.

<u>Date</u>	<u>Amount</u>
3/15/13	\$ 347.95
5/17/13	\$ 45.45
6/17/13	\$ 385.80
9/17/13	\$ 385.80
12/17/13	\$ 385.80

Describe the uses of the distributed funds. Attach additional pages, if needed):

Please see attached summary

Itemize all amounts spent from the distributed funds including salaries, travel and supplies (attach additional pages, if needed):

<u>Date</u>	<u>Amount</u>	<u>Purpose</u>
-------------	---------------	----------------

By: Richard W Hanson

Its Treasurer

Date: 3/6/2014

March 6, 2014

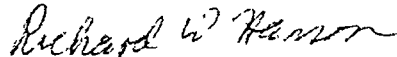
Felicity Lodge #19 Charity Fund
63 Harris Road
Stockton Springs, ME 04981

Charity Fund Expenditure Report
January 1, 2013 to December 31, 2013

This year the Charity Funds were used for the following purposes

Contribution to Maine Masonic Charitable Foundation	\$ 300 00
Fuel assistance for indigent persons	1,900.00
Donation to the CHIPS program (Child Identification - having children fingerprinted)	35 00
Donation to Boys Order of Demolay	45.00
Childrens' Dyslexia Center	125.00
Total Expended	\$2,405 00

Respectfully submitted



Richard W Hanson
Treasurer