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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

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► Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

For calendar year 2013 or tax year beginning

, and ending

Name of foundation ARTEMAS W. STEARNS TRUST C/O MARSHA E. RICH, ESQ.		A Employer identification number 04-2137061			
Number and street (or P O box number if mail is not delivered to street address) 9 BARTLET STREET		Room/suite 343			
City or town, state or province, country, and ZIP or foreign postal code ANDOVER, MA 01810		C If exemption application is pending, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name 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: <input checked="" type="checkbox"/> 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) ► \$ 5,098,352. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
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))		(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		N/A		
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,661.	1,661.	STATEMENT 1	
	4 Dividends and interest from securities	221,974.	221,974.	STATEMENT 2	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	231,207.			
	b Gross sales price for all assets on line 6a	786,806.			
	7 Capital gain net income (from Part IV, line 2)		231,207.		
	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)					
11 Other income					
12 Total. Add lines 1 through 11	454,842.	454,842.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,300.	12,150.	12,150.	
	14 Other employee salaries and wages	5,435.	2,717.	2,718.	
	15 Pension plans, employee benefits				
	16a Legal fees	STMT 3	11,340.	5,670.	5,670.
	b Accounting fees	STMT 4	5,490.	2,745.	2,745.
	c Other professional fees				
	17 Interest				
	18 Taxes	STMT 5	635.	635.	0.
	19 Depreciation and depletion				
	20 Occupancy		2,088.	1,044.	1,044.
	21 Travel, conferences and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	38,895.	35,766.	3,129.
	24 Total operating and administrative expenses. Add lines 13 through 23		88,183.	60,727.	27,456.
25 Contributions, gifts, grants paid		202,000.		202,000.	
26 Total expenses and disbursements. Add lines 24 and 25		290,183.	60,727.	229,456.	
27 Subtract line 26 from line 12:		164,659.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		394,115.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	STMT 7				
1 Cash - non-interest-bearing					
2 Savings and temporary cash investments		57,830.	11,102.	11,102.	
3 Accounts receivable ►					
Less: allowance for doubtful accounts ►					
4 Pledges receivable ►					
Less: allowance for doubtful accounts ►					
5 Grants receivable					
6 Receivables due from officers, directors, trustees, and other disqualified persons					
7 Other notes and loans receivable ►					
Less: allowance for doubtful accounts ►					
8 Inventories for sale or use					
9 Prepaid expenses and deferred charges					
10a Investments - U.S. and state government obligations					
b Investments - corporate stock	STMT 7	4,262,675.	4,476,048.	5,087,250.	
c Investments - corporate bonds					
11 Investments - land, buildings, and equipment basis ►					
Less accumulated depreciation ►					
12 Investments - mortgage loans					
13 Investments - other					
14 Land, buildings, and equipment: basis ►					
Less accumulated depreciation ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		4,320,505.	4,487,150.	5,098,352.	
Liabilities					
17 Accounts payable and accrued expenses		172.	2,158.		
18 Grants payable					
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ►)					
23 Total liabilities (add lines 17 through 22)		172.	2,158.		
Net Assets or Fund Balances					
Foundations that follow SFAS 117, check here ► <input type="checkbox"/>					
and complete lines 24 through 26 and lines 30 and 31.					
24 Unrestricted					
25 Temporarily restricted					
26 Permanently restricted					
Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>					
and complete lines 27 through 31.					
27 Capital stock, trust principal, or current funds		630,666.	836,126.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds		3,689,667.	3,648,866.		
30 Total net assets or fund balances		4,320,333.	4,484,992.		
31 Total liabilities and net assets/fund balances		4,320,505.	4,487,150.		

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 4,320,333.
2 Enter amount from Part I, line 27a	2 164,659.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 4,484,992.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,484,992.

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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					
b	SEE ATTACHED STATEMENT				
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					
b					
c					
d					
e	786,806.		555,599.	231,207.	
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					
b					
c					
d					
e				231,207.	
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	231,207.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	234,488.	4,614,432.	.050816
2011	229,779.	4,774,075.	.048131
2010	234,297.	4,663,466.	.050241
2009	233,544.	4,384,125.	.053270
2008	255,634.	4,766,916.	.053627

2 Total of line 1, column (d)

2 .256085

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 .051217

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5

4 4,846,674.

5 Multiply line 4 by line 3

5 248,232.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 3,941.

7 Add lines 5 and 6

7 252,173.

8 Enter qualifying distributions from Part XII, line 4

8 229,456.

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.

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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

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-)

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 2013 estimated tax payments and 2012 overpayment credited to 2013

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a	2,200.
6b	
6c	
6d	

7 Total credits and payments. Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax. Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ►

Refunded ►

1 7,882.

2 0.

3 7,882.

4 0.

5 7,882.

7 2,200.

8

9 5,682.

10

11

Part VII-A Statements Regarding 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?

1a Yes No

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

1b Yes No

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.

1c Yes No

c 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. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 Yes No

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

3 Yes No

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

4a Yes No

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

4b Yes No

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 Yes No

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:

N/A

• By language in the governing instrument, or

6 Yes No

• 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 Yes No

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) ►

8b Yes No

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 Yes No

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

10 Yes No

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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 ► MARSHA E. RICH, ESO.	Telephone no. ► 978-687-0156		
	Located at ► 9 BARTLET STREET, #343, ANDOVER, MA	ZIP+4 ► 01810		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		► N/A
16	At any time during calendar year 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► 		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A 		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____	2b 		
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 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.)	N/A 		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b 		
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?	4a X		
		4b 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:	<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)?	<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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	►	5b
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? <i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>	N/A	<input type="checkbox"/> Yes <input type="checkbox"/> No	
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		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>			6b X
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		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A		7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		24,300.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

► 0

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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. If none, enter "NONE."**

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

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

► 0

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**

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		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		► 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 4,883,284.
b	Average of monthly cash balances	1b 37,197.
c	Fair market value of all other assets	1c
d	Total (add lines 1a, b, and c)	1d 4,920,481.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.
2	Acquisition indebtedness applicable to line 1 assets	2 0.
3	Subtract line 2 from line 1d	3 4,920,481.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 73,807.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 4,846,674.
6	Minimum investment return. Enter 5% of line 5	6 242,334.

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	1 242,334.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,882.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 7,882.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 234,452.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 234,452.
6	Deduction from distributable amount (see instructions)	6 0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 234,452.

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 229,456.
b	Program-related investments - total from Part IX-B	1b 0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a
b	Cash distribution test (attach the required schedule)	3b
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 229,456.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5 0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 229,456.

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				234,452.
2 Undistributed income, if any, as of the end of 2013			186,464.	
a Enter amount for 2012 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 229,456.			186,464.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				42,992.
e Remaining amount distributed out of corpus	0.			0.
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				191,460.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV **Private Operating Foundations** (see instructions and Part VII-A, question 9)

N/A

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. **SEE STATEMENT 10**

SEE STATEMENT 9

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	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				
ADELANTE INC./LAWRENCE YOUTH CTR. 245 HAMPSHIRE STREET <u>LAWRENCE, MA 01841</u>	NONE		CHARITY	10,000.
ASIAN CENTER OF MERRIMACK VALLEY, INC. 1 BALLARD WAY <u>LAWRENCE, MA 01843</u>	NONE		CHARITY	4,000.
BELLESINI OSA ACADEMY 94 BRADFORD STREET <u>LAWRENCE, MA 01840</u>	NONE		CHARITY	7,000.
BREAD & ROSES 58 NEWBURY STREET <u>LAWRENCE, MA 01843</u>	NONE		CHARITY	15,000.
BREAD & ROSES HERITAGE COMMITTEE 58 NEWBURY STREET <u>LAWRENCE, MA 01843</u>	NONE		CHARITY	2,500.
Total	SEE CONTINUATION SHEET(S)			► 3a 202,000.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	
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)			0.		454,842.
13 Total. Add line 12, columns (b), (d), and (e)					0.
13 Total. Add line 12, columns (b), (d), and (e)					454,842.

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

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	AMERICAN FUNDS GROWTH FUND OF AMER F-1	P	VARIOUS	VARIOUS
b	CALVERT SHORT DURATION INCOME FUND CLASS A	P	VARIOUS	05/03/13
c	FRANKLIN TEMPELTON GLOBAL BOND FUND CLASS A	P	VARIOUS	05/03/13
d	MANAGERS BOND FUND	P	VARIOUS	05/03/13
e	NEUBERGER BERMAN EQUITY INCOME FUND CLASS A	P	11/09/11	05/03/13
f	PACE MONEY MARKET INVESTMENT FUND CLASS P	P	VARIOUS	VARIOUS
g	PIONEER STRATEGIC INCOME FUND CLASS A	P	11/03/08	05/03/13
h	RS VALUE FUND CLASS A	P	10/27/08	05/03/13
i	RUSSELL GLOBAL INFRASTRUCTURE FUND E	P	05/26/11	05/03/13
j	RUSSELL COMMODITY STRATEGIES FUND CLASS A	P	10/20/10	VARIOUS
k	RUSSELL EMERGING MARKETS E	P	05/18/10	05/03/13
l	RUSSELL GLOBAL EQUITY E	P	10/20/10	05/03/13
m	RUSSELL GLOBAL REAL ESTATE SECURITIES FUND CLASS	P	05/18/10	05/03/13
n	RUSSELL INTERNATIONAL DEVELOPED MKTS E	P	10/20/10	05/03/13
o				

(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 431,500.		212,451.	219,049.
b 20,250.		18,961.	1,289.
c 20,250.		16,300.	3,950.
d 20,250.		13,992.	6,258.
e 22,500.		19,435.	3,065.
f 116,556.		116,556.	0.
g 20,250.		15,519.	4,731.
h 11,250.		5,092.	6,158.
i 6,750.		6,122.	628.
j 61,000.		83,019.	-22,019.
k 11,250.		9,931.	1,319.
l 16,875.		13,966.	2,909.
m 11,250.		8,395.	2,855.
n 16,875.		15,860.	1,015.
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a						219,049.
b						1,289.
c						3,950.
d						6,258.
e						3,065.
f						0.
g						4,731.
h						6,158.
i						628.
j						-22,019.
k						1,319.
l						2,909.
m						2,855.
n						1,015.
o						

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	231,207.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 } 3	3	N/A

ARTEMAS W. STEARNS TRUST
C/O MARSHA E. RICH, ESQ.

04-2137061

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BROOKS SCHOOL 1160 GREAT POND ROAD NORTH ANDOVER, MA 01845	NONE		EDUCATION	2,000.
CENTRAL CATHOLIC HIGH SCHOOL 300 HAMPSHIRE STREET LAWRENCE, MA 01841	NONE		EDUCATION	18,000.
COMMUNITIES TOGETHER, INC. 198 SOUTH BROADWAY LAWRENCE, MA 01843	NONE		CHARITY	6,000.
EASTER SEALS MASSACHUSETTS 484 MAIN STREET WORCESTER, MA 01608	NONE		CHARITY	2,500.
ESPERANZA ACADEMY 198 GARDEN STREET LAWRENCE, MA 01840	NONE		EDUCATION	7,000.
FAMILY SERVICE, INC. 430 NORTH CANAL STREET LAWRENCE, MA 01845	NONE		CHARITY	2,000.
FOOD FOR THE WORLD, INC. 447 ESSEX STREET, SUITE 104 LAWRENCE, MA 01841	NONE		CHARITY	5,000.
GREATER LAWRENCE YMCA 38 LAWRENCE STREET LAWRENCE, MA 01840	NONE		CHARITY	8,000.
LAWRENCE BOYS & GIRLS CLUB 136 WATER STREET LAWRENCE, MA 01841	NONE		CHARITY	10,000.
LAWRENCE FAMILY DEV. & EDUCA. FUND, INC. 34 WEST STREET LAWRENCE, MA 01841	NONE		CHARITY	2,000.
Total from continuation sheets				163,500.

ARTEMAS W. STEARNS TRUST
C/O MARSHA E. RICH, ESQ.

04-2137061

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAWRENCE GENERAL HOSPITAL 1 GENERAL STREET <u>LAWRENCE, MA 01842</u>	NONE		HEALTH	10,000.
LAWRENCE HIGH SCHOOL 255 ESSEX STREET <u>LAWRENCE, MA 01840</u>	NONE		EDUCATION	10,000.
LAZARUS HOUSE 48 HOLY STREET <u>LAWRENCE, MA 01841</u>	NONE		CHARITY	10,000.
MERRIMACK VALLEY HOSPICE, INC. 360 MERRIMACK STREET, BLDG 9 <u>LAWRENCE, MA 01843</u>	NONE		HEALTH	5,000.
NEIGHBORS IN NEED PO BOX 447 <u>LAWRENCE, MA 01842</u>	NONE		CHARITY	15,000.
NOTRE DAME HIGH SCHOOL 205 HAMPSHIRE STREET <u>LAWRENCE, MA 01841</u>	NONE		EDUCATION	10,000.
PHILLIPS ACADEMY 180 MAIN STREET <u>ANDOVER, MA 01810</u>	NONE		EDUCATION	5,000.
PRESENTATION OF MARY ACADEMY 209 LAWRENCE STREET <u>METHUEN, MA 01844</u>	NONE		EDUCATION	5,000.
SALVATION ARMY 250 HAVERHILL STREET <u>LAWRENCE, MA 01842</u>	NONE		CHARITY	5,000.
SAMARITANS FAMILY SERVICE 430 NORTH CANAL STREET <u>LAWRENCE, MA 01845</u>	NONE		CHARITY	2,000.
Total from continuation sheets				

ARTEMAS W. STEARNS TRUST
C/O MARSHA E. RICH, ESO.

04-2137061

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SI, SE PUEDE, INC. PO BOX 53 NORTH ANDOVER, MA 01845	NONE		CHARITY	10,000.
ST. GEORGE CHURCH 8 LOWELL STREET LAWRENCE, MA 01843	NONE		CHARITY	2,000.
MERRIMACK COLLEGE 315 TURNPIKE STREET NORTH ANDOVER, MA 01845	NONE		EDUCATION	5,000.
LAWRENCE COMMUNITY WORKS 50 ISLAND STREET LAWRENCE, MA 01840	NONE		CHARITY	5,000.
LAWRENCE HISTORY CENTER 6 ESSEX STREET LAWRENCE, MA 01840	NONE		EDUCATION	2,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST INCOME	1,661.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,661.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDEND INCOME	221,974.	0.	221,974.
TOTAL TO FM 990-PF, PART I, LN 4	221,974.	0.	221,974.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	11,340.	5,670.		5,670.
TO FM 990-PF, PG 1, LN 16A	11,340.	5,670.		5,670.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5,490.	2,745.		2,745.
TO FORM 990-PF, PG 1, LN 16B	5,490.	2,745.		2,745.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	635.	635.		0.
TO FORM 990-PF, PG 1, LN 18	635.	635.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	-5.	0.		-5.
INVESTMENT FEES	35,766.	35,766.		0.
OFFICE EXPENSE	817.	0.		817.
ADMINISTRATIVE FEES	1,888.	0.		1,888.
POSTAGE	120.	0.		120.
INSURANCE	309.	0.		309.
TO FORM 990-PF, PG 1, LN 23	38,895.	35,766.		3,129.

FORM 990-PF

CORPORATE STOCK

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED SECURITIES	25,635.	24,550.
MUTUAL FUNDS	4,450,413.	5,062,700.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,476,048.	5,087,250.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARSHA E. RICH, ESQ. 9 BARTLET STREET, #343 ANDOVER, MA 01810	TRUSTEE 10.00	5,000.	0.	0.
EILEEN M. KHOURY PO BOX 5627 SALISBURY, MA 01952	TRUSTEE 10.00	5,000.	0.	0.
JOHN T. POLLANO, ESQ. 280B MERRIMACK STREET METHUEN, MA 01844	TRUSTEE 10.00	5,000.	0.	0.
REV. PAUL T. KEYES C/O EDGEWOOD RETIREMENT COMMUNITY, 575 OSGOOD STREET NORTH ANDOVER, MA 01845	TRUSTEE 10.00	5,000.	0.	0.
MATTHEW A. KRAUNELIS 61 COX LANE METHUEN, MA 01844	TRUSTEE 10.00	4,300.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		24,300.	0.	0.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

TRUSTEES

9 BARTLET STREET, SUITE 343
ANDOVER, MA 01810

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
978-687-0156	ARTEMAS W. STEARNS TRUST

FORM AND CONTENT OF APPLICATIONS

REQUIRED CONTENTS:

1. STATEMENT OF ORGANIZATIONAL BACKGROUND, PURPOSE AND OBJECTIVE OF THE ORGANIZATION AND A LIST OF OFFICERS AND BOARD OF DIRECTORS (OR TRUSTEES).
2. EXPLANATION OF CURRENT FINANCIAL STATUS AND COPIES OF THE MOST RECENT FINANCIAL STATEMENTS, INCLUDING BALANCE SHEET AND INCOME AND EXPENSE STATEMENT.
3. DETAILED STATEMENT OF THE PROJECT OR PROGRAM FOR WHICH THE GRANT IS BEING SOUGHT.
4. STATEMENT OF SOURCES OF FINANCIAL SUPPORT, INCLUDING OTHER GRANTS OR EXPECTED GRANTS.
5. STATEMENT SHOWING THE DIRECT BENEFIT TO THE INDIGENT AGED PEOPLE OR TO THE DESERVING POOR OF THE CITY OF LAWRENCE.
6. COPY OF THE MOST RECENT TAX-EXEMPT STATUS LETTER FROM THE INTERNAL

ANY SUBMISSION DEADLINES

JANUARY 31 OF THE YEAR FOR WHICH THE GRANTS ARE REQUESTED.

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANT RECIPIENTS WILL BE REQUIRED TO SIGN A RECEIPT AND ASSENT IN THE FORM APPROVED BY THE TRUST. IN ADDITION, THE ORGANIZATION MUST CERTIFY TO THE TRUST THAT THE FUNDS HAVE BEEN EXPENDED FOR THE PURPOSES FOR WHICH THE GRANT WAS MADE AND DESCRIBE THE DISPOSITION OF THE FUNDS NO LATER THAN DECEMBER 31 OF THE YEAR IN WHICH THE GRANT WAS MADE. IF THE FUNDS HAVE NOT BEEN FULLY SPENT BY DECEMBER 31, THE ORGANIZATION MUST SEND A LETTER BY THAT DATE STATING HOW MUCH OF THE GRANT HAS BEEN SPENT AND THAT THE AMOUNT SPENT FOR THE PURPOSES FOR WHICH THE GRANT WAS MADE. FUTURE GRANT REQUESTS FROM THE ORGANIZATION WHICH DO NOT COMPLY WITH THIS REQUIREMENT WILL NOT BE CONSIDERED BY THE TRUSTEES.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A - 2D (CONTINUATION)

STATEMENT 10

NAME OR DESCRIPTION OF GRANT PROGRAM

ARTEMAS W. STEARNS TRUST

FORM AND CONTENT OF APPLICATIONS

REVENUE SERVICE, EVIDENCING SECTION 501(C)(3) STATUS.

7. FEDERAL EMPLOYER IDENTIFICATION NUMBER.

8. SPECIFY THE NUMBER OF LAWRENCE RESIDENTS WHO WILL BE SERVED BY THE GRANT
BEFORE ITS PROPOSAL9. ANY OTHER INFORMATION WHICH THE APPLICANT BELIEVES WILL BE HELPFUL TO
THE TRUSTEES IN PROCESSING THE APPLICATION.