Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
Katharine L.W. and Winthrop M. Crane, 3d Charitable Foundation

A Employer identification number
04-3217038

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
c/o Taylor, Ganson & Perrin,160 Federal

B Telephone number
(617) 951-2777

City or town, state or province, country, and ZIP or foreign postal code
Boston, MA 02110

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ 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 ▶ ☐

H Check type of organization: [X] 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)* ▶$ 2635834.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(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 ▶ ☐

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).)

	Line	Description	(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				
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	21056.	21056.	21056.	Statement 2
	4	Dividends and interest from securities	41450.	41450.	41450.	Statement 3
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-13263.			
	b	Gross sales price for all assets on line 6a 301909.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	49243.	62506.	62506.	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 4	7551.	7551.	0.	0.
	c	Other professional fees Stmt 5	16433.	16433.	0.	0.
	17	Interest				
	18	Taxes Stmt 6	1850.	1850.	0.	0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	250.	250.	0.	0.
	22	Printing and publications				
	23	Other expenses Stmt 7	62.	62.	0.	0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	26146.	26146.	0.	0.
	25	Contributions, gifts, grants paid	114750.			114750.
	26	**Total expenses and disbursements** Add lines 24 and 25	140896.	26146.	0.	114750.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-91653.			
	b	**Net investment income** (if negative, enter -0-)		36360.		
	c	**Adjusted net income** (if negative, enter -0-)			62506.	

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		-6.	-6.
	2 Savings and temporary cash investments	257137.	235190.	235190.
	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 8	1331039.	1333428.	1898865.
	c Investments - corporate bonds Stmt 9	567568.	295813.	304003.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	0.	200000.	197782.
	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 I)	2155744.	2064425.	2635834.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2155744.	2064425.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2155744.	2064425.	
	31 **Total liabilities and net assets/fund balances**	2155744.	2064425.	

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	2155744.
2	Enter amount from Part I, line 27a	2	-91653.
3	Other increases not included in line 2 (itemize) ▶ Book value adjustment	3	340.
4	Add lines 1, 2, and 3	4	2064431.
5	Decreases not included in line 2 (itemize) ▶ Rounding adjustment	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2064425.

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	301909.		315172.	-13263.

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) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-13263.

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	-13263.
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	0.

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	109942.	2277307.	.048277
2011	89727.	1727985.	.051926
2010	93165.	1636893.	.056916
2009	88325.	1589248.	.055577
2008	70682.	1513972.	.046686

2 **Total** of line 1, column (d)	2	.259382
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	.051876
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2933953.
5 Multiply line 4 by line 3	5	152202.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	364.
7 Add lines 5 and 6	7	152566.
8 Enter qualifying distributions from Part XII, line 4	8	114750.

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	727.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	727.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	727.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1162.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1162.
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	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	435.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶		435. **Refunded** ▶	11	0.

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?	1a		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.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
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? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ Taylor, Ganson & Perrin, LLP Telephone no. ▶ (617) 951-2777
Located at ▶ 160 Federal Street, Boston, Massachuestts, MA ZIP+4 ▶ 02110

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

			Yes	No
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		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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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.) N/A	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.)* N/A	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

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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)? ☐ 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)? N/A **5b**

Organizations 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? N/A ☐ 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? **6b** X (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? 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
Katharine A. Francis c/o Taylor, Ganson & Perrin, 160 Fede Boston, MA 02110	Executive Director,Trustee 0.00	0.	0.	0.
John A. Leith c/o Taylor, Ganson & Perrin, 160 Fede Boston, MA 02110	Trustee 0.00	0.	0.	0.
William F. Kehoe c/o Taylor, Ganson & Perrin, 160 Fede Boston, MA 02110	Trustee 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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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	
All other program-related investments. See instructions. 3	
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	2708460.
b	Average of monthly cash balances	1b	270172.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2978632.
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	2978632.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	44679.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2933953.
6	**Minimum investment return** Enter 5% of line 5	6	146698.

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	146698.
2a	Tax on investment income for 2013 from Part VI, line 5 2a 727.		
b	Income tax for 2013. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	145971.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	145971.
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	145971.

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	114750.
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	114750.
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	114750.

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					145971.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2013:					
a From 2008					
b From 2009	7026.				
c From 2010	11540.				
d From 2011	3798.				
e From 2012					
f **Total** of lines 3a through e		22364.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 114750.					
a Applied to 2012, but not more than line 2a				0.	
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					114750.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)		22364.			22364.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 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					8857.
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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 ▶ [X] 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*				
Alliance for Children Foundation, 464 Hillside Ave, Ste 300, Needham, MA	None	Charitable	For general purpose	2500.
Alzheimer's Disease & Related Disorders, 264 Cottage St., Springfield, MA	None	Charitable	Respite Program	2000.
Andover Historical Society, Three Hebron Road, Andover, CT	None	Charitable	Charity	500.
Andover Volunteer Fire Department, 11 School Road, Andover, CT	None	Charitable	Charity	6000.
Ashoka, 1700 North Moore Street, Suite 2000, Arlington, VA	None	Charitable	Educational-1/2 abroad and 1/2 in United States in Memory of William F. Kehoe.	3500.
Total See continuation sheet(s)			▶ 3a	114750.
b *Approved for future payment* None				
Total			▶ 3b	0.

** See Purpose of Grant continuations

Part XVI-A **Analysis of Income-Producing Activities**

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) Exclusion code	(d) Amount	
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			14	21056.	
4 Dividends and interest from securities			14	41450.	
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			14	665.	-13928.
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.		63171.	-13928.

13 Total. Add line 12, columns (b), (d), and (e) 13 49243.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee: L. A. Leith Date: 2-18-14 Title: Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Edward R. Martin	Edward R. Martin	2/17/14		P00449787

Firm's name ▶ Taylor, Ganson & Perrin, LLP Firm's EIN ▶ 04-1894190

Firm's address ▶ 160 Federal Street, 20th Floor Boston, MA 02110 Phone no. 617-951-2777

323622 10-10-13

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
Berkshire Grown Fund, Post Office Box 983, Great Barrington, MA	None	Charitable	Charity	2000.
Berkshire Museum, 39 South Street, Pittsfield, MA	None	Charitable	Charity (for education programs)	3000.
Berkshire Natural Resources Council, Inc. 20 Bank Row, Pittsfield, MA	None	Charitable	Charity	2000.
Berkshire Taconic Com. Foundation, Inc. 800 Main St., Sheffield, MA	None	Charitable	Charity(medical costs, fuel assistance and housing assistance for the needy)	15000.
Berkshire Talking Chronicle, 208 West Street, Pittsfield, MA	None	Charitable	Charity	2400.
Boston Symphony Orchestra, Symphony Hall, Boston, MA	None	Charitable	Charity (For Day in the Arts Program at Tanglewood)	3000.
Camp Allen, Inc., 56 Camp Allen Road, Bedford, New Hampshire	None	Charitable	Charity	3500.
Christian Center of Pittsfield, Inc., 193 Robbins Avenue, Pittsfield, MA	None	Charitable	Charity (assistance for battered women and at-risk youths)	2000.
Clark School for the Deaf, 47 Round Hill Road, Northampton, MA	None	Charitable	Charity	2000.
Collaborative for Educational Services, 97 Hawley Street, Northampton, MA	None	Charitable	Charity (for after school programs of the Cummington Family Center)	1200.
Total from continuation sheets				100250.

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
Columbia Board of Education, Three School House Road, Columbia, CT	none	charitable	Charity (for Needy Student Fund)	500.
Columbia Historical Society, P.O. Box 551, Columbia, CT	none	charitable	Charity (for cemetary restoration fund)	500.
Conn. Assoc.of Foster & Adoptive Parents,2189 Silas Deane Hwy,Rocky Hill,CT	None	Charitable	Charity (after school arts programs)	500.
Connecticut Canine Search and Rescue, Inc.,19 Sunset Terr., W.Hartford,CT	None	Charitable	Charity	500.
CT Eastern Chapter, Nat. Railway Hist. Society, Box 665, Willimantic, CT	None	Charitable	Charity	400.
Dalton Community Recreation Association, 400 Main Street, Dalton, MA	None	Charitable	Charity (for construction of solar pool)	5000.
Dalton Community Recreation Association, 400 Main Street, Dalton, MA	None	Charitable	Charity (for Sugar Hill Folk Festival in memory of William F. Kehoe)	1500.
Dalton Fire Department, 20 Flansburg Avenue, Dalton, MA	None	Charitable	Charity (for fast response ATV)	2500.
Dalton Free Public Library, 462 Main Street, Dalton, MA	None	Charitable	Charity (for on-line Universal class)	1500.
Elder Services of Berkshire County,Inc., 66 Wendell Ave., Pittsfield, MA	None	Charitable	Charity	4000.
Total from continuation sheets				

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
Elizabeth Freeman Center, 43 Francis Ave, Pittsfield, MA 01201	None	Charitable	Charity	2000.
Eye of the Storm Equine Rescue Center, P.O. Box 218, Stow, MA	None	Charitable	Charity	2000.
Foodshare, 450 Woodland Avenue, Bloomfield, CT	None	Charitable	Charity	400.
Fort Ticonderoga, P.O. Box 390, Ticonderoga, NY	None	Charitable	Charity (for Edward Pell Education Fund)	1000.
Friends for Tomorrow, Inc. 131 Weston Road, Lincoln, MA 01773	None	Charitable	Charity Charity	1000.
Friends of Eleanor Sonsini Animal Shelter, 63 Downing Pkwy, Pittsfield, MA	None	Charitable	Charity	2500.
Friends of Lindenwald, Kinderhook, NY	None	Charitable	Charity	300.
Grace Community Boston, 28 Gould Street, Walpole, MA	None	Charitable	Charity (meals for homeless)	500.
Great Barrington Land Conservancy, P.O. Box 987, Great Barrington, MA	None	Charitable	Charity	3000.
Hartford Interval House Inc., P.O. Box 340207, Hartford, CT	None	Charitable	Charity	1500.
Total from continuation sheets				

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
Hinsdale Recreation Association, P.O. Box 1120, Hinsdale, MA	None	Charitable	Charity (for maintenance of beach and rest room)	500.
Hospice Care in the Berkshires, Inc., 877 South Street, Pittsfield, MA	None	Charitable	Charity	1000.
Housatonic River Initiative, Inc., P.O. Box 321, Lenoxdale, MA	None	Charitable	Charity	2500.
Instrumental Change, Inc., 301 Newbury Street, S-142, Danvers, MA	None	Charitable	Charity	1000.
Massachusetts Lions Youth Speech Committee,18 Wellington, Ave,Pittsfiled,MA	None	charitable	Charity (for Youth Speech Competition)	250.
Montachusett Interfaith Hospitality Network, 923 Main Street, Fitchburg, MA	None	Charitable	Charity	1000.
Noise Pollution Clearinghouse, P.O. Box 1137, Montpelier, VT	None	Charitable	Charity (in memory of William F. Kehoe)	1000.
Otis Fire Department, P.O. Box 157, Otis, MA 01253	None	Charitable	Charity (for Jaws of Life)	2000.
Otis Rescue Squad, P.O. Box 145, Otis, MA 01253	None	Charitable	Charity (for medical supplies)	1000.
Patriot Paws Service Dogs, 254 Ranch Trail, Rockwall, TX	None	Charitable	Charity	500.
Total from continuation sheets				

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
Performing Arts of Northeast Connecticut, P.O. Box 75, Pomfret, CT	None	Charitable	Charity	1000.
Pets for Vets, Inc., 409 Black Diamond Drive, Wilmington, NC	None	Charitable	Charity (for New Hampshire Chapter) Charity	500.
Pittsfield Boys and Girls Club, 16 Melville Street, Pittsfield, MA	None	Charitable	Charity	2500.
Project Native, 342 North Plain Road, Housatonic, MA	None	Charitable	Charity (for education programs)	1000.
Railroad Street Youth Project, Inc., P.O. Box 698, Great Barrington, MA	None	Charitable	Charity	2000.
Shriners Hospitals for Children, P.O. Box 31356, Tampa, FL	None	Charitable	Charity ($1,000 for burns hospital in Boston, MA and $1,000 for orthopedic hospital in	2000.
Sinfonietta Nova, 40 Honeyflower Lane, West Windsor, NJ	None	Charitable	Charity (for purchase of an 8.5 foot by 20 foot towable trailer)	300.
Southern Berkshire Elderly Transport, 917 S. Main St. Great Barrington, MA	None	Charitable	Charity	2500.
St. Paul's Church, 220 Valley Street, Willimantic, CT	None	Charitable	Charity ($1,000 for Covenant Soup Kitchen and $1,000 for tooth fund)	2000.
Sugarfoot Farm Rescue, 860 Sparksville, Road, Columbia, KY	None	Charitable	Charity (for organizations animal adoption program)	1000.
Total from continuation sheets				

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
Tolland Fire Department, P.O. Box 827, Tolland, CT	None	Charitable	Charity (for fire extinguisher program)	7500.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

Name of Recipient - Shriners Hospitals for Children, P.O. Box 31356,

Tampa, FL

Charity ($1,000 for burns hospital in Boston, MA and $1,000 for

orthopedic hospital in Springfield, MA)

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	150 shs Metlife Inc	P	02/17/10	02/26/13
b	730 shs St. Jude Medical Inc.	P	10/27/11	02/26/13
c	25,000 Hewlett Packard Co	P	04/27/10	03/01/13
d	25,000 Hewlett Packard Co	P	10/27/10	03/01/13
e	200,000 Hewlett Packard Co	P	10/27/10	03/01/13
f	350 shs Abbvie Inc.	P	11/13/03	04/24/13
g	15 shs Mallinckrodt PLC	P	02/17/10	10/17/13
h	Capital Gains Dividends			
i				
j				
k				
l				
m				
n				
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	5206.		5256.	-50.
b	29878.		30098.	-220.
c	25000.		26944.	-1944.
d	25000.		27201.	-2201.
e	200000.		217610.	-17610.
f	15591.		7510.	8081.
g	569.		553.	16.
h	665.			665.
i				
j				
k				
l				
m				
n				
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				-50.
b				-220.
c				-1944.
d				-2201.
e				-17610.
f				8081.
g				16.
h				665.
i				
j				
k				
l				
m				
n				
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	-13263.
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	0.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
Interest Income	21056.
Total to Form 990-PF, Part I, line 3, Column A	21056.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Corporate Dividends (Mellon Bank)	42115.	665.	41450.
Total to Fm 990-PF, Part I, ln 4	42115.	665.	41450.

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax preparation and trust admin	7551.	7551.	0.	0.
To Form 990-PF, Pg 1, ln 16b	7551.	7551.	0.	0.

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest-ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Taylor, Ganson & Perrin for trust management	15189.	15189.	0.	0.
Officers Liability insurance	1244.	1244.	0.	0.
To Form 990-PF, Pg 1, ln 16c	16433.	16433.	0.	0.

Form 990-PF	Taxes	Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld at source	581.	581.	0.	0.
Tax due with 2012 990PF	107.	107.	0.	0.
Estimated Excise tax for 2013	1162.	1162.	0.	0.
To Form 990-PF, Pg 1, ln 18	1850.	1850.	0.	0.

Form 990-PF	Other Expenses	Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing fee for Annual Report Form PC	35.	35.	0.	0.
ADR Fees	27.	27.	0.	0.
To Form 990-PF, Pg 1, ln 23	62.	62.	0.	0.

Form 990-PF	Corporate Stock	Statement 8

Description	Book Value	Fair Market Value
750 shares EMC Corp Mass	40266.	18863.
810 shares General Electric Co.	39977.	22704.
1400 shares Microsoft Corp.	57312.	52374.
1775 shares Oracle Corp.	43083.	67912.
1,420 shares Coca-Cola Co.	42705.	58660.
800 shares Johnson & Johnson	37776.	73272.
940 shares Pfizer Inc.	38005.	28792.
790 shares Home Depot Inc.	39411.	65049.
800 shares JP Morgan Chase & Co.	38538.	46784.
90 shares Citigroup Inc.	37128.	4690.
1,750 shares Wells Fargo & Co. New	38744.	79450.
780 shares AT & T Inc.	39751.	27425.
878 shares Carmax Inc.	13395.	41284.
500 shares Honeywell Intl Inc.	15200.	45685.
350 shares Abbott Laboratories	6925.	13416.

400 shares Becton Dickinson & Co.	15515.	44196.
300 shares Royal Dutch Pete Co. NY Registry (RD) SH Par N Gldr 1.25	13587.	21381.
1,132 shs Bank of America	37128.	17625.
300 shs Novartis AG Sponsored ADR	17343.	24114.
400 shs Roche Holdings Ltd Sponsored ADR	17634.	28080.
657 shs Merck & Co. Inc.	32893.	32883.
482 shs Time Warner Inc.	53598.	33605.
121 shs Time Warner Cable Inc.	18955.	16396.
43 shs AOL Inc.	3580.	2005.
1,200 shares Intel Corp	46775.	31146.
500 shares Schlumberger LTD	14500.	45055.
75 shares Anadarko Petroleum Corp	5495.	5949.
80 shares Chevron Corporation	5820.	9993.
420 shares Conocophillips	18695.	29673.
445 shares Exxon Mobil Corp	29583.	45034.
80 shares Occidental Petroleum Corp	6412.	7608.
75 shares Bhp LTD	5612.	5115.
625 shares Ecolab Inc.	25020.	65169.
75 shares Monsanto Co. New	5855.	8741.
125 shares The Boeing Company	7707.	17061.
100 shares Deere & Co.	5654.	9133.
100 shares United Parcel Service CL B	6862.	10508.
75 shares United Technologies Corp.	5003.	8535.
325 shares Waste Management Inc.	11143.	14583.
200 shares The Walt Disney Company	6152.	15280.
150 shares McDonald's Corporation	9953.	14555.
100 shares Kellogg Co.	5340.	6107.
125 shares Nestle S A Sponsored ADR	5940.	9199.
250 shares Chubb Corp.	12897.	24158.
100 shares Toronto Dominion Bank	7662.	9424.
200 shares Analog Devices Inc.	5630.	10186.
40 shares Apple Inc.	8101.	22441.
20 shares Google Inc	10718.	22414.
50 shares International Business Machines	6319.	9379.
250 shares Vodafone Group PLC	5515.	9828.
125 shares Exelon Corp.	5526.	3424.
120 shares Nextera Energy Inc.	5514.	10274.
700 shares Southern Co.	21182.	28777.
120 shares Covidien PLC	5566.	8172.
400 shs Accenture PLC	24115.	32888.
400 shs Illinois Tool Wks Inc.	22532.	33632.
575 shs Qualcomm Inc.	28758.	42694.
305 shs Ishares Tr	29747.	69253.
1,240 shs CVS Caremark Corporation	25363.	88747.
210 shs Phillips 66	5895.	16197.
75 shs T Rowe Price Group Inc.	4607.	6283.
685 shs Wal Mart Stores Inc.	35553.	53903.
100 shs Anheuser Busch Inbev Spn	6570.	10646.
860 shs The Procter & Gamble Company	32771.	70013.
270 shs Colgate-Palmolive Company	11111.	17607.
775 shs Gilead Sciences Inc.	32651.	58203.
205 shs Kinder Morgan Inc.	7735.	7380.
150 shs First Republic Bank	5420.	7853.
Total to Form 990-PF, Part II, line 10b	1333428.	1898865.

Form 990-PF	Corporate Bonds	Statement 9

Description	Book Value	Fair Market Value
50,000 Merrill Lynch & Co. 5/16/06 6.05% 5/16/16	52758.	55011.
50,000 Walgreen Con 1/13/09 5.25% 1/15/19	56473.	55898.
150,000 Goldman Sachs Group Inc. 1/10/07 5.625% 1/15/17	160813.	165291.
25,000 Goldman Sachs Group, Inc.	25769.	27803.
Total to Form 990-PF, Part II, line 10c	295813.	304003.

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
18,484.288 shs Vanguard Fixed Income ST Bd	COST	200000.	197782.
Total to Form 990-PF, Part II, line 13		200000.	197782.