



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



Return of Private Foundation

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

Department of the Treasury
Internal Revenue Service

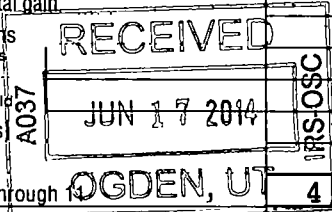
Do not enter Social Security numbers on this form as it may be made public.
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION #1022821		A Employer identification number 04-3427891
Number and street (or P O box number if mail is not delivered to street address) HEMENWAY & BARNES LLP, PO BOX 961209	Room/suite	B Telephone number 617-227-7940
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02196-1209		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) \$ 5,398,485. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(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	3,999,996.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,897.	26,897.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	76,700.			
	b Gross sales price for all assets on line 6a 234,586.				
	7 Capital gain net income (from Part IV, line 2)		76,700.		
	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			<1,241.>		STATEMENT 2
12 Total Add lines 1 through 11	4,103,593.	102,356.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	24,569.	18,427.		6,142.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	1,250.	1,250.		0.
	17 Interest				
	18 Taxes STMT 4	475.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses STMT 5	38.	3.		35.	
24 Total operating and administrative expenses. Add lines 13 through 23	26,332.	19,680.		6,177.	
25 Contributions, gifts, grants paid	60,000.			60,000.	
26 Total expenses and disbursements. Add lines 24 and 25	86,332.	19,680.		66,177.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	4,017,261.				
b Net investment income (if negative, enter -0-)		82,676.			
c Adjusted net income (if negative, enter -0-)			N/A		



SCANNED JUN 23 2014

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 2

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	1 Cash - non-interest-bearing	144.		
	2 Savings and temporary cash investments	12,995.	124,401.	124,401.
	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	578,174.	4,412,561.	5,030,148.
	c Investments - corporate bonds STMT 8	203,237.	178,619.	177,636.
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	0.	61,430.	66,300.	
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)	794,550.	4,777,011.	5,398,485.	
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 ▶ <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	794,550.	4,777,011.	
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	794,550.	4,777,011.		
31 Total liabilities and net assets/fund balances	794,550.	4,777,011.		

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	794,550.
2 Enter amount from Part I, line 27a	2	4,017,261.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,811,811.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	34,800.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,777,011.

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 3

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 STATEMENTS			
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 234,586.		157,886.	76,700.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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			76,700.

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	76,700.
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	63,192.	1,128,051.	.056019
2011	52,530.	1,146,187.	.045830
2010	48,728.	1,044,954.	.046632
2009	57,264.	965,165.	.059331
2008	58,360.	1,137,621.	.051300

2 Total of line 1, column (d)	2	.259112
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	.051822
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,881,367.
5 Multiply line 4 by line 3	5	97,496.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	827.
7 Add lines 5 and 6	7	98,323.
8 Enter qualifying distributions from Part XII, line 4	8	66,177.

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.

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,654.
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	1,654.
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	1,654.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	400.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		3,400.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,746.
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 1,746. <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>MA</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2013)

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 5

Part VII-A Statements Regarding Activities (continued)

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u></p>	13	X	
<p>14 The books are in care of ► <u>HEMENWAY & BARNES LLP</u> Telephone no. ► <u>(617) 227-7940</u> Located at ► <u>60 STATE STREET, BOSTON, MA</u> ZIP+4 ► <u>02109</u></p>			
<p>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 ► <u>15</u> <u>N/A</u></p>			
<p>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 ►</p>	16	Yes	No
			X

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

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

		Yes	No
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p>			
<p>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 ► <input type="checkbox"/></p>	1b		X
<p>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?</p>	1c		X
<p>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)):</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____</p> <p>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</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____</p>	2b		
<p>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</p> <p>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</p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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?</p>	4b		X

Form 990-PF (2013)

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891

Page 6

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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(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
EDWARD NOTIS-MCCONARTY	TRUSTEE			
HEMENWAY & BARNES LLP, PO BOX 961209	2.50	19,755.	0.	0.
BOSTON, MA 02196-1209				
FRANCIS P. COOLIDGE	TRUSTEE			
LOWELL BLAKE & ASSOC. 141 TREMONT ST	1.00	4,814.	0.	0.
BOSTON, MA 02111				
PRISCILLA ENDICOTT	TRUSTEE			
65 DARTMOUTH COURT	0.00	0.	0.	0.
BEDFORD, MA 01730				
CRICKET POTTER	TRUSTEE			
16 LOTHROP ROAD	0.00	0.	0.	0.
ACTON, MA 01720				

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

Form 990-PF (2013)

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 7

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.

Form **990-PF** (2013)

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 8

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	1,867,046.
b	Average of monthly cash balances	1b	42,971.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,910,017.
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	1,910,017.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	28,650.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,881,367.
6	Minimum investment return. Enter 5% of line 5	6	94,068.

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	94,068.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,654.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,654.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	92,414.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	92,414.
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	92,414.

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	66,177.
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	66,177.
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	66,177.

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.

Form 990-PF (2013)

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 9

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				92,414.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			44,627.	
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: ▶ \$ 66,177.				
a Applied to 2012, but not more than line 2a			44,627.	
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				21,550.
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))	0.			0.
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				70,864.
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				

**THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821**

Form 990-PF (2013)

04-3427891 Page 10

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	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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).)

PRISCILLA ENDICOTT

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821

Form 990-PF (2013)

04-3427891 Page 11

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				
STATEMENT ATTACHED	N/A	PUBLIC CHARITY	GENERAL PURPOSE	60,000.
Total			▶ 3a	60,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Name of the organization

THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION #1022821

Employer identification number

04-3427891

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust not treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION #1022821	Employer identification number 04-3427891
---	---

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PRISCILLA ENDICOTT 65 DARTMOUTH COURT BEDFORD, MA 01730	\$ 3,999,996.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
2	_____ _____ _____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
0	_____ _____ _____	\$ _____	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION #1022821	Employer identification number 04-3427891
---	---

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES - SEE ATTACHED <hr/> <hr/> <hr/>	\$ 3,938,904.	VARIOUS
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____
	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION #1022821	Employer identification number 04-3427891
--	---

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

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 50 SHS EMERSON ELECTRIC CO	P	08/06/09	01/23/13
b 400 SHS PORTLAND GENERAL ELECTRIC CO	P	04/12/07	01/23/13
c 200 SHS PORTLAND GENERAL ELECTRIC CO	P	10/22/07	01/23/13
d 100 NESTLE SA ADR	P	10/05/05	04/25/13
e 100 SHS ROSETTA RESOURCES INC	P	11/08/10	04/25/13
f 100 SHS SCHLUMBERGER	P	01/07/00	04/25/13
g 500 SHS ENCANA	P	05/20/03	07/24/13
h 50 SHS JOHNSON & JOHNSON	P	11/04/09	07/24/13
i 100 SHS NOVO NORDISK AS ADR	P	10/28/11	07/24/13
j 25M SHS JOHNSON CONTROLS INC 4.875%	P	11/04/09	09/16/13
k 12 SHS MALLINCRODT PLC	P	11/08/10	09/17/13
l 12 SHS MALLINCRODT PLC	P	08/06/09	09/17/13
m 25 SHS MALLINCRODT PLC	P	10/27/08	09/17/13
n 25M BERKSHIRE HATHAWAY 4.625% 10/15/13	P	10/27/08	10/15/13
o 200 SHS DEERE & CO	P	08/06/09	10/23/13

(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 2,831.		1,745.	1,086.
b 11,268.		11,985.	<717.>
c 5,634.		5,433.	201.
d 7,001.		3,005.	3,996.
e 4,277.		3,033.	1,244.
f 7,348.		2,953.	4,395.
g 8,580.		4,535.	4,045.
h 4,603.		2,985.	1,618.
i 16,545.		11,087.	5,458.
j 25,000.		26,063.	<1,063.>
k 537.		374.	163.
l 537.		347.	190.
m 1,075.		724.	351.
n 25,000.		24,563.	437.
o 16,763.		9,126.	7,637.

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			1,086.
b			<717.>
c			201.
d			3,996.
e			1,244.
f			4,395.
g			4,045.
h			1,618.
i			5,458.
j			<1,063.>
k			163.
l			190.
m			351.
n			437.
o			7,637.

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	
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	

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 300 SHS INTEL CORP	P	09/28/01	10/23/13
b 100 SHS NESTLE SA ADR	P	10/05/05	10/23/13
c 100 SHS TEVA PHARMACEUTICAL	P	04/29/11	10/23/13
d 100 SHS TEVA PHARMACEUTICAL	P	10/28/11	10/23/13
e 200 SHS TEVA PHARMACEUTICAL	P	04/25/12	10/23/13
f 100 SHS EMERSON ELECTRIC	P	08/06/09	11/08/13
g 100 SHS NESTLE SA ADR	P	10/05/05	11/08/13
h 200 SHS PERRIGO CO	P	11/04/09	12/19/13
i 150 SHS PERRIGO CO	P	04/28/10	12/19/13
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 7,074.		6,159.	915.
b 7,316.		3,005.	4,311.
c 4,015.		4,597.	<582.>
d 4,015.		4,231.	<216.>
e 8,030.		9,096.	<1,066.>
f 6,668.		3,489.	3,179.
g 7,197.		3,005.	4,192.
h 30,441.		7,589.	22,852.
i 22,831.		8,757.	14,074.
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			915.
b			4,311.
c			<582.>
d			<216.>
e			<1,066.>
f			3,179.
g			4,192.
h			22,852.
i			14,074.
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	76,700.
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

PRISCILLA ENDICOTT CHARITABLE FOUNDATION
04-3427891

Date	Contributions	Amount
10/09/2013	AMERICAN RED CROSS 2013 CHARITABLE CONTRIBUTION	(5,000.00)
10/09/2013	BEST FRIENDS ANIMAL SOCIETY 2013 CHARITABLE CONTRIBUTION	(5,000.00)
11/22/2013	CHILDREN'S MEDICAL CENTER 2013 CHARITABLE CONTRIBUTION	(3,500.00)
10/09/2013	DOCTORS WITHOUT BORDERS 2013 CHARITABLE CONTRIBUTION	(5,000.00)
11/22/2013	FRANKLIN COLLEGE SWITZERLAND 2013 CHARITABLE CONTRIBUTION	(2,000.00)
11/22/2013	FRIENDS - UNITARIAN UNIVERSALIST 2013 CHARITABLE CONTRIBUTION	(2,500.00)
11/22/2013	JR LEAGUE OF PALO ALTO - MID PENINSULA 2013 CHARITABLE CONTRIBUTION	(3,000.00)
10/09/2013	NATURAL RESOURCES DEFENSE COUNCIL 2013 CHARITABLE CONTRIBUTION	(5,000.00)
11/22/2013	NORTH TEXAS FOOD BANK 2013 CHARITABLE CONTRIBUTION	(2,000.00)
11/22/2013	REBUILDING TOGETHER INC. 2013 CHARITABLE CONTRIBUTION	(2,000.00)
11/22/2013	REBUILDING TOGETHER PENINSULA 2013 CHARITABLE CONTRIBUTION	(2,500.00)
11/22/2013	SOUTHERN POVERTY LAW CENTER 2013 CHARITABLE CONTRIBUTION	(10,000.00)
10/09/2013	UNICEF 2013 CHARITABLE CONTRIBUTION	(5,000.00)
11/22/2013	UNITARIAN UNIVERSALIST URBAN MINISTRY 2013 CHARITABLE CONTRIBUTION	(7,500.00)
	TOTAL	(60,000.00)

THE PRISCILLA ENDICOTT CHARITABLE
FOUNDATION
04-3427891

POSITIONS
As of 12/31/2013

Security Description	Shares/Par	Book Value	Market Value
NESTLE NAM SPON ADR	600.0000	17,115.60	44,054.40
MICROSOFT CORP	600.0000	22,656.00	22,446.00
ECOLAB INC	800.0000	85,344.00	83,416.00
ROCHE HLDG LTD-SPONSORED ADR	1,000.0000	69,296.00	70,051.00
DEERE & CO	200.0000	16,262.00	18,266.00
MICROSOFT CORP 2.95% 06/01/14	25,000.0000	25,625.00	25,262.25
EMERSON ELECTRIC CO	4,000.0000	257,875.26	280,720.00
GENERAL ELECTRIC CO (USD)	2,500.0000	67,375.00	70,075.00
CVS CAREMARK CORP	700.0000	22,584.18	50,099.00
JPMORGAN CHASE & CO	550.0000	31,776.25	32,164.00
CHEVRON CORP	200.0000	21,328.80	24,982.00
LABORATORY CRP OF AMER HOLDGS	150.0000	11,982.01	13,705.50
ALNYLAM PHARMACEUTICALS INC	200.0000	11,981.00	12,860.00
CIMAREX ENERGY CO	106.0000	1,314.74	11,120.46
HEWLETT PACKARD CO 1.55% 05/30/2014	25,000.0000	25,298.00	25,091.25
PEPSICO INC .80% 08/25/2014	25,000.0000	25,227.50	25,063.75
JOHNSON & JOHNSON	1,775.0000	147,999.96	162,572.25
MCDONALDS CORP	460.0000	45,521.60	44,633.80
WALGREEN CO	2,270.0000	137,051.25	130,388.80
CANADIAN NATIONAL RAILWAY CO US\$	900.0000	20,307.73	51,318.00
LOWES COMPANIES INC	3,000.0000	144,090.00	148,650.00
APPLE INC	50.0000	8,257.00	28,051.00
3M COMPANY	820.0000	89,251.56	115,005.00
DIAGEO PLC SPONSORED ADR	500.0000	64,705.00	66,210.00
CORNING INC COM	1,000.0000	14,685.67	17,820.00
CIGNA CORP	300.0000	26,229.00	26,244.00

JOHN DEERE CAPITAL CORP 1 850% 09/15/2016	25,000.0000	26,007.50	25,595.25
AUTOMATIC DATA PROCESSING INC	2,100.0000	156,768.40	169,677.90
LINER TECHNOLOGY CORP	1,900.0000	80,379.50	86,545.00
CELGENE CORP	1,000.0000	155,615.00	168,968.00
PRAXAIR INC	500.0000	62,680.00	65,015.00
YUM BRANDS INC	1,000.0000	73,050.00	75,610.00
SSGA US TREASURY MM FUND	124,401.2700	124,401.27	124,401.27
SARA LEE CORP 2.750% 09/15/2015 Callable	25,000.0000	25,162.50	25,708.00
COLGATE-PALMOLIVE CO	400.0000	26,463.00	26,084.00
CISCO SYSTEMS INC	1,300.0000	27,813.50	29,159.00
EMC CORPORATION	800.0000	12,623.78	20,120.00
EXXON MOBIL CORP	3,700.0000	351,569.85	374,440.00
JACOBS ENGR GROUP	2,000.0000	120,545.10	125,980.00
HERSHEY CO/THE	700.0000	45,761.31	68,061.00
SCHLUMBERGER LTD	1,600.0000	105,701.82	144,176.00
ENTERPRISE PRODUCTS PARTNERS	1,000.0000	61,430.05	66,300.00
APTARGROUP INC	1,520.0000	74,551.85	103,071.20
ABBVIE INC	3,500.0000	170,185.00	184,835.00
NOVOZYMES A/S B SHARES	1,500.0000	7,179.87	63,316.58
ABBOTT LABORATORIES	2,750.0000	105,463.75	105,407.50
NOVARTIS AG NAMEN SPON ADR	700.0000	29,332.80	56,266.00
UNITED TECHNOLOGIES CORP	1,500.0000	156,783.35	170,700.00
QUALCOMM INC	400.0000	28,698.00	29,700.00
STRYKER CORP	1,500.0000	112,530.00	112,710.00
HELMERICH & PAYNE	400.0000	10,779.60	33,632.00
MASTERCARD INC CL A	50.0000	11,327.50	41,773.00
COVDIEN PLC	400.0000	14,551.41	27,240.00
PERRIGO CO LTD	350.0000	53,271.75	53,711.00
PROCTER & GAMBLE CO	3,463.0000	271,557.19	281,922.83
ORACLE CORP	2,800.0000	81,141.64	107,128.00
RANGE RES CORP COM	500.0000	38,605.00	42,155.00
NOVO NORDISK A/S CL B ADR	100.0000	11,086.65	18,476.00
ROSETTA RES INC COM	900.0000	24,117.89	43,236.00
INTEL CORP	2,450.0000	56,716.57	63,589.75
PEPSICO INC	4,000.0000	327,030.39	331,760.00
JOHNSON CONTROLS INC	400.0000	11,826.94	20,520.00

950296

CERNER CORP	1,000.0000	56,159.70	55,740.00
CHURCH & DWIGHT CO INC	1,500.0000	97,582.50	99,420.00
SUNCOR ENERGY INC	3,000.0000	108,120.00	105,150.00
GE 2.15% 01/15	50,000.0000	51,298.75	50,915.50

TOTAL		4,777,010.79	5,398,485.24
--------------	--	---------------------	---------------------

Schedule B, Part II:

Description of Non-Cash

Property given by Priscilla Endicott

THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION

#04-3427891

Security Description	CUSIP	Acquisition Date	Quantity	Unit Cost	Fed Tax Cost	11/19/03 Mean Price	Mean Value
ABBOTT LABS COM	002824100	6/19/1979	1000	0.49	490.00	38.3	38,300.00
ABBVIE INC COM	00287Y109	6/19/1979	1000	0.53	530.00	48.69	48,690.00
AUTOMATIC DATA PROCESSING INC COM	053015103	1/14/1988	800	4.39	3,512.00	79.36	63,488.00
AUTOMATIC DATA PROCESSING INC COM	053015103	9/15/1988	500	4.18	2,090.00	79.36	39,680.00
CELGENE CORP COM	151020104	4/7/2006	1000	37.99	37,990.00	153.39	153,390.00
CERNER CORP COM	156782104	1/21/2011	1000	24.2	24,200.00	56.2	56,200.00
ECOLAB INC COM	278865100	2/11/2002	800	21.88	17,504.00	106.71	85,368.00
EMERSON ELEC CO COM	291011104	11/13/1981	1500	3.6	5,400.00	67.54	101,310.00
ENTERPRISE PRODS PARTNERS L P COM UNIT	293792107	3/26/2009	1000	41.35	41,350.00	61.47	61,470.00
EXXON MOBIL CORP COM	30231G102	1/1/1932	2000	0.25	500.00	95.48	190,960.00
LOWES COS INC COM	548661107	5/29/2009	3000	18.96	56,880.00	51.02	153,060.00
ORACLE CORP COM	68389X105	4/7/2006	2000	13.86	27,720.00	34.81	69,620.00
PEPSICO INC COM	713448108	12/21/1987	1000	5.16	5,160.00	85.37	85,370.00
PRAXAIR INC COM	74005P104	3/31/2005	500	47.93	23,965.00	126.35	63,175.00
PROCTER & GAMBLE CO COM	742718109	6/15/1932	500	0.07	35.00	84.4	42,200.00
SCHLUMBERGER LTD COM	806857108	2/24/2005	1000	37.08	37,080.00	91.39	91,390.00

Schedule B, Part II:

Description of Non-Cash

Property given by Priscilla Endicott

THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION

#04-3427891

UNITED TECHNOLOGIES CORP COM	913017109	6/29/2005	500	52.6	26,300.00	109.15	54,575.00
YUM BRANDS INC COM	988498101	10/6/2009	1000	35.15	35,150.00	73.63	73,630.00
CHURCH & DWIGHT INC COM	171340102	5/13/2009	1500	26.48	39,720.00	65.12	97,680.00
JACOBS ENGR GROUP INC DEL COM	469814107	12/17/2002	2000	18.47	36,940.00	60.44	120,880.00
RANGE RES CORP COM	75281A109	8/3/2010	500	38.64	19,320.00	74.55	37,275.00
DIAGEO PLC SPONSORED ADR NEW	25243Q205	2/18/2009	500	49.13	24,565.00	130.33	65,165.00
UNITED KINGDOM							
ROCHE HLDG LTD SPONSORED ADR	771195104	1/20/2005	1000	26.85	26,850.00	69.13	69,130.00
SWITZERLAND							
SUNCOR ENERGY INC NEW COM	867224107	2/24/2004	3000	12.4	37,200.00	35.55	106,650.00
CANADA			28600		530,451.00		1,968,656.00

THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION										
Security Description	CUSIP	Quantity	Acquisition Date	Unit Cost	Fed Cost	High	Low	Mean	FMV	
3M COMPANY	88579Y101	420.00	09/20/1968	6.27	\$ 2,634.61	130.4	129.59	129.995	\$54,600.00	
ABBOTT LABORATORIES	002824100	1,750.00	06/19/1979	0.49	\$ 850.78	38.47	37.99	38.23	\$66,902.50	
ABBVIE INC	00287Y109	2,500.00	06/19/1979	0.53	\$ 1,317.99	48.67	47.99	48.33	\$120,825.00	
ALNYLAM PHARMACEUTICALS INC	02043Q107	200.00	11/01/2011	8.02	\$ 1,604.58	56.37	53.6	54.985	\$10,997.00	
APTARGROUP INC	038336103	700.00	04/26/2004	20.73	\$ 14,507.50	64.44	63.9	64.17	\$44,919.00	
APTARGROUP INC	038336103	120.00	10/04/2004	22.72	\$ 2,726.00	64.44	63.9	64.17	\$7,700.40	
AUTOMATIC DATA PROCESSING INC	053015103	400.00	09/15/1988	4.16	\$ 1,662.10	79.87	79.13	79.5	\$31,800.00	
CIGNA CORP	125509109	300.00	12/21/1929	0.02	\$ 6.77	87.42	85.68	86.55	\$25,965.00	
CISCO SYSTEMS INC	17275R102	1,300.00	08/11/1997	0.71	\$ 929.14	21.49	21.25	21.37	\$27,781.00	
COLGATE-PALMOLIVE CO	194162103	400.00	10/02/1986	2.40	\$ 961.38	66.04	65.32	65.68	\$26,272.00	
EMERSON ELECTRIC CO	291011104	2,050.00	09/17/1982	4.59	\$ 9,405.13	67.78	67.19	67.485	\$138,344.25	
EMERSON ELECTRIC CO	291011104	100.00	08/09/1983	4.73	\$ 473.00	67.78	67.19	67.49	\$6,749.00	
EXXON MOBIL CORP	30231G102	1,500.00	02/10/1956	0.15	\$ 221.61	95.39	94.63	95.01	\$142,515.00	
GENERAL ELECTRIC CO (USD)	369604103	2,500.00	07/24/1953	0.25	\$ 634.73	27.02	26.76	26.89	\$67,225.00	
HERSHEY CO/THE	427866108	400.00	01/25/1983	2.23	\$ 890.83	96.1	94.5101	95.30505	\$38,122.02	
INTEL CORP	458140100	2,050.00	08/02/1993	3.33	\$ 6,822.66	25.29	24.52	24.905	\$51,055.25	
JOHNSON & JOHNSON	478160104	1,225.00	10/16/1989	6.67	\$ 8,176.87	95.75	95.047	95.3985	\$116,863.16	
JPMORGAN CHASE & CO	46625H100	550.00	03/06/1979	3.00	\$ 1,651.86	57.4	56.28	56.84	\$31,262.00	
LINEAR TECHNOLOGY CORP	535678106	1,900.00	07/12/1996	6.03	\$ 11,459.38	42.27	41.865	42.0675	\$79,928.25	
MCDONALDS CORP	580135101	460.00	10/02/1986	4.73	\$ 2,174.46	98.09	97.59	97.84	\$45,006.40	
MICROSOFT CORP	594918104	600.00	08/02/1993	2.27	\$ 1,359.37	37.53	37.26	37.395	\$22,437.00	
NOVOZYMES A/S B SHARES	B798FW902	1,000.00	01/22/2004	7.53	\$ 7,529.80	37.8	37.79	37.795	\$37,800.00	
PEPSICO INC	713448108	2,500.00	10/02/1986	4.09	\$ 10,234.07	85.92	85.22	85.57	\$213,925.00	
PROCTER & GAMBLE CO	742718109	2,463.00	06/15/1932	0.07	\$ 165.98	84.89	84.51	84.7	\$208,616.10	

Schedule B, Part II:

Description of Non-Cash Property

Given by Priscilla Endicott

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CORP INTEREST	5,755.	0.	5,755.	5,755.	
DIVIDENDS	21,142.	0.	21,142.	21,142.	
TO PART I, LINE 4	26,897.	0.	26,897.	26,897.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - FROM K-1 ENTERPRISE PRODUCTS PARTNERS LP	0.	<1,241.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	0.	<1,241.>	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HEMENWAY & BARNES - TAX PREPARATION FEES	1,250.	1,250.		0.
TO FORM 990-PF, PG 1, LN 16C	1,250.	1,250.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX - 2012 BALANCE DUE	75.	0.		0.
FEDERAL EXCISE TAX - 2013 ESTIMATED TAX	400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	475.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMONWEALTH OF MASSACHUSETTS - FILING FEE (PC ANNUAL REPORT)	35.	0.		35.
MISCELLANEOUS EXPENSE	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	38.	3.		35.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
ADJUSTMENT OF BOOK VALUES OF SECURITIES RECEIVED AS CONTRIBUTIONS	34,800.
TOTAL TO FORM 990-PF, PART III, LINE 5	34,800.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SCHEDULE ATTACHED	4,412,561.	5,030,148.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,412,561.	5,030,148.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE & FOREIGN BONDS - SCHEDULE ATTACHED	178,619.	177,636.
TOTAL TO FORM 990-PF, PART II, LINE 10C	178,619.	177,636.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
-------------	-------------------	-----------	---

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ENTERPRISE PRODUCTS PARTNERS	COST	61,430.	66,300.
TOTAL TO FORM 990-PF, PART II, LINE 13		61,430.	66,300.

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions THE PRISCILLA ENDICOTT CHARITABLE FOUNDATION #1022821	Employer identification number (EIN) or 04-3427891
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. HEMENWAY & BARNES LLP, PO BOX 961209	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions BOSTON, MA 02196-1209	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

HEMENWAY & BARNES LLP

- The books are in the care of ▶ **60 STATE STREET - BOSTON, MA 02109**

Telephone No ▶ **(617) 227-7940**

Fax No ▶

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year **2013** or
▶ tax year beginning _____, and ending _____

2 If the tax year entered in line 1 is for less than 12 months, check reason Initial return Final return
 Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	3,000.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	0.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	3,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions