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Department of the Treasury
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

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

Name of foundation GRACE RIVER FOUNDATION		A Employer identification number 04-3562515
Number and street (or P.O. box number if mail is not delivered to street address) 50 CONGRESS STREET; SUITE 832		B Telephone number (see instructions) 617-523-6800
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		D 1. Foreign organizations, check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<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) \$ 370,991.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual	
	<input type="checkbox"/> 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 <input type="checkbox"/>		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		133,380.			
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		8,326.	8,326.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		175,637.			
b Gross sales price for all assets on line 6a 195,533.					
7 Capital gain net income (from Part IV, line 2)			175,637.		
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		317,343.	183,963.		
13 Compensation of officers, directors, trustees, etc.		2,349.	1,292.		1,057.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		475.	195.	NONE	278.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 4		127.	127.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule)					
24 Total operating and administrative expenses. Add lines 13 through 23		2,951.	1,614.	NONE	1,335.
25 Contributions, gifts, grants paid		150,000.			150,000.
26 Total expenses and disbursements. Add lines 24 and 25		152,951.	1,614.	NONE	151,335.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		164,392.			
b Net Investment Income (if negative, enter -0-)			182,349.		
c Adjusted net income (if negative, enter -0-)					

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Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		4,441.	25,296.	25,296.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)	STMT 5	29,766.	49,947.	50,370.
	b	Investments - corporate stock (attach schedule)	STMT 6	140,954.	135,613.	295,325.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans				
	13	Investments - other (attach schedule)				
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		175,161.	210,856.	370,991.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)				NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		175,161.	210,856.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see instructions)		175,161.	210,856.		
31	Total liabilities and net assets/fund balances (see instructions)		175,161.	210,856.		

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	175,161.
2	Enter amount from Part I, line 27a	2	164,392.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	339,553.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	128,697.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	210,856.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)

(b) How acquired
P - Purchase
D - Donation

(c) Date acquired
(mo., day, yr.)

(d) Date sold
(mo., day, yr.)

1a PUBLICLY TRADED SECURITIES			
(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 195,533.		19,896.	175,637.
b			
c			
d			
e			
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			175,637.
b			
c			
d			
e			
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 }			2 175,637.
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) (see instructions). If (loss), enter -0- in Part I, line 8			3

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	136,243.	308,978.	0.440947
2011	136,235.	295,603.	0.460872
2010	169,329.	278,147.	0.608775
2009	115,139.	243,753.	0.472359
2008	139,671.	290,575.	0.480671
2 Total of line 1, column (d)			2 2.463624
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.492725
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 351,164.
5 Multiply line 4 by line 3			5 173,027.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,823.
7 Add lines 5 and 6			7 174,850.
8 Enter qualifying distributions from Part XII, line 4 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.			8 151,335.

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

Table with 11 rows for excise tax calculations. Line 1: 3,647. Line 2: 2. Line 3: 3,647. Line 4: NONE. Line 5: 3,647. Line 6: Credits/Payments. Line 7: 3,647. Line 8: 8. Line 9: 9. Line 10: 10. Line 11: NONE Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns: Question, Yes, No. Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: X. Row 5: X. Row 6: X. Row 7: X. Row 8a: X. Row 8b: X. Row 9: X. Row 10: X.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of NICHOLS & PRATT, LLP Telephone no. (617) 523-6800
Located at 50 CONGRESS STREET, BOSTON, MA ZIP+4 02109
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country

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

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

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
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 X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b X
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 X No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b X

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **▶** NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	

Total. Add lines 1 through 3 **▶**

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	326,072.
b	Average of monthly cash balances	1b	30,440.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	356,512.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	356,512.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,348.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	351,164.
6	Minimum investment return. Enter 5% of line 5	6	17,558.

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	17,558.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	3,647.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,647.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	13,911.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	13,911.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	13,911.

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	151,335.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	151,335.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	151,335.

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				13,911.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	127,690.			
b From 2009	104,307.			
c From 2010	158,636.			
d From 2011	123,765.			
e From 2012	120,927.			
f Total of lines 3a through e	635,325.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>151,335.</u>				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				13,911.
e Remaining amount distributed out of corpus	137,424.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	772,749.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	127,690.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	645,059.			
10 Analysis of line 9:				
a Excess from 2009	104,307.			
b Excess from 2010	158,636.			
c Excess from 2011	123,765.			
d Excess from 2012	120,927.			
e Excess from 2013	137,424.			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

b Check-box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

Table with columns for Tax year (a) 2013, Prior 3 years (b) 2012, (c) 2011, (d) 2010, and (e) Total. Rows include 2a (Adjusted net income), 2b (85% of line 2a), 2c (Qualifying distributions), 2d (Amounts included in line 2c), 2e (Qualifying distributions made directly), 3 (Alternative tests), 3a (Assets test), 3b (Endowment test), 3c (Support test), and 3d (Gross Investment Income).

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.
NONE

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

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

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

c Any submission deadlines:
N/A

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

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				
AFRICAN WOMENS HEALTH CTR BRIGHAM & WOMEN'S H 116 HUNTINGTON AVE 5TH FL BOSTON MA 02116	NONE	PC	HELP WOMEN/ UNDERGONE FEMALE GENITAL CUTTING	15,000.
NEW ENGLAND LEARNING CTR 479 MAIN STREET, P.O. BOX 520 GREENFIELD MA	NONE	PC	BUILD SAFETY, JUSTICE & DIGNITY FOR ALL	50,000.
SAFE PASSAGE 43 CENTER STREET, SUITE 304 NORTHAMPTON MA	NONE	PC	ENDING DOMESTIC VIOLENCE IN WOMEN'S LIVES	25,000.
PARTNERS IN HEALTH 641 HUNTINGTON AVENUE BOSTON MA 02115	NONE	PC	HEALTH CARE OPTION FOR THE POOR	25,000.
CARE 151 ELLIS STREET NE ATLANTA GA 30303-2404	NONE	PC	FIGHT GLOBAL POVERTY	5,000.
DOCTORS WITHOUT BORDERS USA P.O. BOX 5030 HAGERSTOWN MD 21741	NONE	PC	AID VICTIMS OF ARMED CONFLICT	5,000.
AMERICAN RED CROSS 2025 E. STREET, NW WASHINGTON DC 20006	NONE	PC	ALLEVIATE HUMAN SUFFERING	5,000.
WOMEN'S FREEDOM CENTER P O BOX 933 BRATTLEBORO VT 05301	NONE	PC	ENDING INTIMATE PARTNER ABUSE	20,000.
Total ▶ 3a				150,000.
b Approved for future payment				
Total ▶ 3b				

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

Employer identification number

GRACE RIVER FOUNDATION

04-3562515

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 foundation

Check 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).

Name of organization GRACE RIVER FOUNDATION	Employer identification number 04-3562515
---	---

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	William B. Hurd, Jr. P.O. Box 397 Jacksonville, VT 05342	\$ 28,176.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	William B. Hurd, Jr. P.O. Box 397 Jacksonville, VT 05342	\$ 105,204.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization GRACE RIVER FOUNDATION	Employer identification number 04-3562515
---	---

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	JOHNSON & JOHNSON 300 UNITS BV \$901.86	\$ 28,176.	11/15/2013
2	MERCK & CO 2200 UNITS BV \$3,782.68	\$ 105,204.	11/15/2013
		\$	
		\$	
		\$	
		\$	
		\$	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	180.	180.
ABBOTT LABS	56.	56.
ABBVIE INC	160.	160.
APPLE INC	59.	59.
APPLIED MATERIALS INC	117.	117.
AUTOMATIC DATA PROCESSING INC	348.	348.
BHP BILLITON LTD SPONS ADR	232.	232.
CATERPILLAR INC	86.	86.
CISCO SYSTEMS INC	102.	102.
COCA COLA CO	448.	448.
EMERSON ELEC CO	498.	498.
EXPEDITORS INTL WASH INC	90.	90.
EXXONMOBIL CORP	492.	492.
GENERAL ELECTRIC CORP	380.	380.
JOHNSON & JOHNSON	777.	777.
LINEAR TECHNOLOGY CORP	156.	156.
MERCK & CO INC	344.	344.
MICROSOFT CORP	97.	97.
FEDERATED US TREASURY CASH RSV FD-I	1.	1.
NOVARTIS AG SPONSORED ADR	364.	364.
PEPSICO INC	442.	442.
PRAXAIR INC	120.	120.
PROCTER & GAMBLE CO	461.	461.
QUALCOMM INC	65.	65.
SCHLUMBERGER LTD	121.	121.
SIGMA ALDRICH CORP	43.	43.
SOUTHERN COMPANY	201.	201.
STATE STREET CORP	146.	146.
SYSCO CORP	336.	336.
U.S. TREASURY NOTES 3.875% 2/15/13	194.	194.
U.S. TREASURY NOTES 4.750% 5/15/14	475.	475.
U.S. TREASURY NOTES 1.375% 11/30/15	138.	138.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
U.S. TREASURY NOTES 0.875% 11/30/16	73.	73.
U.S. TREASURY NOTES 0.250% 12/15/15	22.	22.
U.S. TREASURY NOTES 0.125% 12/31/14	11.	11.
UNITED TECHNOLOGIES CORP	165.	165.
VERIZON COMMUNICATIONS	208.	208.
WALGREEN CO	118.	118.
	-----	-----
TOTAL	8,326.	8,326.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	475.	195.		278.
TOTALS	475.	195.	NONE	278.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	127.	127.
	-----	-----
TOTALS	127.	127.
	=====	=====

04-3562515

GRACE RIVER FOUNDATION

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

=====

DESCRIPTION

DETAILS ON ATTACHED STATEMENT

TOTALS

04-3562515

GRACE RIVER FOUNDATION

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

DETAILS ON ATTACHED STATEMENT

TOTALS

Asset Detail

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Asset Detail

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Cash & Equivalents						
<i>Money Market Funds</i>						
Federated US Treasury Cash Rsv Fd-I CUSIP: 60934N682	25,296	\$25,296.19	\$25,296.19	0.00%	\$1.21	6.82%
Total Cash & Equivalents						
		\$25,296.19	\$25,296.19		\$1.21	6.82%
Equity						
<i>Consumer Staples</i>						
Coca Cola Co CUSIP: 191216100	400	\$9,389.20	\$16,524.00	2.71%	\$448.00	4.45%
Pepsico Inc CUSIP: 713448108	200	\$9,033.50	\$16,568.00	2.74%	\$454.00	4.47%
Procter & Gamble Co CUSIP: 742718109	195	\$6,198.00	\$15,874.95	2.95%	\$469.17	4.28%
Sysco Corp CUSIP: 871829107	300	\$8,494.20	\$10,830.00	3.21%	\$348.00	2.92%
Walgreen Co CUSIP: 931422109	100	\$4,131.68	\$5,744.00	2.19%	\$126.00	1.55%
		\$37,246.58	\$65,560.95		\$1,845.17	17.67%
Energy						
ExxonMobil Corp CUSIP: 30231G102	200	\$36.27	\$20,240.00	2.49%	\$504.00	5.46%
Schlumberger LTD CUSIP: 806857108	100	\$6,480.80	\$9,011.00	1.39%	\$125.00	2.43%
		\$6,517.07	\$29,251.00		\$629.00	7.89%



Asset Detail (continued)

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Financials						
State Street Corp CUSIP: 857477103	100	\$4,909.93	\$7,339.00	1.42%	\$104.00	1.98%
Health Care						
Abbott Labs CUSIP: 002824100	100	\$2,560.43	\$3,833.00	2.30%	\$88.00	1.03%
AbbVie Inc CUSIP: 00287Y109	100	\$2,776.57	\$5,281.00	3.03%	\$160.00	1.42%
Johnson & Johnson CUSIP: 478160104	300	\$901.86	\$27,477.00	2.88%	\$792.00	7.39%
Merck & Co Inc CUSIP: 58933Y105	100	\$171.94	\$5,005.00	3.52%	\$176.00	1.35%
Novartis AG Sponsored ADR CUSIP: 66987V109	150	\$8,187.50	\$12,057.00	2.56%	\$308.55	3.25%
		\$14,598.30	\$53,653.00		\$1,524.55	14.44%
Industrials						
Caterpillar Inc CUSIP: 149123101	50	\$2,050.27	\$4,540.50	2.64%	\$120.00	1.22%
Emerson Elec Co CUSIP: 291011104	300	\$853.35	\$21,054.00	2.45%	\$516.00	5.68%
Expeditors Intl Wash Inc CUSIP: 302130109	150	\$5,910.75	\$6,637.50	1.36%	\$90.00	1.79%
General Electric Corp CUSIP: 369604103	500	\$48.00	\$14,015.00	3.14%	\$440.00	3.78%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
United Technologies Corp CUSIP: 913017109	75	\$5,105.17	\$8,535.00	2.07%	\$177.00	2.30%
Technology		\$13,967.54	\$54,782.00		\$1,343.00	14.77%
Apple Inc CUSIP: 037833100	5	\$2,691.65	\$2,805.10	2.17%	\$61.00	0.76%
Applied Materials Inc CUSIP: 038222105	300	\$4,182.00	\$5,304.00	2.26%	\$120.00	1.43%
Automatic Data Processing Inc CUSIP: 053015103	200	\$9,421.08	\$16,159.80	2.38%	\$384.00	4.36%
Cisco Systems Inc CUSIP: 17275R102	200	\$3,092.00	\$4,486.00	3.03%	\$136.00	1.21%
Fiserv Inc CUSIP: 337738108	150	\$3,237.59	\$8,857.50	0.00%	\$0.00	2.39%
Linear Technology Corp CUSIP: 535678106	200	\$6,357.57	\$9,110.00	2.28%	\$208.00	2.46%
Microsoft Corp CUSIP: 594918104	100	\$2,931.00	\$3,741.00	2.99%	\$112.00	1.01%
Qualcomm Inc CUSIP: 747525103	50	\$2,848.50	\$3,712.50	1.89%	\$70.00	1.00%
		\$34,761.39	\$54,175.90		\$1,091.00	14.62%
Basic Materials						
BHP Billiton LTD Spons ADR CUSIP: 088606108	100	\$6,794.00	\$6,820.00	3.40%	\$232.00	1.84%
Praxair Inc CUSIP: 74005P104	50	\$4,054.50	\$6,501.50	1.85%	\$120.00	1.75%



Asset Detail (continued)

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
Sigma Aldrich Corp CUSIP: 826552101	50	\$2,589.50	\$4,700.50	0.91%	\$43.00	1.27%
<hr/>						
Telecommunication Services		\$13,438.00	\$18,022.00		\$395.00	4.86%
AT&T Inc CUSIP: 00206R102	100	\$3,130.92	\$3,516.00	5.23%	\$184.00	0.95%
Verizon Communications CUSIP: 92343V104	100	\$3,663.75	\$4,914.00	4.31%	\$212.00	1.32%
<hr/>						
Utilities		\$6,794.67	\$8,430.00		\$396.00	2.27%
Southern Company CUSIP: 842587107	100	\$3,379.50	\$4,111.00	4.94%	\$203.00	1.11%
<hr/>						
Total Equity		\$3,379.50	\$4,111.00		\$203.00	1.11%
<hr/>						
Fixed Income		\$135,612.98	\$295,324.85		\$7,530.72	79.61%
Government Securities						
United States Treasury Notes DTD 05/15/2004 4.750% 05/15/2014 CUSIP: 912828CJ7	10,000	\$9,968.75	\$10,169.50	4.67%	\$475.00	2.74%
United States Treasury Notes DTD 12/31/2012 0.125% 12/31/2014 CUSIP: 912828UD0	10,000	\$9,978.13	\$9,996.90	0.13%	\$12.50	2.69%

Asset Detail (continued)

Statement of Value and Activity

December 1, 2013 - December 31, 2013

Description	Shares/Par Value	Tax Cost	Market Value	Current Yield	Est. Ann. Income	% of Mkt. Val.
United States Treasury Notes DTD 11/30/2010 1.375% 11/30/2015 CUSIP: 912828PJ3	10,000	\$9,928.13	\$10,193.40	1.35%	\$137.50	2.75%
United States Treasury Notes DTD 12/15/2012 0.250% 12/15/2015 CUSIP: 912828UC2	10,000	\$9,965.63	\$9,977.70	0.25%	\$25.00	2.69%
United States Treasury Notes DTD 11/30/2011 0.875% 11/30/2016 CUSIP: 912828RU6	10,000	\$10,106.25	\$10,032.00	0.87%	\$87.50	2.70%
Total Fixed Income		\$49,846.89	\$50,369.50		\$737.50	13.57%
Total All Assets		\$210,856.06	\$370,990.54		\$8,269.43	100.00%

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

=====

DESCRIPTION

AMOUNT

ROUNDING

ADJ FMV TO BV JOHNSON & JOHNSON

2.

27,274.

ADJ FMV TO BV MERCK & CO

101,421.

TOTAL

128,697.
=====

**SCHEDULE D
(Form 1041)**

Capital Gains and Losses

OMB No. 1545-0092

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2013

Name of estate or trust

Employer identification number

GRACE RIVER FOUNDATION

04-3562515

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked	195,533.	19,896.		175,637.
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 175,637.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

JSA
3F1210 1 000

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17	Net short-term gain or (loss)	17		
18	Net long-term gain or (loss):			
a	Total for year	18a		175,637.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a ▶	19		175,637.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
20	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 19, column (3) or b \$3,000 20 ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero 22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) 23			
24	Add lines 22 and 23 24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶ 25			
26	Subtract line 25 from line 24. If zero or less, enter -0- 26			
27	Subtract line 26 from line 21. If zero or less, enter -0- 27			
28	Enter the smaller of the amount on line 21 or \$2,450 28			
29	Enter the smaller of the amount on line 27 or line 28 29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ 30			
31	Enter the smaller of line 21 or line 26 31			
32	Subtract line 30 from line 26 32			
33	Enter the smaller of line 21 or \$11,950 33			
34	Add lines 27 and 30 34			
35	Subtract line 34 from line 33. If zero or less, enter -0- 35			
36	Enter the smaller of line 32 or line 35 36			
37	Multiply line 36 by 15% ▶ 37			
38	Enter the amount from line 31 38			
39	Add lines 30 and 36 39			
40	Subtract line 39 from line 38. If zero or less, enter -0- 40			
41	Multiply line 40 by 20% ▶ 41			
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42			
43	Add lines 37, 41, and 42 43			
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶ 45			

Application for Extension of Time To File an Exempt Organization Return

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 **X**
- 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, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. GRACE RIVER FOUNDATION JH1361	Employer identification number (EIN) or 04-3562515
	Number, street, and room or suite no. If a P.O. box, see instructions. 50 CONGRESS STREET; SUITE 832	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02109	

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

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

- The books are in the care of **NICHOLS & PRATT, LLP**

Telephone No. **(617) 523-6800** 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 **08/15**, 20 **14**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

calendar year 20 **13** or

tax year beginning _____, 20____, and ending _____, 20____.

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 Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	3,647.
b If this application is for Form 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 \$	136.
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 \$	3,511.

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.