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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

| | | | |
|--|---|--|---|
| Name of foundation THE DEVONSHIRE FOUNDATION C/O HOWLAND CAPITAL | | A Employer identification number 04-6004808 | |
| Number and street (or P O box number if mail is not delivered to street address) 75 FEDERAL ST | | Room/suite 1100 | B Telephone number 617-357-9110 |
| City or town, state or province, country, and ZIP or foreign postal code BOSTON, MA 02110-1911 | | 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) ► \$ 47,099,975. | 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 (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a)) | | (a) Revenue and expenses per books | (b) Net investment income |
| 1 Contributions, gifts, grants, etc., received | | 90,365. | |
| 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments | | | |
| 3 Dividends and interest from securities | | 713,416. | 850,496. |
| 4a Gross rents b Net rental income or (loss) _____ | | | |
| 6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a b 4,848,568. | | 1,253,189. | |
| 7 Capital gain net income (from Part IV, line 2) | | | 1,770,583. |
| 8 Net short-term capital gain | | | N/A |
| 9 Income modifications Gross sales less returns and allowances | | | |
| 10a <i>RECEIVED</i> b Less: Cost of goods sold c Gross profit or (loss) | | | |
| 11 Other income 12 Total: Add lines 1 through 11 | | 773,893. | 764,089. |
| | | 2,830,863. | 3,385,168. |
| | | 0. | 0. |
| | | | |
| 13 Compensation of officers, directors, trustees, etc. | | 0. | 0. |
| 14 Other employee salaries and wages | | | |
| 15 Pension plans, employee benefits | | | |
| 16a Legal fees b Accounting fees | | STMT 3 | 5,600. |
| c Other professional fees | | STMT 4 | 119,952. |
| 17 Interest | | | 199,648. |
| 18 Taxes | | STMT 5 | 8,403. |
| 19 Depreciation and depletion | | | 98,151. |
| 20 Occupancy | | | 23,628. |
| 21 Travel, conferences, and meetings | | | 646. |
| 22 Printing and publications | | | |
| 23 Other expenses | | STMT 6 | 4,160. |
| 24 Total operating and administrative expenses. Add lines 13 through 23 | | | 223,703. |
| 25 Contributions, gifts, grants paid | | | 242,085. |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | | 0. |
| 27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0) c Adjusted net income (if negative, enter -0) | | | 1,728,467. |
| | | | 3,143,083. |
| | | | 0. |

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| Part II | Balance Sheets | Attached schedules and amounts in the description column should be for end-of-year amounts only | Beginning of year | End of year | |
|----------------|--|---|--------------------------|-----------------------|------------------------------|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| | 1 Cash - non-interest-bearing | | 89,752. | 2,856. | 2,856. |
| | 2 Savings and temporary cash investments | | 1,163,983. | 1,715,530. | 1,715,530. |
| | 3 Accounts receivable ► | | | | |
| | Less: allowance for doubtful accounts ► | | | | |
| | 4 Pledges receivable ► | | | | |
| | Less: allowance for doubtful accounts ► | | | | |
| | 5 Grants receivable | | | | |
| | 6 Receivables due from officers, directors, trustees, and other disqualified persons | | | | |
| | 7 Other notes and loans receivable ► | | | | |
| | Less: allowance for doubtful accounts ► | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | | | |
| | 10a Investments - U.S. and state government obligations | | | | |
| | b Investments - corporate stock | STMT 8 | 22,667,432. | 22,225,728. | 36,219,083. |
| | c Investments - corporate bonds | STMT 9 | 3,306,093. | 5,366,518. | 5,161,621. |
| | 11 Investments - land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation ► | | | | |
| | 12 Investments - mortgage loans | | | | |
| | 13 Investments - other | | | | |
| | 14 Land, buildings, and equipment basis ► | | | | |
| | Less accumulated depreciation ► | | | | |
| | 15 Other assets (describe ► VENTURE CAPITAL PAR) | | 3,900,921. | 3,546,016. | 4,000,885. |
| | 16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1) | | 31,128,181. | 32,856,648. | 47,099,975. |
| | 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. | |
| | 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 | | 31,128,181. | 32,856,648. | |
| | 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 | | 31,128,181. | 32,856,648. | |
| | 31 Total liabilities and net assets/fund balances | | 31,128,181. | 32,856,648. | |

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 31,128,181. |
| 2 Enter amount from Part I, line 27a | 2 1,728,467. |
| 3 Other increases not included in line 2 (itemize) ► | 3 0. |
| 4 Add lines 1, 2, and 3 | 4 32,856,648. |
| 5 Decreases not included in line 2 (itemize) ► | 5 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 32,856,648. |

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| Part IV Capital Gains and Losses for Tax on Investment Income | | | SEE ATTACHED STATEMENTS | | | |
|--|---|---|---|--------------------------------------|----------------------------------|--|
| (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 | | | | | | |
| 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 | 4,848,568. | 4,112,773. | 1,770,583. | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) Gains (Col. (h)) gain minus col. (k), but not less than -0- or Losses (from col. (h)) | | | |
| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | | |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | 1,770,583. | | | |
| 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 | 1,770,583. | | |
| 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 | 1,798. | | |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 | 2,041,981. | 38,685,857. | .052784 | | | |
| 2011 | 2,857,686. | 38,839,537. | .073577 | | | |
| 2010 | 707,355. | 33,248,852. | .021275 | | | |
| 2009 | 965,716. | 18,338,866. | .052660 | | | |
| 2008 | 548,518. | 6,771,457. | .081004 | | | |
| 2 Total of line 1, column (d) | | | 2 | .281300 | | |
| 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 | .056260 | | |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | | 4 | 43,058,780. | | |
| 5 Multiply line 4 by line 3 | | | 5 | 2,422,487. | | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 6 | 31,431. | | |
| 7 Add lines 5 and 6 | | | 7 | 2,453,918. | | |
| 8 Enter qualifying distributions from Part XII, line 4 | | | 8 | 878,693. | | |
| If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions. | | | | | | |

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2013 estimated tax payments and 2012 overpayment credited to 2013

6a 28,000.

b Exempt foreign organizations - tax withheld at source

6b

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

6c 33,000.

d Backup withholding erroneously withheld

6d

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

7 61,000.

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

8

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

9 1,862.

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

10

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

Refunded ►

11

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

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

1a

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

c Did the foundation file Form 1120-POL for this year?

1c

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.

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

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

2

If "Yes," attach a detailed description of the activities.

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3

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

4a

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

4b

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

5

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6

• By language in the governing instrument, or

7

• 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?

8b

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

9

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

MA

10

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)

of each state as required by General Instruction G? If "No," attach explanation

8b

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV

9

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

10

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Part VII-A Statements Regarding Activities (continued)

| | | | |
|---|---|-----------------------------------|--------------|
| 11 | | | X |
| 12 | | | X |
| 13 | X | | |
| Website address ► N/A | | | |
| 14 | The books are in care of ► WESTON HOWLAND III | Telephone no. ► 6173579110 | |
| Located at ► 75 FEDERAL ST, STE 1100, BOSTON, MA ZIP+4 ► 02110-1911 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year | ► 15 | ► N/A |
| 16 | At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► | Yes | No |
| | | 16 | X |

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

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

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

(continued)

| | | | | |
|---|---|--|----|---|
| 5a During the year did the foundation pay or incur any amount to: | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? | N/A | ► <input type="checkbox"/> | 5b | |
| Organizations relying on a current notice regarding disaster assistance check here | | | | |
| c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? | N/A | <input type="checkbox"/> Yes <input type="checkbox"/> No | | |
| If "Yes," attach the statement required by Regulations section 53.4945-5(d). | | | | |
| 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 6b | X |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | N/A | | 7b | |

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|--|---|---|---|---------------------------------------|
| WESTON HOWLAND III C/O HOWLAND CAPITAL, 75 FEDERAL STREET BOSTON, MA 02110-1911 | PRESIDENT & TREASURER 0.00 | 0. | 0. | 0. |
| CHARLES E CLAPP III C/O HOWLAND CAPITAL, 75 FEDERAL STREET BOSTON, MA 02110-1911 | TRUSTEE 0.00 | 0. | 0. | 0. |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

► 0
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Part 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 | 42,674,373. |
| b | Average of monthly cash balances | 1b | 1,040,124. |
| c | Fair market value of all other assets | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 43,714,497. |
| 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 | 43,714,497. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 655,717. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 43,058,780. |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 2,152,939. |

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 | 2,152,939. |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 62,862. |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 62,862. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,090,077. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 2,090,077. |
| 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 | 2,090,077. |

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 | 878,693. |
| 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 | 878,693. |
| 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 | 878,693. |

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.

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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 | | | | 2,090,077. |
| 2 Undistributed income, if any, as of the end of 2013 | | | 0. | |
| a Enter amount for 2012 only | | | | |
| b Total for prior years: | | 0. | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | 323,893. | | | |
| e From 2012 | 135,192. | | | |
| f Total of lines 3a through e | 459,085. | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 878,693. | | | 0. | |
| a Applied to 2012, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 0. | | | |
| d Applied to 2013 distributable amount | | | | 878,693. |
| 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)) | 459,085. | | | 459,085. |
| 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 | | | | 752,299. |
| 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 | | | | |

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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).

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.

• 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;

6. Any submission deadlines:

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

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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 |
|---|--|--------------------------------------|--|---------------|
| a Paid during the year | | | | |
| ADOLESCENT CONSULTATION SERVICES INC. 189 CAMBRIDGE ST CAMBRIDGE, MA 02141 | NONE | PUBLIC | 3 YEAR GRANT FOR EDUCATION & ADVOCACY | 25,000. |
| AMERICAN FOREIGN SERVICE ASSOCIATION 2101 E. STREET NW WASHINGTON, DC 20037 | NONE | PUBLIC | ANNUAL INCOME DISTRIBUTION | 6,375. |
| ASSOCIATION OF SMALL FOUNDATIONS 1720 N. ST, NW WASHINGTON, DC 20036 | NONE | PUBLIC | 2013 GRANT | 1,500. |
| CARROLL CENTER FOR THE BLIND 770 CENTRE ST NEWTON, MA 02458 | NONE | PUBLIC | 2013 GRANT | 3,000. |
| CHILD & FAMILY SERVICES 464 CHESTNUT ST MANCHESTER, NH 03105 | NONE | PUBLIC | 2013 GRANT | 10,000. |
| Total | SEE CONTINUATION SHEET(S) | | | ► 3a 878,693. |
| b Approved for future payment | | | | |
| NONE | | | | |
| | | | | |
| | | | | |
| | | | | |
| Total | | | | ► 3b 0. |

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income |
|--|---------------------------|---------------|--------------------------------------|---------------|---|
| | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | | | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 2,740,498. | 0. |
| 13 Total Add line 12, columns (b), (d), and (e) | | | | | 2,740,498. |

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

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

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Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co. | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|--------------------------------------|----------------------------------|
| 1a 2000 SHARES OF AKAMAI TECHNOLOGIES INC | | 11/04/09 | 03/06/13 |
| b 5000 SHARES OF ASPEN TECHNOLOGY INC | | 05/08/09 | 05/23/13 |
| c 500000 SHARES OF CITIZENS COMMUNICATIONS CO DTD 0 | | 05/07/10 | 04/10/13 |
| d 100 SHARES OF CLEAN HARBORS INC | | 05/20/10 | 10/29/13 |
| e 2400 SHARES OF CLEAN HARBORS INC | | 06/04/10 | 10/29/13 |
| f 2000 SHARES OF COLGATE PALMOLIVE CO | | 05/08/09 | 03/06/13 |
| g 200000 SHARES OF FEDERAL HOME LN MTG CORP DTD 03/ | | 03/06/12 | 03/21/13 |
| h 250000 SHARES OF FORD MOTOR CREDIT COMPANY LLC DT | | 05/29/12 | 06/20/13 |
| i 4000 SHARES OF GILEAD SCIENCES INC | | 05/08/09 | 04/30/13 |
| j 3700 SHARES OF GILEAD SCIENCES INC | | 03/30/11 | 04/30/13 |
| k 1000 SHARES OF IDEXX LABS INC | | 06/04/10 | 05/23/13 |
| l 1120 SHARES OF IDEXX LABS INC | | 11/22/10 | 05/23/13 |
| m 1380 SHARES OF IDEXX LABS INC | | 05/08/09 | 05/23/13 |
| n 2000 SHARES OF ISHARES INC MSCI BRIC INDX | | 04/06/10 | 08/13/13 |
| o 3800 SHARES OF ISHARES INC MSCI BRIC INDX | | 12/22/10 | 08/13/13 |

| (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 75,354. | | 45,183. | 30,171. |
| b 149,463. | | 38,875. | 110,588. |
| c 556,185. | | 496,154. | 60,031. |
| d 6,227. | | 3,101. | 3,126. |
| e 149,451. | | 75,711. | 73,740. |
| f 230,772. | | 123,560. | 107,212. |
| g 200,000. | | 199,818. | 182. |
| h 250,000. | | 250,002. | -2. |
| i 202,408. | | 88,930. | 113,478. |
| j 187,228. | | 78,626. | 108,602. |
| k 83,740. | | 62,165. | 21,575. |
| l 93,789. | | 71,950. | 21,839. |
| m 115,561. | | 60,285. | 55,276. |
| n 71,552. | | 96,576. | -25,024. |
| o 135,949. | | 184,888. | -48,939. |

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 | | | 30,171. |
| b | | | 110,588. |
| c | | | 60,031. |
| d | | | 3,126. |
| e | | | 73,740. |
| f | | | 107,212. |
| g | | | 182. |
| h | | | -2. |
| i | | | 113,478. |
| j | | | 108,602. |
| k | | | 21,575. |
| l | | | 21,839. |
| m | | | 55,276. |
| n | | | -25,024. |
| o | | | -48,939. |

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 }

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

THE FOUNDATION INVESTS IN HCM VENTURE FUND VI AND THE K1 FOR THIS FUND ATTACHED FOOTNOTES NOTED THAT ONE OF ITS UNDERLYING INVESTMENTS HAD A IRC SECTION 165 LOSS. PLEASE SEE ATTACHED FOR DETAILS OF THIS TRANSACTION.

| FORM 990-PF | CORPORATE STOCK | STATEMENT 8 |
|-------------|-----------------|-------------|
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|-------------|-------------------|
| INVESTMENT-CORPORATE STOCK | 22,225,728. | 36,219,083. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 22,225,728. | 36,219,083. |

| FORM 990-PF | CORPORATE BONDS | STATEMENT 9 |
|-------------|-----------------|-------------|
|-------------|-----------------|-------------|

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|------------|-------------------|
| INVESTMENTS-CORPORATE BONDS | 5,366,518. | 5,161,621. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 5,366,518. | 5,161,621. |

| FORM 990-PF | OTHER ASSETS | STATEMENT 10 |
|-------------|--------------|--------------|
|-------------|--------------|--------------|

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| VENTURE CAPITAL PARTNERSHIPS | 3,900,921. | 3,546,016. | 4,000,885. |
| TO FORM 990-PF, PART II, LINE 15 | 3,900,921. | 3,546,016. | 4,000,885. |

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 | 1500 SHARES OF JOHNSON & JOHNSON | | 01/27/12 | 04/30/13 |
| b | 1500 SHARES OF MCCORMICK & CO INC COM NON VTG | | 11/04/09 | 09/16/13 |
| c | 600 SHARES OF NORTHERN TR CORP | | 02/03/09 | 03/06/13 |
| d | 1985 SHARES OF NORTHERN TR CORP | | 05/08/09 | 03/06/13 |
| e | 2015 SHARES OF NORTHERN TR CORP | | 05/08/09 | 03/06/13 |
| f | 2000 SHARES OF NORTHERN TR CORP | | 05/20/10 | 03/06/13 |
| g | 1700 SHARES OF CORE LABORATORIES NV SHS | | 06/04/10 | 03/06/13 |
| h | 2000 SHARES OF PORTLAND GEN ELEC CO | | 05/08/09 | 08/13/13 |
| i | 4000 SHARES OF SOLERA HOLDINGS INC | | 07/29/10 | 10/29/13 |
| j | 267.1 SHARES OF SPLUNK INC | | 08/18/04 | 03/21/13 |
| k | 175.94 SHARES OF SPLUNK INC | | 08/18/04 | 02/12/13 |
| l | 0.31 SHARES OF SPLUNK INC | | 08/15/11 | 02/12/13 |
| m | 1.56 SHARES OF SPLUNK INC | | 09/08/11 | 02/12/13 |
| n | 0.31 SHARES OF SPLUNK INC | | 11/29/11 | 02/12/13 |
| o | 252.61 SHARES OF SPLUNK INC | | 08/18/04 | 04/10/13 |

| (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 127,478. | | 98,671. | 28,807. |
| b 103,312. | | 52,460. | 50,852. |
| c 32,429. | | 35,402. | -2,973. |
| d 107,286. | | 106,029. | 1,257. |
| e 108,907. | | 107,631. | 1,276. |
| f 108,096. | | 102,257. | 5,839. |
| g 81,072. | | 73,680. | 7,392. |
| h 59,977. | | 37,390. | 22,587. |
| i 225,921. | | 152,376. | 73,545. |
| j 10,268. | | 67. | 10,201. |
| k 5,957. | | 44. | 5,913. |
| l 11. | | 2. | 9. |
| m 53. | | 9. | 44. |
| n 11. | | 2. | 9. |
| o 10,380. | | 63. | 10,317. |

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 | | | 28,807. |
| b | | | 50,852. |
| c | | | -2,973. |
| d | | | 1,257. |
| e | | | 1,276. |
| f | | | 5,839. |
| g | | | 7,392. |
| h | | | 22,587. |
| i | | | 73,545. |
| j | | | 10,201. |
| k | | | 5,913. |
| l | | | 9. |
| m | | | 44. |
| n | | | 9. |
| o | | | 10,317. |

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):

3

If gain, also enter in Part I, line 8, column (c).
If (loss), enter "-0-" in Part I, line 8

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 | 12000 SHARES OF VALLEY NATL BANCORP | | 11/26/12 | 09/17/13 |
| b | 3970 SHARES OF VALLEY NATL BANCORP | | 03/06/13 | 09/17/13 |
| c | 8507.993 SHARES OF VALLEY NATL BANCORP | | 05/08/09 | 09/16/13 |
| d | 5824.007 SHARES OF VALLEY NATL BANCORP | | 03/14/11 | 09/16/13 |
| e | 5000 SHARES OF VALLEY NATL BANCORP | | 08/17/12 | 09/16/13 |
| f | 5030 SHARES OF VALLEY NATL BANCORP | | 03/06/13 | 09/16/13 |
| g | 1000 SHARES OF VANGUARD BD INDEX FD INC SHORT TRM | | 08/11/09 | 02/08/13 |
| h | 10000 SHARES OF VERIZON WIRELESS CAP LLC DTD 08/0 | | 02/06/09 | 11/29/13 |
| i | 10000 SHARES OF VERIZON WIRELESS CAP LLC DTD 08/0 | | 02/06/09 | 12/02/13 |
| j | 62.02 SHARES OF AMBARELLA INC SHS | | 01/28/04 | 07/17/13 |
| k | 62.02 SHARES OF AMBARELLA INC SHS | | 01/28/04 | 10/31/13 |
| l | 800 SHARES OF ACE LTD | | 06/29/07 | 08/13/13 |
| m | 1200 SHARES OF ACE LTD | | 09/03/09 | 08/13/13 |
| n | 500 SHARES OF CORE LABORATORIES NV SHS | | 05/08/09 | 10/29/13 |
| o | 300 SHARES OF CORE LABORATORIES NV SHS | | 05/08/09 | 03/06/13 |

| (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 119,634. | | 113,063. | 6,571. |
| b 39,579. | | 40,412. | -833. |
| c 84,883. | | 101,773. | -16,890. |
| d 58,105. | | 71,544. | -13,439. |
| e 49,884. | | 48,599. | 1,285. |
| f 50,183. | | 51,202. | -1,019. |
| g 80,852. | | 79,284. | 1,568. |
| h 10,000. | | 10,000. | 0. |
| i 10,081. | | 10,000. | 81. |
| j 1,163. | | 185. | 978. |
| k 1,256. | | 185. | 1,071. |
| l 72,294. | | 50,272. | 22,022. |
| m 108,441. | | 61,810. | 46,631. |
| n 95,593. | | 21,996. | 73,597. |
| o 40,826. | | 13,198. | 27,628. |

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 | | ** | 6,571. |
| b | | ** | -833. |
| c | | | -16,890. |
| d | | | -13,439. |
| e | | | 1,285. |
| f | | ** | -1,019. |
| g | | | 1,568. |
| h | | | 0. |
| i | | | 81. |
| j | | | 978. |
| k | | | 1,071. |
| l | | | 22,022. |
| m | | | 46,631. |
| n | | | 73,597. |
| o | | | 27,628. |

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 }

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.) |
|---|---|--|--------------------------------------|----------------------------------|
| a | 1700 SHARES OF CORE LABORATORIES NV SHS | | 05/08/09 | 03/06/13 |
| b | 500 SHARES OF ASPEN TECHNOLOGY INC | | 10/20/05 | 05/23/13 |
| c | 200 SHARES OF ASPEN TECHNOLOGY INC | | 10/20/05 | 03/18/13 |
| d | 100 SHARES OF CVS / CAREMARK CORP | | 09/03/09 | 03/18/13 |
| e | 100 SHARES OF GILEAD SCIENCES INC | | 05/05/11 | 03/18/13 |
| f | 30 SHARES OF IDEXX LABS INC | | 01/14/08 | 05/23/13 |
| g | 60 SHARES OF IDEXX LABS INC | | 01/14/08 | 03/18/13 |
| h | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 09/30/13 |
| i | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 08/31/13 |
| j | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 04/30/13 |
| k | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 03/31/13 |
| l | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 06/30/13 |
| m | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 11/30/13 |
| n | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 07/31/13 |
| o | 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 10/31/13 |

| (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 231,347. | | 74,787. | 156,560. |
| b 14,946. | | 2,985. | 11,961. |
| c 6,401. | | 1,194. | 5,207. |
| d 5,362. | | 3,637. | 1,725. |
| e 4,473. | | 2,062. | 2,411. |
| f 2,512. | | 1,811. | 701. |
| g 5,490. | | 3,622. | 1,868. |
| h 1. | | | 1. |
| i 1. | | | 1. |
| j 1. | | | 1. |
| k 1. | | | 1. |
| l 1. | | | 1. |
| m 1. | | | 1. |
| n 1. | | | 1. |
| o 1. | | | 1. |

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 | | | 156,560. |
| b | | | 11,961. |
| c | | | 5,207. |
| d | | | 1,725. |
| e | | | 2,411. |
| f | | | 701. |
| g | | | 1,868. |
| h | | | 1. |
| i | | | 1. |
| j | | | 1. |
| k | | | 1. |
| l | | | 1. |
| m | | | 1. |
| n | | | 1. |
| o | | | 1. |

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 }

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

2

3

** (SHORT-TERM)

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.) |
|--|--|--------------------------------------|----------------------------------|
| a 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 05/31/13 |
| b 400 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 12/31/13 |
| c 350 SHARES OF ISHARES INC MSCI BRIC INDX | | 04/06/10 | 03/18/13 |
| d 75 SHARES OF MCCORMICK & CO INC COM NON VTG | | 04/06/04 | 09/16/13 |
| e 65 SHARES OF MEDTRONIC INC | | 03/15/02 | 08/19/13 |
| f 25 SHARES OF MEDTRONIC INC | | 04/19/07 | 08/19/13 |
| g 100 SHARES OF NORTHERN TR CORP | | 02/03/09 | 03/18/13 |
| h 50 SHARES OF NORTHERN TR CORP | | 11/22/10 | 03/18/13 |
| i 40 SHARES OF SPDR GOLD TRUST . | | 11/29/12 | 01/07/13 |
| j 40 SHARES OF SPDR GOLD TRUST . | | 11/29/12 | 02/21/13 |
| k 40 SHARES OF SPDR GOLD TRUST . | | 11/26/12 | 03/05/13 |
| l 285.813 SHARES OF VALLEY NATL BANCORP | | 11/04/09 | 09/16/13 |
| m 164.187 SHARES OF VALLEY NATL BANCORP | | 03/14/11 | 09/16/13 |
| n 293 SHARES OF VALLEY NATL BANCORP | | 11/04/09 | 09/17/13 |
| o 5000 SHARES OF VERIZON WIRELESS CAP LLC DTD 08/01 | | 02/06/09 | 11/29/13 |

| (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 1. | | | 1. |
| b 1. | | | 1. |
| c 13,719. | | 16,901. | -3,182. |
| d 5,166. | | 2,531. | 2,635. |
| e 3,514. | | 2,996. | 518. |
| f 1,351. | | 1,296. | 55. |
| g 5,436. | | 5,900. | -464. |
| h 2,718. | | 2,534. | 184. |
| i 2. | | | 2. |
| j 2. | | | 2. |
| k 6,086. | | 6,780. | -694. |
| l 2,852. | | 3,251. | -399. |
| m 1,638. | | 2,017. | -379. |
| n 2,921. | | 3,333. | -412. |
| o 5,000. | | 5,000. | 0. |

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. |
| b | | | 1. |
| c | | | -3,182. |
| d | | | 2,635. |
| e | | | 518. |
| f | | | 55. |
| g | | | -464. |
| h | | | 184. |
| i | | | 2. |
| j | | | 2. |
| k | | | -694. |
| l | | | -399. |
| m | | | -379. |
| n | | | -412. |
| o | | | 0. |

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 }

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

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 5000 SHARES OF VERIZON WIRELESS CAP LLC DTD 08/01 | | | | 02/06/09 | 12/02/13 |
| b 31 SHARES OF VISA INC CL A | | | | 11/17/08 | 03/18/13 |
| c 350 SHARES OF ASPEN TECHNOLOGY INC | | | | 10/20/05 | 05/23/13 |
| d 50 SHARES OF CVS / CAREMARK CORP | | | | 09/03/09 | 03/18/13 |
| e 50 SHARES OF CARMAX INC | | | | 05/22/08 | 03/18/13 |
| f 30 SHARES OF GILEAD SCIENCES INC | | | | 01/30/04 | 03/18/13 |
| g 30 SHARES OF GILEAD SCIENCES INC | | | | 03/14/11 | 03/18/13 |
| h 35 SHARES OF IDEXX LABS INC | | | | 01/14/08 | 05/23/13 |
| i 5 SHARES OF IDEXX LABS INC | | | | 02/14/08 | 05/23/13 |
| j 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | | | 03/08/13 | 04/30/13 |
| k 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | | | 03/08/13 | 03/31/13 |
| l 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | | | 03/08/13 | 05/31/13 |
| m 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | | | 03/08/13 | 08/31/13 |
| n 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | | | 03/08/13 | 10/31/13 |
| o 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | | | 03/08/13 | 06/30/13 |
| (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 5,040. | | 5,000. | 40. | | |
| b 4,903. | | 1,642. | 3,261. | | |
| c 10,462. | | 2,090. | 8,372. | | |
| d 2,681. | | 1,819. | 862. | | |
| e 2,084. | | 1,030. | 1,054. | | |
| f 1,342. | | 205. | 1,137. | | |
| g 1,342. | | 612. | 730. | | |
| h 2,931. | | 2,113. | 818. | | |
| i 419. | | 287. | 132. | | |
| j 1. | | | 1. | | |
| k 1. | | | 1. | | |
| l 1. | | | 1. | | |
| m 1. | | | 1. | | |
| n 1. | | | 1. | | |
| o 1. | | | 1. | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) 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 | 40. | | |
| a | | | 3,261. | | |
| b | | | 8,372. | | |
| c | | | 862. | | |
| d | | | 1,054. | | |
| e | | | 1,137. | | |
| f | | | 730. | | |
| g | | | 818. | | |
| h | | | 132. | | |
| i | | | 1. | | |
| j | | | 1. | | |
| k | | | 1. | | |
| l | | | 1. | | |
| m | | | 1. | | |
| n | | | 1. | | |
| o | | | 1. | | |
| 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 | 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 09/30/13 |
| b | 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 11/30/13 |
| c | 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 07/31/13 |
| d | 200 SHARES OF ISHARES COMEX GOLD TR ISHARES | | 03/08/13 | 12/31/13 |
| e | 150 SHARES OF ISHARES INC MSCI BRIC INDX | | 04/06/10 | 03/18/13 |
| f | 25 SHARES OF MCCORMICK & CO INC COM NON VTG | | 04/06/04 | 09/16/13 |
| g | 40 SHARES OF MEDTRONIC INC | | 03/15/02 | 08/19/13 |
| h | 40 SHARES OF NORTHERN TR CORP | | 02/03/09 | 03/18/13 |
| i | 20 SHARES OF SPDR GOLD TRUST . | | 11/26/12 | 03/05/13 |
| j | 20 SHARES OF SPDR GOLD TRUST . | | 11/26/12 | 01/07/13 |
| k | 20 SHARES OF SPDR GOLD TRUST . | | 11/26/12 | 02/21/13 |
| l | 128.525 SHARES OF VALLEY NATL BANCORP | | 11/04/09 | 09/16/13 |
| m | 26.475 SHARES OF VALLEY NATL BANCORP | | 03/14/11 | 09/16/13 |
| n | 103 SHARES OF VALLEY NATL BANCORP | | 11/04/09 | 09/17/13 |
| o | 5000 SHARES OF VERIZON WIRELESS CAP LLC DTD 08/01 | | 02/06/09 | 11/29/13 |

| (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 1. | | | 1. |
| b 1. | | | 1. |
| c 1. | | | 1. |
| d 1. | | | 1. |
| e 5,880. | | 7,243. | -1,363. |
| f 1,722. | | 844. | 878. |
| g 2,162. | | 1,844. | 318. |
| h 2,174. | | 2,360. | -186. |
| i 3,043. | | 3,390. | -347. |
| j 1. | | | 1. |
| k 1. | | | 1. |
| l 1,282. | | 1,462. | -180. |
| m 264. | | 325. | -61. |
| n 1,027. | | 1,172. | -145. |
| o 5,000. | | 5,000. | 0. |

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. |
| b | | | 1. |
| c | | | 1. |
| d | | | 1. |
| e | | | -1,363. |
| f | | | 878. |
| g | | | 318. |
| h | | | -186. |
| i | | | -347. |
| j | | | 1. |
| k | | | 1. |
| l | | | -180. |
| m | | | -61. |
| n | | | -145. |
| o | | | 0. |

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 }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 }

2

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 | 5000 SHARES OF VERIZON WIRELESS CAP LLC DTD 08/01 | | 02/06/09 | 12/02/13 |
| b | 20 SHARES OF VISA INC CL A | | 02/03/09 | 03/18/13 |
| c | VENTURE FUNDS - ST | | 06/30/13 | 12/31/13 |
| d | VENTURE FUNDS - LT | | 12/01/12 | 12/31/13 |
| e | 33,334 SHARES OF CHTP/BTRV | P | 05/08/09 | 06/19/13 |
| f | 17,333 SHARES OF CHTP/BIOTROVE | P | 05/08/09 | 06/19/13 |
| g | CAPITAL GAINS DIVIDENDS | | | |
| h | | | | |
| i | | | | |
| j | | | | |
| k | | | | |
| l | | | | |
| m | | | | |
| n | | | | |
| o | | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 5,040. | | 5,000. | 40. |
| b 3,163. | | 972. | 2,191. |
| c | | -2,921. | -2,921. |
| d | | 520,315. | 520,315. |
| e | | 50,783. | -50,783. |
| f | | 42,119. | -42,119. |
| g 154,038. | | | 154,038. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (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 | | | 40. |
| b | | | 2,191. |
| c | | ** | -2,921. |
| d | | | 520,315. |
| e | | | -50,783. |
| f | | | -42,119. |
| g | | | 154,038. |
| h | | | |
| i | | | |
| j | | | |
| k | | | |
| l | | | |
| m | | | |
| n | | | |
| o | | | |

| | | | |
|---|---|---|------------|
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } | 2 | 1,770,583. |
| 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 | 1,798. |

THE DEVONSHIRE FOUNDATION
C/O HOWLAND CAPITAL

04-6004808

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|--|--------------------------------------|-------------------------------------|----------|
| CROSSROADS FOR KIDS 119 MYRTLE STREET DUXBURY, MA 02332 | NONE | PUBLIC | FINAL YEAR OF THREE YEAR GRANT | 200,000. |
| PIONEER INSTITUTE 86 DEVONSHIRE ST BOSTON, MA 02109 | NONE | PUBLIC | 2013 GRANT | 5,000. |
| ROOTCAUSE SOCIAL INNOVATION FORUM ONE CANAL PARK 3RD FLOOR CAMBRIDGE, MA 02141 | NONE | PUBLIC | 2013 GRANT & TRACK STAFFING | 130,000. |
| TRUSTEES OF TUFTS COLLEGE TUFTS UNIVERSITY PACKARD HALL MEDFORD, MA 02155 | NONE | PUBLIC | ANNUAL INCOME DISTRIBUTION | 14,318. |
| YWCA BOSTON 140 CLARENCE ST BOSTON, MA 02116 | NONE | PUBLIC | 2013 GRANT | 50,000. |
| YOUTH ENRICHMENT SERVICES 412 MASSACHUSETTS AVE BOSTON, MA 02118 | NONE | PUBLIC | 2013 GRANT | 62,500. |
| NEWTON WELLESLEY HOSPITAL CHARITABLE FOUNDATION 2014 WASHINGTON STREET NEWTON, MA 02462 | NONE | PUBLIC | MASTER CLINICIAN PROGRAM | 271,000. |
| YOUTHCONNECT 115 WARREN STREET ROXBURY, MA 02119 | NONE | PUBLIC | SECOND YEAR OF THREE YEAR GRANT | 100,000. |
| Total from continuation sheets | | | | 832,818. |

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 |
|-------------------|--------------|-------------------------|-----------------------|---------------------------|-------------------------|
| HOWLAND CAPITAL | 867,454. | 154,038. | 713,416. | 713,416. | 0. |
| TO PART I, LINE 4 | 867,454. | 154,038. | 713,416. | 713,416. | 0. |

FORM 990-PF

OTHER INCOME

STATEMENT 2

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---------------------------------------|-----------------------------|-----------------------------------|-------------------------------|
| FEDERAL REFUND | 10,696. | 0. | 0. |
| VF - OTHER INCOME | 763,197. | 763,197. | 0. |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 773,893. | 763,197. | 0. |

FORM 990-PF

ACCOUNTING FEES

STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| TAX RETURN PREPARATION | 5,600. | 5,600. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16B | 5,600. | 5,600. | 0. | 0. |

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|--------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| HOWLAND CAPITAL INVESTMENT ADV | 119,952. | 119,952. | 0. | 0. |
| HCM VENTURE FUND I LLC MANAGEM | 0. | 1,540. | 0. | 0. |
| HCM VENTURE FUND II LLC MANAGE | 0. | 4,288. | 0. | 0. |
| HCM VENTURE FUND III LLC MANAG | 0. | 5,208. | 0. | 0. |
| HCM VENTURE FUND IV LLC MANAGE | 0. | 7,532. | 0. | 0. |
| HCM VENTURE FUND V LLC MANAGME | 0. | 31,692. | 0. | 0. |
| HCM VENTURE FUND VI LLC MGMT | 0. | 19,025. | 0. | 0. |
| VECTOR II & IIII | 0. | 2,995. | 0. | 0. |
| POMONA CAPITAL | 0. | 7,416. | 0. | 0. |
| CHTP/BIOTRV | 0. | 0. | 0. | 0. |
| FCP INVESTORS | 0. | 0. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 119,952. | 199,648. | 0. | 0. |

FORM 990-PF

TAXES

STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| MASSACHUSETTS FILING FEES | 4,515. | 4,515. | 0. | 0. |
| FOREIGN TAXES WITHHELD | 18,636. | 18,636. | 0. | 0. |
| THROUGH HCM VENTURE FUNDS | 0. | 456. | 0. | 0. |
| FEDERAL EXCISE | 75,000. | 0. | 0. | 0. |
| THROUGH POMONA CAPITAL FUNDS | 0. | 21. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 98,151. | 23,628. | 0. | 0. |

FORM 990-PF

OTHER EXPENSES

STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| THROUGH FCP INVESTORS | 0. | 42. | 0. | 0. |
| THROUGH AEROFUND | 0. | 160. | 0. | 0. |
| THROUGH POMONA CAPITAL FUNDS | 0. | 603. | 0. | 0. |
| THROUGH HCM VENTURE FUNDS | 0. | 3,355. | 0. | 0. |
| TO FORM 990-PF, PG 1, LN 23 | 0. | 4,160. | 0. | 0. |

THE DEVONSHIRE FOUNDATION C/O HOWLAND CA

04-6004808

FOOTNOTES

STATEMENT 7