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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning		, 2013, and ending																																																																																																																																																																																														
<p>Name of foundation CO-TTEE U/W OF EDWIN PHILLIPS</p> <p>Number and street (or P O box number if mail is not delivered to street address)</p> <p>P O BOX 1802</p> <p>City or town, state or province, country, and ZIP or foreign postal code</p> <p>PROVIDENCE, RI 02901-1802</p>																																																																																																																																																																																																
<p>G Check all that apply:</p> <table border="1" style="display: inline-table; vertical-align: middle;"> <tr><td>Initial return</td><td>Initial return of a former public charity</td></tr> <tr><td>Final return</td><td>Amended return</td></tr> <tr><td>Address change</td><td>Name change</td></tr> </table>		Initial return	Initial return of a former public charity	Final return	Amended return	Address change	Name change	<p>A Employer identification number 04-6025549</p> <p>B Telephone number (see instructions) 888-866-3275</p>																																																																																																																																																																																								
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	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
	1 Cash - non-interest-bearing		2,886.	2,720.	2,720.
	2 Savings and temporary cash investments		274,906.	211,746.	211,746.
Assets	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 ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10 a Investments - U.S. and state government obligations (attach schedule)				
	b Investments - corporate stock (attach schedule)	STMT 6.	10,632,115.	10,887,629.	11,986,835.
	c Investments - corporate bonds (attach schedule)				
	11 Investments - land, buildings, and equipment basis				
	Less accumulated depreciation ► (attach schedule)				
Liabilities	12 Investments - mortgage loans				
	13 Investments - other (attach schedule)	STMT 7.	849,100.	479,433.	430,600.
	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 II)		11,759,007.	11,581,528.	12,631,901.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)				NONE
	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 and complete lines 27 through 31. ► <input checked="" type="checkbox"/>				
	27 Capital stock, trust principal, or current funds		11,756,121.	11,578,808.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds		2,886.	2,720.	
	30 Total net assets or fund balances (see instructions)		11,759,007.	11,581,528.	
	31 Total liabilities and net assets/fund balances (see instructions)		11,759,007.	11,581,528.	
					STMT 8

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	11,759,007.
2 Enter amount from Part I, line 27a	2	-212,541.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 9	3	70,557.
4 Add lines 1, 2, and 3	4	11,617,023.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	35,495.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,581,528.

Form 990-PF (2013)

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					
b OTHER GAINS AND LOSSES					
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 1,153,915.		1,023,480.	130,435.		
b 1,948,732.		1,890,841.	57,891.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(II) 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			130,435.		
b			57,891.		
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	188,326.	
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	533,594.	11,660,603.	0.045760
2011	521,050.	11,366,812.	0.045840
2010	456,997.	10,783,941.	0.042378
2009	614,723.	9,730,992.	0.063172
2008	635,113.	11,386,957.	0.055775

2 Total of line 1, column (d)	2	0.252925
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	0.050585
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	12,202,475.
5 Multiply line 4 by line 3	5	617,262.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,316.
7 Add lines 5 and 6	7	620,578.
8 Enter qualifying distributions from Part XII, line 4	8	554,962.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	1	6,633.
Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	6,633.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0) . . .		
3	Add lines 1 and 2	3	6,633.
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-	4	NONE
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	5	6,633.
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments Add lines 6a through 6d	7	10,220.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	8	10,220.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► <input type="checkbox"/> 3,587. Refunded ► <input type="checkbox"/> 11	3,587.	10,220.

Part VII-A Statements Regarding Activities

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b		
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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?

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

1c Did the foundation file Form 1120-POL for this year?

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

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

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

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

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

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

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

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

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

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:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

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

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

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	US TRUST FIDUCIARY TAX SERVICES Located at ► P.O. BOX 1802, PROVIDENCE, RI	Telephone no. ► (888) 866-3275 ZIP+4 ► 02901-1802
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u>	
16	Yes	No
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	Yes	No
During the year did the foundation (either directly or indirectly):		
(1)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	1b	X
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)? ► <input type="checkbox"/>		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c	1c	X
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?		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
If "Yes," list the years ►		
b	2b	
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.)		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	3b	
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)		
4a	4a	X
b	4b	X

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)? (see instructions)					<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)?					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?		<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?					6b
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?					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 (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		178,626.		

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ►				
				NONE

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 ►		

Form 990-PF (2013)

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	12,206,830.
b	Average of monthly cash balances	1b	181,470.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,388,300.
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	12,388,300.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	185,825.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,202,475.
6	Minimum investment return. Enter 5% of line 5	6	610,124.

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	610,124.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,633.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	6,633.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	603,491.
4	Recoveries of amounts treated as qualifying distributions	4	19,954.
5	Add lines 3 and 4	5	623,445.
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	623,445.

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	554,962.
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	554,962.
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	554,962.

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				623,445.
2 Undistributed income, if any, as of the end of 2013			469,711.	
a Enter amount for 2012 only		NONE		
b Total for prior years: 20_____,20_____,20_____,				
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 554,962.			469,711.	
a Applied to 2012, but not more than line 2a				
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				85,251.
e Remaining amount distributed out of corpus	NONE			
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	NONE			
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				538,194.
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)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i),					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

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

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

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENTS	N/A	ATTACHED	PURCHASES AND SERVICES FOR DISABLED CHILDREN	477,120.
Total			► 3a	477,120.
b Approved for future payment				
NONE				
Total			► 3b	

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
5/21/2013	-4480	JCCGB INC CAMP GROSSMAN	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
5/21/2013	-3900	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2430	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2169	7 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-966	93 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-862	63 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1976	AMERICAN KEMPO KARATE ACADEMY,	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-758	08 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-593	53 HOME DEPOT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-206	47 FUN AND FUNCTION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-3520	HURRICANE ISLAND OUTWARD BOUND	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-500	DONNA DESTEFANO	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-350	TROOP 199	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1500	ANGELA EARLE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-575	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2610	BONNEY-GLEN HOME IMPROVEMENT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-700	SEASIDE SWIM	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-699	COHASSET RECREATION DEPT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-955	19 LOWES HOME CENTERS, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-23000	RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2174	2 MANDI HARKIN	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-7796	35 PRISM MEDICAL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-3750	K A S CONSTRUCTION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2765	BERNIE & PHYLS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1197.45	ADAPTIVEMALL.COM	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1025	REI	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-7076	PERFECTION FENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-625	TUMBLEFUN	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1023	7 JOY INGRAHAM	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-23000	RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-450	YMCA-BROCKTON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
5/21/2013	-1100	INDIVIDUALIZED LEARNING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1000	CAMP ISOLA BELLA	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
5/21/2013	-1000	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1980	SOUTH SHORE THERAPIES	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2271	63 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2500	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-600	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1950	75 ARMSTRONG FENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-8427	5 ADVANCED BIONICS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-3224	64 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-181	DREAM CATCHER WEIGHTED BLANKET	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-54.49	JESSICA HEATON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-591	3 RIFTON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-224	75 ENABLING DEVICES	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-80	75 COLLINS SURGICAL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-2025	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-510	CHAMPIONSHIP BASKETBALL SCHOOL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-759	67 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-800	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-1911	44 CREATIVE PLAYTHINGS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-26400	RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-3620	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-23000	RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-24000	RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC

5/21/2013	-2247	PILGRIM AREA COLLABORATIVE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/21/2013	-17000	TOWN OF MARSHFIELD	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
5/22/2013	-1028.73	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/22/2013	-4000	THE RIVERVIEW SCHOOL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
5/31/2013	-1440	MRS. CYNTHIA FIRST	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/31/2013	-130	PLYMOUTH SOUTH PANTHERS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
5/31/2013	-366	JOANNE RIOUX	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
6/5/2013	-192.59	THE JOY FACTORY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
6/26/2013	-780.28	ESPECIAL NEEDS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-5000	BOYS & GIRLS CLUB OF MARSHFIELD	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-12500	FRIENDSHIP HOME	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-12500	MASSACHUSETTS ADVOCATES FOR	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-10000	PLYMOUTH COUNTY SHERIFF'S DEPT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-5000	NORWELL POLICE DEPARTMENT	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-7630	JMC RENOVATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-26400	RIDE-AWAY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-294	OLD COLONY YMCA - E BRIDGEWATER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-3102.9	ADAPTIVE MALL .COM, LLC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-6131	CREATIVE PLAYTHINGS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2240	SOUTH SHORE HEARING CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-124.99	FUN & FUNCTION	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-375	ADAPTIVE MALL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2149	TOP MOBILITY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1556.78	BEST BUY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-399	DYNAVOX MAYER JOHNSON	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-293	ABLENET	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-47.66	MODULAR HOSE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-866.75	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-595.9	WESTERN PERFORMANCE CYCLERY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-816.81	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-350	JH CLEANING	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-537.5	OPERATION INDEPENDENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-537.5	OPERATION INDEPENDENCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-13000.4	PAWS FOR ABILITY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-8500	NATIONAL FEEDING & MOBILITY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-8500	KENNEDY DONOVAN CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-712.69	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-276.25	FREEDOM SCIENTIFIC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-6997.85	MELIA FUEL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-7400	NATHAN FONTES	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2700	MASSAGE CHAIRS FORLESS COM	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-145.55	BROOKSTONE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-780.6	BEST BUY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2300	BERNIE & PHYLS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-390	LISA HOLMES	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1063.37	BAIMSI	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-10273.5	MELIA FUEL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1061.68	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-950	DR. JERRY MONTILLO	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2740	DR. JAMES BUECHEL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2740	DR. JAMES BUECHEL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-4500	WENTWORTH REALTY TRUST	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-4500	WENTWORTH REALTY TRUST	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-9500	LITCHFIELD ELECTRIC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-912.61	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1605.26	APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC

11/20/2013	-1960	SPEECH LANGUAGE PATHOLOGY CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-1512	HORRIGAN MUSIC SCHOOL	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-1029	56 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1029	.56 APPLE STORE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1500	COZY HOME CARE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1380	MANOMET SCHOOL OF DANCE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-315	STAR CREATIONS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-1560	MUSIC UNLIMITED	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	PC
11/20/2013	-2665	SOUTH SHORE CONSERVATORY	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-2379	9 STEVE WEISS MUSIC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-720	SECOND NATURE SOCIAL SKILLS	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-7500	E&E ELECTRICAL, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-5440	BRIDGE CENTER	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/20/2013	-6024	HUMAN WARE	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
11/21/2013	-5900	25 APPLE, INC	NONE	PURCHASES & SERVICES FOR DISABLED CHILDREN	NC
TOTAL	-477120				

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 (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	273,930.	
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			14	-2,155.	
8 Gain or (loss) from sales of assets other than inventory			18	188,326.	
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)				460,101.	
13 Total Add line 12, columns (b), (d), and (e)					460,101.

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 12 instructions to verify calculations.)

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

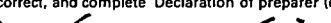
NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1)	Cash	1a(1)	X
(2)	Other assets	1a(2)	X
b	Other transactions:		
(1)	Sales of assets to a noncharitable exempt organization	1b(1)	X
(2)	Purchases of assets from a noncharitable exempt organization	1b(2)	X
(3)	Rental of facilities, equipment, or other assets	1b(3)	X
(4)	Reimbursement arrangements	1b(4)	X
(5)	Loans or loan guarantees	1b(5)	X
(6)	Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge			
	 Signature of officer or trustee	05/01/2014 Date	SVP Tax Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	182.	182.
FOREIGN DIVIDENDS	48,932.	48,932.
NONDIVIDEND DISTRIBUTIONS	9,395.	
DOMESTIC DIVIDENDS	69,647.	69,647.
OTHER INTEREST	57,071.	57,071.
FOREIGN INTEREST	2,083.	2,083.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	5,181.	5,181.
NONQUALIFIED FOREIGN DIVIDENDS	15,597.	15,597.
NONQUALIFIED DOMESTIC DIVIDENDS	65,842.	65,842.
TOTAL	273,930.	264,535.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NON-TAXABLE FOREIGN INCOME PARTNERSHIP INCOME	-2,155.	382.
TOTALS	-2,155.	382.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	832.		832.	
TOTALS	832.	NONE	NONE	832.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS - - - - -	NET INVESTMENT INCOME - - - - -
FOREIGN TAXES	5,789.	5,789.
EXCISE TAX ESTIMATES	2,500.	
FOREIGN TAXES ON QUALIFIED FOR	1,407.	1,407.
FOREIGN TAXES ON NONQUALIFIED	808.	808.
TOTALS	10,504.	8,004.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES PARTNERSHIP EXPENSES	5,560.	6,428.	5,560.
TOTALS	5,560.	6,428.	5,560.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287507 I SHARES CORE S&P MID RUSSELL 1000	263,980. 1,023,480.	357,116.	459,370.
464287614 I SHARES RUSSELL 2000	264,150. 264,297.	346,164. 439,312.	461,671. 515,873.
921943858 VANGUARD FTSE DEVELOP	449,473.	482,477.	494,297.
922042858 VANGUARD FTSE EMERGI	600,000. 3,313,827.	623,000. 2,603,589.	633,231. 2,513,960.
693390841 PIMCO HIGH YIELD FD	200,142.	188,505.	254,963.
202671913 AGGREGATE BOND CTF	452,242.	435,335.	488,859.
207543877 SMALL CAP GROWTH LEAD	341,724.	319,212.	398,375.
29099J109 EMERGING MARKETS STO	203,471.	211,370.	260,665.
302993993 MID CAP VALUE CTF	333,330.	335,656.	390,249.
303995997 SMALL CAP VALUE CTF	1,027,027.	1,048,115.	1,251,734.
323991307 MID CAP GROWTH CTF	400,727.	508,563.	588,444.
45399C107 DIVIDEND INCOME COMM	794,087.	900,492.	1,082,095.
992466163 HIGH QUALITY CORE CO	700,158.		
992466197 INTERNATIONAL FOCUS		875,208.	815,909.
992466247 REIT COMMON TRUST FU		127,000.	127,585.
922908553 VANGUARD REIT ETF		1,086,515.	1,249,555.
880208400 TEMPLETON GLOBAL BD			
992501647 STRATEGIC GROWTH COM			
TOTALS	10,632,115.	10,887,629.	11,986,835.

CO-TEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
73935S105 POWERSHARES DB COMMO	C	849,100.	479,433.	430,600.
TOTALS		849,100.	479,433.	430,600.

CO-TEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART II - OTHER FUNDS

DESCRIPTION

CHECKING ACCOUNT

TOTALS

STATEMENT 8

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

DESCRIPTION	AMOUNT
-----	-----
CTF ADJUSTMENT	119.
RECOVERY ADJUSTMENT	19,954.
PARTNERSHIP TRANSACTION ADJUSTMENT	50,484.
TOTAL	70,557.
-----	-----

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

DESCRIPTION	AMOUNT
INCOME ADJUSTMENT	18.
CHECKING INCOME ADJUSTMENT	166.
SALES GAIN/LOSS ADJUSTMENT	35,311.
TOTAL	35,495.

STATEMENT 10

JSA
200701000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-23,654.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	-23,654.00
	=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	99,473.00
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-50,484.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	48,989.00
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

100 FEDERAL STREET
BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 108,347.

OFFICER NAME:

ROBERT E GALVIN, ESQ

ADDRESS:

10 ENTERPRISE STREET
DUXBURY, MA 02332

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

WILMA RAE GOODHUE

ADDRESS:

P.O. BOX 675
NOFRWELL, MA 02061

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

KIM BOURESSA

ADDRESS:

188 PEREGRINE DRIVE
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

CO-TTEE U/W OF EDWIN PHILLIPS

04-6025549

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BEVERLY JOHNSTON

ADDRESS:

134 TILDEN RD
MARSHFIELD, MA 02050

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

MELISSA DIPANFILO

ADDRESS:

56 COUNTRY CLUB CIR
PEMBROKE, MA 02360-3207

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 400.

OFFICER NAME:

SANDRA SHEIBER

ADDRESS:

PO BOX 610075
NEWTON HLDS, MA 02461-0075

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 68,279.

TOTAL COMPENSATION: 178,626.

=====

STATEMENT 15

CO-TTEE U/W OF EDWIN PHILLIPS
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6025549

RECIPIENT NAME:

SEE ATTACHMENT

FORM, INFORMATION AND MATERIALS:

SEE ATTACHMENT

SUBMISSION DEADLINES:

SEE ATTACHMENT

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE ATTACHMENT

STATEMENT 16

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

EDWIN PHILLIPS FOUNDATION
INSTITUTIONAL GRANT PROPOSAL COVERSHEET

Please provide us with the following information. This coversheet is intended as a summary only. We ask therefore that you restrict your answers to the space provided, and that any additional comments be made in the formal proposal you will submit with the coversheet.

1. NAME, ADDRESS, AND TEL. # OF ORGANIZATION AND NAME OF CONTACT PERSON:

2. FEDERAL TAX STATUS AND DATE OF IRS DETERMINATION RULING:

3. MISSION OF ORGANIZATION:

4. PLEASE CIRCLE THE SERVICES PROVIDED BY YOUR ORGANIZATION:
Education - Hospitalization - Convalescence - Family Services - Respite - General Social Services
5. AMOUNT OF FUNDS REQUESTED: \$

6. PURPOSE OF REQUEST:

7. TOTAL BUDGET OF ORGANIZATION: \$
Sources of operating funds. (% of total oper. budget from each source)

Federal	Corporations
State	Individuals
City	Endowment
Fees	United Way
Foundations	Other (Explain)

Mkt. Val. of fund: \$ _____
8. APPROXIMATE GEOGRAPHIC LOCATION AND SIZE AND DESCRIPTION OF POPULATION SERVED:

9. TOTAL BUDGET OF PROJECT, IF APPLICABLE: \$

10. ANTICIPATED SOURCES OF FUNDS FOR THIS PROJECT, IF APPLICABLE:
List amount anticipated from each source.

Federal	Corporations
State	Individuals
City	Endowment
Fees	United Way
Foundations	Other (Explain)

We encourage you to provide us with any letters of recommendation or other endorsements that have been received by your organization or any press reports about your programs.

Please submit proposals on 8 1/2 x 11 inch paper without the use of binders or covers.

EDWIN PHILLIPS FOUNDATION
INDIVIDUAL GRANT PROPOSAL

Prior to completing this proposal, please review carefully the "General Information for Grant Application to Edwin Phillips Foundation."

Please provide us with the following information. Please attach additional sheets if additional explanation is necessary or if requested.

1. Child. (Please give the name, address, and telephone # of the child): _____

2. Parents. (Please give the name, address and telephone #, if different, occupation and annual income of parents): _____

4. Amount of funds requested. \$ _____.

5. Purpose of request. (Why are the funds needed? What will the funds be used for?)

6. Total resources available for child.

(Please attach a summary of all assets of the child and child's parents. Include copies of tax returns for prior two years. List all bank accounts, trusts, pensions, brokerage accounts and any other sources of funds available to the child or parents.)

(If you wish, please explain on a separate attached sheet any non-discretionary expenses or other reasons why you feel these assets do not properly reflect the child's need for the grant requested.)

(Please list all other funds, public or private, available to the child or for the child's care, including insurance and federal, state and local funding.)

7. Medical Certificate. (Please attach a letter from a doctor or nurse indicating the child's need for the apparatus requested.)

8. References. (Please list one or more references who are knowledgeable about the child's condition.)

9. Social Agencies. (Please give names, addresses and contact persons of any private or public social agencies with whom the child has worked or from whom the child has applied for benefits or assistance within the last two years.)

10. Cost Projections. (Please attach ² signed estimates from contractors or physicians or suppliers of services or products indicating the approximate cost of the items or services requested.)

11. Conflict of Interest. Does the child have any relationship with the Phillips Foundation Trustees, Mr. Phillips or his family or any other contributor to the organization or any other corporation controlled by any other contributor to the organization?

(If yes, please explain on a separate sheet.)

Statement of Applicant

I have read and completed this grant proposal and certify that the information contained in it is correct to the best of my knowledge and belief. I certify that I have made a diligent search for other sources of funding for this request and that to the best of my knowledge there are no other resources, public or private, available to fulfill this request.

Dated:

Status:

(Signature of child, parent, guardian, caregiver completing application)