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Return of Private Foundation

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

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation

PAUL & EDITH BABSON FOUNDATION
C/O WILMINGTON TRUST 106846-000

A Employer identification number

04-6037891

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1100 NORTH MARKET STREET DE3-070

B Telephone number

(617) 457-2050

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

WILMINGTON, DE 19890-001

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☒ Address change☐ Name changeD 1. Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year

J Accounting method:

☒ Cash☐ Accrual

(from Part II, col (c), line 16)

Other (specify)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

\$ 12,951,609. (Part I, column (d) must be on cash basis.)

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

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc., received

2 Check ☒ if the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

316,660.

316,660.

STATEMENT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

711,013.

b Gross sales price for all assets on line 6a 1,549,536.

7 Capital gain net income (from Part IV, line 2)

711,013.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total Add lines 1 through 11

1,027,673.

1,027,673.

13 Compensation of officers, directors, trustees, etc

0.

0.

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 2

530.

265.

265.

c Other professional fees

STMT 3

36,514.

24,589.

11,925.

17 Interest

18 Taxes

STMT 4

3,397.

3,397.

0.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 5

5,230.

50.

5,180.

24 Total operating and administrative expenses. Add lines 13 through 23

45,671.

28,301.

17,370.

25 Contributions, gifts, grants paid

573,390.

573,390.

26 Total expenses and disbursements. Add lines 24 and 25

619,061.

28,301.

590,760.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

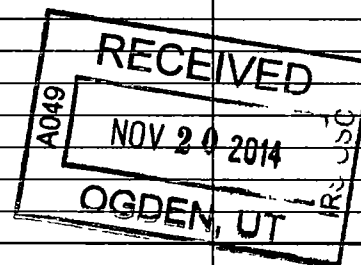
408,612.

b Net investment income (if negative, enter -0-)

999,372.

c Adjusted net income (if negative, enter -0-)

N/A



PAUL & EDITH BABSON FOUNDATION

Form 990-PF (2013)

C/O WILMINGTON TRUST 106846-000

04-6037891

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		553,090.	152,656.	152,656.
	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 6	2,634,079.	2,863,376.	10,280,656.
	c	Investments - corporate bonds				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other	STMT 7	1,901,969.	2,481,215.	2,518,297.
14		Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)		5,089,138.	5,497,247.	12,951,609.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		5,089,138.	5,497,247.	
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		5,089,138.	5,497,247.		
31	Total liabilities and net assets/fund balances		5,089,138.	5,497,247.		

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	5,089,138.
2	Enter amount from Part I, line 27a	2	408,612.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,497,750.
5	Decreases not included in line 2 (itemize) ▶ MISC TAX COST ADJUSTMENT	5	503.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,497,247.

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	P		
b PUBLICLY TRADED SECURITIES	P		
c PUBLICLY TRADED SECURITIES	P		
d CAPITAL GAINS DIVIDENDS			
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 309,749.		309,843.	-94.
b 1,089,784.		376,899.	712,885.
c 150,000.		151,781.	-1,781.
d 3.			3.
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			-94.
b			712,885.
c			-1,781.
d			3.
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	711,013.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	599,149.	11,021,938.	.054360
2011	516,053.	10,900,793.	.047341
2010	453,811.	10,328,286.	.043939
2009	506,554.	9,491,047.	.053372
2008	566,916.	11,305,735.	.050144

2 Total of line 1, column (d)	2	.249156
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	.049831
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,991,968.
5 Multiply line 4 by line 3	5	597,572.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,994.
7 Add lines 5 and 6	7	607,566.
8 Enter qualifying distributions from Part XII, line 4	8	590,760.

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.

PAUL & EDITH BABSON FOUNDATION

Form 990-PF (2013)

C/O WILMINGTON TRUST 106846-000

04-6037891

Page 4

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	19,987.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	19,987.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-		5	19,987.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,880.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	20,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	22,880.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	3.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,890.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 2,890. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Form 990-PF (2013)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► WILMINGTON TRUST Telephone no. ► 617 457 2050 Located at ► ROBERT RUDNICK, WILMINGTON, DE ZIP+4 ► 19890-0001			
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 ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? If "Yes," list the years ►	☐ Yes ☒ 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	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

Form 990-PF (2013)

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A** ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** ☐ Yes ☒ No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JAMES BABSON	TRUSTEE			
C/O 1100 NORTH MARKET STREET DE3-070				
WILMINGTON, DE 19890-0900	1.00	0.	0.	0.
SENANI BABSON	TRUSTEE			
C/O 1100 NORTH MARKET STREET DE3-070				
WILMINGTON, DE 19890-0900	1.00	0.	0.	0.
NEWELL FLATHER C/O GMA FOUNDATION	TRUSTEE			
77 SUMMER STREET, 8TH FLOOR				
BOSTON, MA 02110-1006	1.00	0.	0.	0.
JAMES R. NICHOLS	TRUSTEE			
50 CONGRESS STREET				
BOSTON, MA 02109	1.00	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**

Part VIII

Information About Officers, Directors, Trustees, Paid Employees, and Contractors (continued)

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

[illegible]

Total number of others receiving over \$50,000 for professional services	0
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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.

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

1	N/A	
2		
3		
4		

Part IX-B	Summary of Program-Related Investments
------------------	---

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

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

1	N/A	
2		
All other program-related investments. See instructions.		
3		

Total. Add lines 1 through 3	0.
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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	11,605,697.
b	Average of monthly cash balances	1b	568,890.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,174,587.
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	12,174,587.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	182,619.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,991,968.
6	Minimum investment return Enter 5% of line 5	6	599,598.

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	599,598.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	19,987.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	19,987.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	579,611.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	579,611.
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	579,611.

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	590,760.
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	590,760.
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	590,760.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Form 990-PF (2013)

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				579,611.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			22,259.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 590,760.				
a Applied to 2012, but not more than line 2a			22,259.	
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				568,501.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	0.			
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				11,110.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

N/A

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

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

NONE

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

NONE

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

Check here ☐ 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:

GMA FOUNDATIONS ATTN: HANNAH BLAISDELL, 617-426-7075
77 SUMMER STREET, 8TH FLOOR, BOSTON, MA 02110

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

TWO COPIES OF THE AGM OR NGG COMMON GRANT APPLICATION

c Any submission deadlines:

POSTMARKED BY APRIL 1 OR SEPT 25

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

WITH FEW EXCEPTIONS, PREFERENCE IS GIVEN TO MASSACHUSETTS CHARITIES AND EDUCATIONAL ORGANIZATIONS

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				
AMERICAN FRIENDS SERVICE COMMITTEE DEVELOPMENT OFFICE 1501 CHERRY STREET PHILADELPHIA, PA 19102-1403	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FIVE COLLEGE PROGRAM ON PEACE AND WORLD SECURITY STUDIES HAMPSHIRE COLLEGE AMHERST, MA 01002	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,500.
HAYMARKET PEOPLES' F FUND 42 SEAVERNS AVENUE BOSTON, MA 02130	NONE	PUBLIC CHARITY	THE GRANT FUND POOL	5,000.
MASSACHUSETTS CENTER FOR NATIVE AMERICAN AWARENESS PO BOX 5885 BOSTON, MA 02114-5885	NONE	PUBLIC CHARITY	YOUTH ENRICHMENT AND EMPOWERMENT PROGRAM	5,000.
MT. TOBY MONTHLY MEETING 194 LONG PLAIN ROAD LEVERETT, MA 01054	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
Total SEE CONTINUATION SHEET(S)			3a	573,390.
b Approved for future payment				
THE FUND FOR WELLESLEY 3 ELIOT STREET NATICK, MA 01760	NONE	PUBLIC CHARITY	OPERATING FUND	15,000.
Total			3b	15,000.

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

- | <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | <table border="1"> <tr> <th></th> <th>Yes</th> </tr> <tr> <td>1a(1)</td> <td></td> </tr> <tr> <td>1a(2)</td> <td></td> </tr> <tr> <td>1b(1)</td> <td></td> </tr> <tr> <td>1b(2)</td> <td></td> </tr> <tr> <td>1b(3)</td> <td></td> </tr> <tr> <td>1b(4)</td> <td></td> </tr> <tr> <td>1b(5)</td> <td></td> </tr> <tr> <td>1b(6)</td> <td></td> </tr> <tr> <td>1c</td> <td></td> </tr> </table> | | Yes | 1a(1) | | 1a(2) | | 1b(1) | | 1b(2) | | 1b(3) | | 1b(4) | | 1b(5) | | 1b(6) | | 1c | |
|--|--|--|-----|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|-------|--|----|--|
| | Yes | | | | | | | | | | | | | | | | | | | | |
| 1a(1) | | | | | | | | | | | | | | | | | | | | | |
| 1a(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(1) | | | | | | | | | | | | | | | | | | | | | |
| 1b(2) | | | | | | | | | | | | | | | | | | | | | |
| 1b(3) | | | | | | | | | | | | | | | | | | | | | |
| 1b(4) | | | | | | | | | | | | | | | | | | | | | |
| 1b(5) | | | | | | | | | | | | | | | | | | | | | |
| 1b(6) | | | | | | | | | | | | | | | | | | | | | |
| 1c | | | | | | | | | | | | | | | | | | | | | |

[illegible]

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

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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				May the IRS discuss this return with the preparer shown below (see instr.)? ☒ Yes ☐ No			
	Signature of officer or trustee <i>[Signature]</i>		Date <i>11/10/14</i>		Title <i>Tax Tee</i>			
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature		Date		Check ☐ if self-employed	PTIN
	KATHERINE BURNS		KATHERINE BURNS		11/06/14			P00300843
	Firm's name ► WILMINGTON TRUST COMPANY						Firm's EIN ► 51-0055023	
	Firm's address ► TRUST TAX SERVICES DE3-C070 1100 N MARKET ST WILMINGTON, DE 19890						Phone no. (302) 651-1942	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NIPPONZAN MYOHOJI USA 100 CAVE HILL ROAD LEVERETT, MA 01054	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
PEACE ACTION EDUCATION FUND 8630 FENTON STREET, SUITE 524 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	STUDENT NETWORK S.P.A.N.	2,500.
RED TOMATO 76 EVERETT SKINNER ROAD PLAINVILLE, MA 02762	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FONKOZE USA 1700 KALORAMA ROAD NW, SUITE 102 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	HAITI RELIEF	2,000.
SARODAYA USA 122 STATE STREET, SUITE 510 MADISON, WI 53703	NONE	PUBLIC CHARITY	SARODAYA CHILDREN'S ORPHANAGE	1,500.
VETERAN'S EDUCATION PROJECT PO BOX 416 AMHERST, MA 01004	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
ZING FOUNDATION 21 LINWOOD STREET ARLINGTON, MA 02474	NONE	EXEMPT	CHRIS & ANNE ELLINGER'S FUNDING PREFERENCE	2,000.
LA PINATA 294 SOUTH STREET JAMAICA PLAN, MA 02130	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,500.
DEERFIELD ACADEMY PO BOX 87 DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	THE NATIVE AMERICAN ALLIANCE	1,000.
LOUIS D. BROWN PEACE INSTITUTE 1452 DORCHESTER AVENUE DORCHESTER, MA 02122	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
Total from continuation sheets				558,890.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRASSROOTS INTERNATIONAL 179 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02130	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
SOUTH HADLEY PUBLIC LIBRARY 27 BARDWELL STREET SOUTH HADLEY, MA 01075	NONE	PUBLIC CHARITY	BUILDING FUND	2,500.
FUND FOR SOUTHERN COMMUNITIES 315 WEST PONCE DE LEON AVENUE SUITE 1061 DECATUR, GA 30030	NONE	PUBLIC CHARITY	GRAND FUND POOL	1,500.
DEFENDERS OF THE BLACK HILLS, INC. RAPID CITY, SD 57709	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
NEW ENGLAND BUDDHIST VIHARA & MEDITATION CENTER 162 OLD UPTON ROAD GRAFTON, MA 01519	NONE	PUBLIC CHARITY	GENERAL EXPENSES AND OPENING OF THE NEW TEMPLE	2,000.
NIPPONZAN MYOHOJI USA PEACE PAGODA 100 CAVE HILL ROAD LEVERETT, MA 01054	NONE	PUBLIC CHARITY	EXPENSES FOR VARIOUS PEACE PAGODA	2,000.
350.ORG 20 JAY STREET, SUITE 1010 BROOKLYN, NY 11201	NONE	PUBLIC CHARITY	STRATEGIC CAMPAIGNS TO FORCE POLITICIANS TO RISE TO THE CHALLENGES OF OUR TIME	1,000.
PURPLE HEARTS HOMES PO BOX 5535 STATESVILLE, NC 28687	NONE	PUBLIC CHARITY	VETERANS HOME OWNERSHIP PROGRAM	1,000.
NONVIOLENT PEACE FORCE 425 OAK GROVE STREET MINNEAPOLIS, MN 55403	NONE	PUBLIC CHARITY	PROTECTION OF CHILDREN IN SOUTH SUDAN	1,000.
SARVODAYA USA 122 STATE STREET, SUITE 510 MADISON, WI 53703	NONE	PUBLIC CHARITY	VARIOUS PROGRAMS	2,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SRI LANKA ASSOCIATION OF NEW ENGLAND PO BOX 442 NORTH CHELMSFORD, MA 01863	NONE	PUBLIC CHARITY	SRI LANKAN DANCE & DRUM TRADITION AMONG SRI LANKAN ORIGIN CHILDREN	1,000.
BAY STATE PERFORMING ARTS DBA BOSTON GAY MEN'S CHORUS 95 BERKELEY STREET, SUITE 410 BOSTON, MA 02116	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT & ENDOWMENT SRI LANKAN ORIGIN CHILDREN	20,000.
BABSON COLLEGE CRUICKSHANK ALUMNI HALL BABSON PARK, MA 02457	NONE	PUBLIC CHARITY	OUT NETWORK & PRISM PROGRAM SRI LANKAN ORIGIN CHILDREN	5,000.
ARLINGTON STREET CHURCH 351 BOYLSTON STREET BOSTON, MA 02116-3003	NONE	PUBLIC CHARITY	REPAIRS & MAINTENANCE OF THE BUILDING GROUNDS SRI LANKAN ORIGIN CHILDREN	5,000.
THE BOSTON FOUNDATION 75 ARLINGTON STREET, 10TH FLOOR BOSTON, MA 02116	NONE	PUBLIC CHARITY	EQUALITY FUND SRI LANKAN ORIGIN CHILDREN	2,000.
ASSOCIATED GRANT MAKERS 133 FEDERAL STREET, SUITE 802 BOSTON, MA 02110	NONE	PUBLIC CHARITY	THE SUMMER FUND	20,000.
TRUSTEE OF PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	PUBLIC CHARITY	ADDISON GALLERY ACQUISITION - MARTIN WONG PIECE	3,000.
FRANKLIN PARK COALITION PO BOX 302333 BOSTON, MA 02130	NONE	PUBLIC CHARITY	SUMMER YOUTH CONSERVATION CREW	15,000.
ARTISTS FOR HUMANITY 100 WEST SECOND STREET BOSTON, MA 02127	NONE	PUBLIC CHARITY	THE YOUTHS ART ENTERPRISE PROGRAM	8,000.
AMERICA SCORES NEW ENGLAND 284 AMORY ST JAMAICA PLAN, MA 02130	NONE	PUBLIC CHARITY	YOUTH DEVELOPMENT PROGRAM	6,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BABSON COLLEGE CRUICKSHANK ALUMNI HALL BABSON PARK, MA 02116-3303	NONE	PUBLIC CHARITY	THE POSSE SCHOLARSHIP FUND	10,000.
UASPIRE 31 MILK STREET, 9TH FLOOR BOSTON, MA 02109	NONE	PUBLIC CHARITY	SUPPORT OF THE COLLEGE ADVISING PROGRAM	10,000.
BOSTON NATURAL AREAS NETWORK 62 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	YOUTH CONSERVATION CORPS	10,000.
THOMPSON ISLAND OUTWARD BOUND EDUCATIONAL CENTER PO BOX 127 BOSTON, MA 02127	NONE	PUBLIC CHARITY	EXPANDING AND REFINING THE CONNECTIONS PROGRAM	10,000.
SOUTH END TECHNOLOGY CENTER 359 COLUMBUS AVENUE BOSTON, MA 02116	NONE	PUBLIC CHARITY	LEARN 2 TEACHM TEACH TO LEARN PROGRAM	12,000.
ONE FUND BOSTON PO BOX 990009 BOSTON, MA 02199	NONE	PUBLIC CHARITY	VICTIMS OF THE MARATHON BOMBING	10,000.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER, CO 80221	NONE	PUBLIC CHARITY	TRIBAL SCHOLARSHIP PROGRAM	10,000.
BUILD GREATER BOSTON 6 BEACON STREET, SUITE 415 BOSTON, MA 02108	NONE	PUBLIC CHARITY	PROGRAM EXPENSES	10,000.
SUMMER SEARCH 3840 WASHINGTON STREET JAMAICA PLAN, MA 02130	NONE	PUBLIC CHARITY	3 WEEK EXPERIMENTAL SUMMER WILDERNESS EXPERIENCE FOR FIRST YEAR STUDENTS	7,000.
CRISTO REY BOSTON HIGH SCHOOL INC 100 SAVIN HILL AVENUE BOSTON, MA 02125	NONE	PUBLIC CHARITY	WORK-STUDY POSITION IN A NON-PROFIT ORG.	7,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UPHAM'S CORNER COMMUNITY CENTER, INC 415 COLUMBIA ROAD DORCHESTER, MA 02125	NONE	PUBLIC CHARITY	THE BOYS GLASS ART ENTREPRENEURSHIP PROGRAM	10,000.
INTERNATIONAL BUDDHIST CENTER 2600 ELMONT STREET WHEATON, MD 20902-2760	NONE	PUBLIC CHARITY	SUPPORT OF EDUCATIONAL WORK IN USA & SRI LANKA	3,000.
ALZHEIMER'S ASSOCIATION 311 ARSENAL STREET WATERTOWN, MA 02472	NONE	PUBLIC CHARITY	RESEARCH	1,000.
AMERICAN CANCER SOCIETY 30 SPEEN STREET FRAMINGTON, MA 01701	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
BABSON COLLEGE ARCHIVES BABSON COLLEGE ALUMNI HALL BABSON PARK, MA 02457	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
BOSTON ARTS ACADEMY 174 IPSWICH STREET BOSTON, MA 02115	NONE	PUBLIC CHARITY	YOUTH SCHOLARSHIP	1,000.
BOSTON HEALTHCARE FOR THE HOMELESS 780 ALBANY STREET BOSTON, MA 02118	NONE	PUBLIC CHARITY	ESSENTIAL RESOURCES TO HOMELESS FAMILIES	2,000.
BOSTON PUBLIC LIBRARY FOUNDATION 700 BOYLSTON STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	HOMEWORK PROGRAMS AT BRANCH LIBRARIES	1,000.
BOSTON SYMPHONY ORCHESTRA 301 MASSACHUSETTS AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	YOUTH PROGRAMS	1,000.
CHARLES RIBER WATERSHED ASSOCIATION 2391 COMMONWEALTH AVENUE AUBURNDALE, MA 02466	NONE	PUBLIC CHARITY	CLEAN-UP OF THE RIVER & KIDS PROGRAMS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CORPORATE ANGEL NETWORK WESTCHESTER COUNTY AIRPORT ONE LOOP ROAD WHITE PLAINS, NY 10604	NONE	PUBLIC CHARITY	PROVIDE CHILDREN WITH CANCER TRANSPORTATION TO AND FROM TREATMENT FACILITIES	1,000.
CROTCHED MOUNTAIN REHABILITATION CENTER 1 VERNEY DRIVE GREENFIELD, NH 03047	NONE	PUBLIC CHARITY	CMARS PROGRAM & OPERATING SUPPORT	2,000.
ELIZABETH STONE HOUSE 108 BROOKSIDE AVENUE JAMAICA PLAN, MA 02130	NONE	PUBLIC CHARITY	PARENT AND CHILD CENTER	1,000.
ESPLANADE ASSOCIATION 376 BOYLSTON STREET, SUITE 503 BOSTON, MA 02116	NONE	PUBLIC CHARITY	PLANNING AND SUPPORT	1,000.
FRIENDS OF COPLEY SQUARE PO BOX 170124 BOSTON, MA 02117	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRIENDS OF THE PUBLIC GARDEN 87 MT. VERNON STREET BOSTON, MA 02108	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FRIENDSHIP HOME PO BOX 916 , 48 MAIN STREET NORWELL, MA 02061	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
FROM THE TOP 295 HUNTINGTON AVENUE, SUITE 201 BOSTON, MA 02115	NONE	PUBLIC CHARITY	THE RADIO PROGRAM	2,000.
HISTORIC DEERFIELD/SAB FUND PO BOX 321 DEERFIELD, MA 01342	NONE	PUBLIC CHARITY	CHILDREN'S PROGRAMS	3,000.
MUSEUM OF FINE ARTS 465 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	YOUTH PROGRAMS	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MUSEUM OF SCIENCE SCIENCE PARK BOSTON, MA 02144-1099	NONE	PUBLIC CHARITY	CAMP-IN PROGRAM	1,000.
MYSTIC SEAPORT 75 GREENMANVILLE AVENUE MYSTIC, CT 06355	NONE	PUBLIC CHARITY	CHILDREN'S EDUCATION PROGRAMS	1,000.
NEW ENGLAND DISABLED SPORTS PO BOX 26 LINCOLN, NH 03251	NONE	PUBLIC CHARITY	N.E. GENERAL OPERATIONS	1,000.
NEW HAMPSHIRE PUBLIC TELEVISION 268 MAST ROAD DURHAM, NH 03824-4601	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
PARTNERS HOMECARE & HOSPICE 281 WINTER STREET, SUITE 200 WALTHAM, MA 02451	NONE	PUBLIC CHARITY	HOME HOSPICE PROGRAMS	1,000.
PERKINS SCHOOL FOR THE BLIND 175 NORTH BEACON STREET WATERTOWN, MA 02472-2790	NONE	PUBLIC CHARITY	EARLY INTERVENTION AND GUIDE DOG PROGRAMS	1,000.
REACH OUT AND READ 56 ROLAND STREET, SUITE 100D BOSTON, MA 02129-1243	NONE	PUBLIC CHARITY	BOSTON PROGRAMS	1,000.
WGBH 1 GUEST STREET BRIGHTON, MA 02135	NONE	PUBLIC CHARITY	CHILDREN'S PROGRAMMING	2,000.
WELLESLEY SCHOLARSHIP FOUNDATION PO BOX 81207 WELLESLEY, MA 02481	NONE	PUBLIC CHARITY	P&E, S&D AND J MICHAEL HARDING SCHOLARSHIPS	3,000.
CRITTENTON WOMEN'S UNION ONE WASHINGTON MALL, 2ND FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	HORIZON'S TRANSITIONAL HOUSING PROGRAM	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DANA HALL SCHOOL PO BOX 9010, 45 DANA ROAD WELLESLEY, MA 02481	NONE	PUBLIC CHARITY	ANNUAL FUND	6,000.
ROSIE'S PLACE 889 HARRISON AVENUE BOSTON, MA 02118	NONE	PUBLIC CHARITY	SHELTER/JOB TRAINING	1,000.
SPECIAL OLYMPICS 650 ELM STREET MANCHESTER, NH 03101-2508	NONE	PUBLIC CHARITY	GENERAL OPERATIONS IN N.E. AND NH	1,000.
YMCA OF GREATER BOSTON 316 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	BPD CAMPERSHIP PROGRAM	15,000.
BOSTON LYRIC OPERA 11 AVENUE DE LAFAYETTE BOSTON, MA 02111-1736	NONE	PUBLIC CHARITY	CO-SPONSORSHIP OF A PROMISING YOUNG ARTIST	11,435.
METROPOLITAN OPERA ASSOCIATION, INC LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	LINDEMANN YOUNG ARTIST DEVELOPMENT PROGRAM	11,714.
METROPOLITAN OPERA ASSOCIATION, INC LINCOLN CENTER NEW YORK, NY 10023	NONE	PUBLIC CHARITY	NATIONAL COUNCIL EDUCATION FUND-NORTHEAST REG. AUDITIONS	4,741.
LSE CENTENNIAL 424 WEST 33RD STREET, SUITE 280 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	OPERATING SUPPORT	2,000.
BABSON COLLEGE 231 FOREST STREET BABSON PARK, MA 02457-0310	NONE	PUBLIC CHARITY	BUILDING MAINTENANCE FUND	5,000.
DARTMOUTH COLLEGE HANOVER, NH 03755	NONE	PUBLIC CHARITY	THE RICHARD & RUTH NICHOLS SCHOLARSHIP FUND	5,000.
Total from continuation sheets				

PAUL & EDITH BABSON FOUNDATION
C/O WILMINGTON TRUST 106846-000

04-6037891

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE FUND FOR WELLESLEY 3 ELIOT STREET NATICK, MA 01760	NONE	PUBLIC CHARITY	OPERATING FUND	5,000.
WELLESLEY FREE LIBRARY 530 WASHINGTON STREET WELLESLEY, MA 02482	NONE	PUBLIC CHARITY	CENTENNIAL FUND	10,000.
PHILLIPS ACADEMY 180 MAIN STREET ANDOVER, MA 01810	NONE	PUBLIC CHARITY	RICHARD BABSON '76 FUND	5,000.
SCHOOL YEAR ABROAD 439 SOUTH UNION STREET LAWRENCE, MA 01842	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
UVA FUND - JEFFERSON LITERARY & DEBATING SOCIETY PO BOX 400438 CHARLOTTESVILLE, VA 22904	NONE	PUBLIC CHARITY	JEFFERSON SOCIETY'S ROOM #7 ENDOWMENT	1,000.
INNERCITY WEICHLIFTING PO BOX 171313 BOSTON, MA 02117	NONE	PUBLIC CHARITY	GENERAL OPERATING FUND	1,000.
ACCION EAST, INC 56 ROLAND STREET, SUITE 300 BOSTON, MA 02129-1243	NONE	PUBLIC CHARITY	BRAZILIAN BUSINESS INITIATIVE	9,000.
CENTER FOR WOMEN AND ENTERPRISE 24 SCHOOL STREET, 7TH FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	SCHOLARSHIPS FOR LOW INCOME WOMEN	10,000.
CRITTENTON WOMEN'S UNION ONE WASHINGTON MALL, 2ND FLOOR BOSTON, MA 02108	NONE	PUBLIC CHARITY	ECONOMIC MOBILITY INITIATIVE	10,000.
MORE THAN WORDS 376 MOODY STREET WALTHAM, MA 02453	NONE	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
YEAR UP 93 SUMMER STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	OPERATING SUPPORT	9,000.
BELL FOUNDATION 60 CLAYTON STREET DORCHESTER, MA 02122	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
BENJAMIN FRANKLIN INSTITUTE OF TECHNOLOGY 41 BERKELEY STREET BOSTON, MA 02116	NONE	PUBLIC CHARITY	EARLY ACCESS TO COLLEGE PROGRAM	10,000.
BOSOTON PARTNERS IN EDUCATION, INC 44 FARNSWORTH STREET BOSTON, MA 02110	NONE	PUBLIC CHARITY	FOR MATH RULES! COACHING/MENTORING PROGRAM	10,000.
GENERATIONS, INC 25 KINGSTON STREET, 4TH FLOOR BOSTON, MA 02111	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
PLAYWORKS METRO BOSTON 29 GERMANIA STREET JAMAICA PLAN, MA 02130	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	10,000.
UNIVERSITY OF MASSACHUSETTS FOUNDATION 225 FRANKLIN STREET, 12TH FLOOR BOSTON, MA 02110	NONE	PUBLIC CHARITY	URBAN SCHOLARS PROGRAM	10,000.
BOTTOM LINE 500 AMORY STREET, SUITE 3 JAMAICA PLAN, MA 02130	NONE	PUBLIC CHARITY	PROGRAMS COSTS; STUDENT WORKBOOKS ETC.	5,000.
LET'S GET READY 89 SOUTH STREET, SUITE 401 BOSTON, MA 02111	NONE	PUBLIC CHARITY	SUPPORT WORK WITH BPS TO RAISE SAT SCORES	10,000.
WELLESLEY HISTORICAL SOCIETY 229 WASHINGTON STREET WELLESLEY, MA 02481	NONE	PUBLIC CHARITY	THE CAPITAL CAMPAIGN	25,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
STANFORD UNIVERSITY, FRANCES C. ARRILLAGE ALUMNI CENTER 326 GLAVEZ STREET STANFORD, CA 94305-6105	NONE	PUBLIC CHARITY	STANFORD ENDOWMENT & PRESIDENT'S FUND	10,000.
EMMANUEL COLLEGE CAMBRIDGE, CB2 3AP UNITED KINGDOM	NONE	PUBLIC CHARITY	IN MEMORY OF DR. DAVIES	10,000.
ENVIRONMENTAL DEFENSE FUND 257 PARK AVENUE SOUTH NEW YORK, NY 20010	NONE	PUBLIC CHARITY	LAND, WATER & WILDLIFE PROGRAM CATALYST LEVEL	5,000.
UVA - LAW SCHOOL FOUNDATION 580 MASSIE ROAD CHARLOTTESVILLE, VA 22907-3032	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	2,500.
BRITISH SCHOOLS & UNIVERSITIES FOUNDATION 575 MADISON AVENUE, SUITE 1006 NEW YORK, NY 10022-2511	NONE	PUBLIC CHARITY	UPPINGHAM SCHOOL	2,500.
MASSACHUSETTS GENERAL HOSPITAL 165 CAMBRIDGE STREET, SUITE 600 BOSTON, MA 02114-2792	NONE	PUBLIC CHARITY	ALAN D. HLGENSEN LECTURE IN THORACIC AORTIC DISEASE	1,000.
MIAMI UNIVERSITY FOUNDATION PANUSKA DEVELOPMENT CENTER, 725 E. CHESTNUT STREET OXFORD, OH 45056	NONE	PUBLIC CHARITY	ANN LOUISE WILKINSON SCHOLARSHIP	5,000.
CHILDREN'S DEFENSE FUND 25 E STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	ADVOCACY TO END CHILD POVERTY & FOR THE 40TH ANNIVERSARY OF CHILDREN'S DEFENSE FUND	2,000.
NATIONAL RESOURCES DEFENSE COUNCIL 40 WEST 20TH STREET, 11TH FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	WORK ON WATER ISSUES & CLIMATE CHANGE	5,000.
CHILDREN'S AID SOCIETY 105 EAST 22ND STREET, ROOM 504 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	NEW YORK TIME'S NEEDIEST FAMILIES	1,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HELEN KELLER INTERNATIONAL 352 PARK AVENUE SOUTH , SUITE 1200 NEW YORK, NY 10010	NONE	PUBLIC CHARITY	LEADERSHIP WORK TO PREVENT BLINDNESS	1,000.
AMERICAN FRIENDS OF CHRIST CHURCH 3900 NYS ROUTE 22 WILLSBORO, NY 12996	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
AMERICAN FRIENDS OF CHRIST CHURCH 3900 NYS ROUTE 22 WILLSBORO, NY 12996	NONE	PUBLIC CHARITY	OPERATING SUPPORT	8,000.
AMERICAN FRIENDS OF CHRIST CHURCH 3900 NYS ROUTE 22 WILLSBORO, NY 12996	NONE	PUBLIC CHARITY	OPERATING SUPPORT	1,000.
HUMAN RIGHTS FIRST 333 SEVENTH AVENUE, 13TH FLOOR NEW YORK, NY 10001-5108	NONE	PUBLIC CHARITY	TRAFFICKING	1,000.
HUMAN RIGHTS WATCH 350 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10118-3299	NONE	PUBLIC CHARITY	LOIS WHITMAN FUND AT THE CRD	1,000.
INTERNATIONAL RESCUE COMMITTEE 263 WEST 38TH STREET, 6TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	IRC RELIEF WORK IN THE PHILIPPINES	2,000.
INTERNATIONAL RESCUE COMMITTEE 263 WEST 38TH STREET, 6TH FLOOR NEW YORK, NY 10018	NONE	PUBLIC CHARITY	SYRUAB REFUGEES	1,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST/DIVIDENDS	316,663.	3.	316,660.	316,660.	
TO PART I, LINE 4	316,663.	3.	316,660.	316,660.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	530.	265.		265.
TO FORM 990-PF, PG 1, LN 16B	530.	265.		265.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODY FEES	10,015.	10,015.		0.
ADMINISTRATIVE EXPENSE	26,499.	14,574.		11,925.
TO FORM 990-PF, PG 1, LN 16C	36,514.	24,589.		11,925.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	3,397.	3,397.		0.
TO FORM 990-PF, PG 1, LN 18	3,397.	3,397.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MA AG FILING FEE	125.	0.		125.	
2013 MEMBERSHIP DUE ASSOCIATION OF SMALL FOUNDATIONS	625.	0.		625.	
ASSOCIATED GRANT MAKERS COUNCIL ON FOUNDATIONS	3,150.	0.		3,150.	
POSTAGE	1,230.	0.		1,230.	
	100.	50.		50.	
TO FORM 990-PF, PG 1, LN 23	5,230.	50.		5,180.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
	2,863,376.	10,280,656.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,863,376.	10,280,656.		

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
	COST	2,481,215.	2,518,297.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,481,215.	2,518,297.	

Paul Edith Babson Foundation
Investment Detail
12/31/2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost
APPLE INC	200 0000	112,204 00	0 87	561 0200	109,319 00	546 5950
AUTOMATIC DATA PROCESSING INC	10,000 0000	807,990 00	6 24	80 7990	44,365 83	4 4366
BHP BILLITON LTD SPONSORED ADR	2,000 0000	136,400 00	1 05	68 2000	127,873 68	63 9368
CATERPILLAR INC	3,000 0000	272,430 00	2 10	90 8100	119,128.20	39 7094
COCA COLA CO COM	22,000 0000	908,820 00	7 02	41 3100	31,418 36	1 4281
COLGATE PALMOLIVE CO COM	4,000 0000	260,840 00	2 01	65 2100	139,213 00	34 8033
EMC CORP MASS COM	5,000 0000	125,750 00	0 97	25 1500	74,168 00	14 8336
EMERSON ELECTRIC COMPANY	12,000 0000	842,160 00	6 50	70 1800	35,340 05	2 9450
EXPEDITORS INTL WASH INC COM	3,000 0000	132,750 00	1 02	44 2500	112,473 30	37 4911
EXXON MOBIL CORP	6,000 0000	607,200 00	4 69	101.2000	453,884 20	75 6474
GENERAL ELECTRIC COMPANY	38,400 0000	1,076,352 00	8 31	28 0300	137,850 82	3 5672
JOHNSON & JOHNSON	10,000 0000	915,900 00	7 07	91 5900	22,407 00	2 2407
LINEAR TECHNOLOGY CORP COM	6,000 0000	273,300 00	2 11	45 5500	163,305 24	27 2175
MERCK & COMPANY INC	10,000 0000	500,500 00	3 86	50 0500	128,907 81	12 8908
NOVARTIS AG SPONSORED ADR	4,000 0000	321,520 00	2 48	80 3800	211,030 00	52 7575
PEPSICO INC COM	10,000 0000	829,400 00	6 40	82 9400	20,620 24	2 1011
PRAXAIR INC COM	2,000 0000	260,060 00	2 01	130 0300	124,408 60	62 2043
PROCTER & GAMBLE CO COM	10,000 0000	814,100 00	6 29	81 4100	29,783 72	2 9784
QUALCOMM INC COM	2,000 0000	148,500 00	1 15	74 2500	123,859 30	61 8297
SCHLUMBERGER LTD	3,000 0000	270,330 00	2 09	90 1100	120,149 70	40 0499
STATE STREET CORP	1,000 0000	73,390 00	0 57	73 3900	41,650 00	41 6500
SYSCO CORP COMMON	10,000 0000	361,000 00	2 79	36 1000	331,827 55	33 1828
WALGREEN COMPANY COMMON	4,000 0000	229,760 00	1 77	57 4400	160,392 40	34 2270
	177,600.0000	10,280,656.00	79.38		2,863,376.00	
UNITED STATES TREASURY NOTES						
DTD 05/15/2004 4 750% 05/15/2014	200,000 0000	203,390 00	1 57	101 6950	199,875 00	99 9375
UNITED STATES TREASURY NOTES						
DTD 11/15/2011 0 375% 11/15/2014	350,000 0000	350,668 50	2 71	100 1910	351,093 75	100 3125
UNITED STATES TREASURY NOTES						
DTD 02/15/2005 4 000% 02/15/2015	100,000 0000	104,242 00	0.80	104 2420	98,906 25	98 9063
UNITED STATES TREASURY NOTE						
DTD 03/15/12 0 375% 03/15/15	300,000 0000	300,621 00	2 32	100 2070	300,843.75	100 2813
UNITED STATES TREASURY NOTES						
DTD 11/15/2005 4 500% 11/15/2015	150,000 0000	161,595 00	1 25	107 7300	148,828 13	99 2188
UNITED STATES TREASURY NOTES						
DTD 11/15/2012 0 375% 11/15/2015	50,000 0000	50,029 50	0 39	100 0590	49,984 38	99 9688
UNITED STATES TREASURY NOTES						
DTD 05/15/2006 5.125% 05/15/2016	200,000 0000	221,640 00	1 71	110 8200	204,500 00	102 2500
UNITED STATES TREASURY NOTES						
DTD 11/30/2011 0 875% 11/30/2016	50,000 0000	50,160 00	0 39	100 3200	50,812 50	101 6250
UNITED STATES TREASURY NOTES						
DTD 12/31/2011 0 875% 12/31/2016	350,000 0000	350,766 50	2 71	100 2190	350,875 00	100 2500
UNITED STATES TREASURY NOTES						
DTD 03/31/2012 1 000% 03/31/2017	200,000 0000	200,438 00	1 55	100 2190	200,750 00	100 3750
	1,950,000.0000	1,993,550.50	15.39		1,956,468.76	
UNITED STATES TREASURY BILLS						
DTD 02/07/2013 DUE 02/06/2014	125,000 0000	124,866 70	0 96	99 8934	124,866 70	99 8934
UNITED STATES TREASURY BILLS						
DTD 06/27/2013 DUE 06/26/2014	50,000 0000	49,942.80	0 39	99 8856	49,942 80	99 8856
UNITED STATES TREASURY BILLS						
DTD 09/26/2013 DUE 03/27/2014	150,000 0000	149,985 15	1 16	99 9901	149,985 15	99 9901
UNITED STATES TREASURY BILLS						
DTD 11/14/2013 DUE 05/15/2014	200,000.0000	199,951 67	1 54	99 9758	199,951 67	99 9758
WILMINGTON PRIME MONEY MARKET FUND CLASS SELECT						
	152,656 2500	152,656 25	1 18	1 0000	152,656 25	1 0000
	677,656.2500	677,402.57	5.23		677,402.57	
	2,805,256.2500	12,951,609.07	100.00		5,497,247.33	

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	PAUL & EDITH BABSON FOUNDATION C/O WILMINGTON TRUST 106846-000	04-6037891
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	1100 NORTH MARKET STREET DE3-070	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	WILMINGTON , DE 19890-001	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

WILMINGTON TRUST

- The books are in the care of **▶ ROBERT RUDNICK - WILMINGTON, DE 19890-0001**

Telephone No **▶ 617 457 2050**

Fax No **▶**

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **▶** If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2014**

5 For calendar year **2013**, or other tax year beginning **▶**, and ending **▶**

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME IS NEEDED TO OBTAIN NECESSARY INFORMATION REQUIRED TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	\$	22,880.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	22,880.
c Balance due. Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **▶**

Title **▶**

Date **▶**

Form 8868 (Rev 1-2014)