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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 , and ending

Name of foundation
JUNE ROCKWELL LEVY FOUNDATION INCORPORATED

A Employer identification number
04-6074284

Number and street (or P O box number if mail is not delivered to street address) Room/suite
ONE UNION STATION

B Telephone number
401-274-4564

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02903

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 change

D 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 foundation

E 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 (from Part II, col. (c), line 16) ▶$ 27,298,212.

J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	15,011.	15,011.		STATEMENT 1
4 Dividends and interest from securities	54,476.	54,476.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,545,335.			
b Gross sales price for all assets on line 6a 17,700,385.				
7 Capital gain net income (from Part IV, line 2)		1,545,335.		
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	13,677.	0.		STATEMENT 3
12 Total. Add lines 1 through 11	1,628,499.	1,614,822.		
13 Compensation of officers, directors, trustees, etc	37,200.	15,000.		22,200.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	3,362.	1,681.		1,681.
b Accounting fees STMT 5	1,000.	579.		421.
c Other professional fees STMT 6	79,373.	79,373.		0.
17 Interest				
18 Taxes STMT 7	570.	0.		70.
19 Depreciation and depletion				
20 Occupancy	6,600.	3,300.		3,300.
21 Travel, conferences, and meetings	871.	400.		471.
22 Printing and publications				
23 Other expenses STMT 8	122,032.	121,781.		251.
24 Total operating and administrative expenses. Add lines 13 through 23	251,008.	222,114.		28,394.
25 Contributions, gifts, grants paid	1,081,300.			1,081,300.
26 Total expenses and disbursements. Add lines 24 and 25	1,332,308.	222,114.		1,109,694.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	296,191.			
b Net investment income (if negative, enter -0-)		1,392,708.		
c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	5,149.	9,159.	9,159.
	2 Savings and temporary cash investments	691,994.	1,605,606.	1,605,606.
	3 Accounts receivable ▶ 6,175.			
	Less allowance for doubtful accounts ▶		6,175.	6,175.
	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 9	12,914,333.	15,071,724.	15,071,724.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	10,987,632.	10,605,548.	10,605,548.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ OTHER ASSETS)	16,149.	0.	0.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item 1)	24,615,257.	27,298,212.	27,298,212.
Liabilities	17 Accounts payable and accrued expenses	1,200.	5,873.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	1,200.	5,873.	
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 ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	24,614,057.	27,292,339.	
	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**	24,614,057.	27,292,339.	
	31 **Total liabilities and net assets/fund balances**	24,615,257.	27,298,212.	

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	24,614,057.
2	Enter amount from Part I, line 27a	2	296,191.
3	Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	2,382,091.
4	Add lines 1, 2, and 3	4	27,292,339.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,292,339.

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	PORTFOLIO INVESTMENTS-AVAILABLE UPON REQUEST	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	17,700,385.		16,155,050.	1,545,335.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				1,545,335.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	1,545,335.
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	1,138,060.	23,496,424.	.048435
2011	1,258,221.	24,204,890.	.051982
2010	1,190,697.	23,281,564.	.051143
2009	1,086,700.	21,177,670.	.051313
2008	1,363,117.	26,702,692.	.051048

2	**Total** of line 1, column (d)	2	.253921
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	.050784
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	25,887,761.
5	Multiply line 4 by line 3	5	1,314,684.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,927.
7	Add lines 5 and 6	7	1,328,611.
8	Enter qualifying distributions from Part XII, line 4	8	1,109,694.

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 ▶ ☐ 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	27,854.
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	27,854.
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	27,854.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	625.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	28,479.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			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?	1a		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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE			
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* SEE STATEMENT 11	8b		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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN BARNETT, AUTH. AGENT Telephone no ▶ 401-274-4564
Located at ▶ ONE UNION STATION, PROVIDENCE, RI ZIP+4 ▶ 02903

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

			Yes	No
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		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? ☐ Yes ☒ No If "Yes," list the years ▶ _____, _____, _____, _____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ ☐	N/A	5b	
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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	N/A ☐ Yes ☐ No		
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? *If "Yes" to 6b, file Form 8870.*		6b	X
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	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		37,200.	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, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
RHODE ISLAND COMMUNITY FOUNDATION ONE UNION STATION, PROVIDENCE, RI 02903	FOUNDATION SUPPORT/MGT FEES	121,580.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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	25,117,953.
b	Average of monthly cash balances		1b	1,155,963.
c	Fair market value of all other assets		1c	8,075.
d	**Total** (add lines 1a, b, and c)		1d	26,281,991.
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	26,281,991.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	394,230.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	25,887,761.
6	**Minimum investment return.** Enter 5% of line 5		6	1,294,388.

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	1,294,388.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	27,854.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	27,854.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,266,534.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,266,534.
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	1,266,534.

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	1,109,694.
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	1,109,694.
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	1,109,694.

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				1,266,534.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			36,761.	
b Total for prior years _____, _____, _____		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008 38,816.				
b From 2009 36,548.				
c From 2010 54,724.				
d From 2011 70,648.				
e From 2012				
f Total of lines 3a through e	200,736.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 1,109,694.				
a Applied to 2012, but not more than line 2a			36,761.	
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				1,072,933.
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).)	193,601.			193,601.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	7,135.			
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				0.
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	7,135.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011 7,135.				
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 (a) 2013	Prior 3 years (b) 2012	(c) 2011	(d) 2010	(e) Total
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

SEE STATEMENT 13

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ADOPTION RHODE ISLAND 2 BRADFORD STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	OPERATING SUPPORT	10,000.
AMOS HOUSE 415 FRIENDSHIP STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	SUPPORT OF OPERATION OF SOUP KITCHEN	15,000.
AS220 115 EMPIRE STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SUPPORT FOR YOUTH PROGRAMS	10,000.
BETWEEN THE CRACKS PO BOX 468 HARRISVILLE, RI 02830	NONE	PUBLIC CHARITY	SUPPORT FOR PROVISION OF FOOD, OIL, UTILITIES AND ADDITIONAL LIVING EXPENSES	10,000.
BIG BROTHERS BIG SISTERS OF RHODE ISLAND 1540 PONTIAC AVENUE CRANSTON, RI 02920	NONE	PUBLIC CHARITY	SUPPORT OF TRADITIONAL MENTORING PROGRAM	4,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,081,300.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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			14	15,011.	
4 Dividends and interest from securities			14	54,476.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,545,335.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a LP FLOW-THROUGH UBTI	900099	13,677.			
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		13,677.		1,614,822.	0.
13 Total Add line 12, columns (b), (d), and (e)					1,628,499.

(See worksheet in line 13 instructions to verify calculations)

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

			Yes	No
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?			
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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

▶ [signature] 11.6.14 ▶ AUTHORIZED AGENT

Signature of officer or trustee Date Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DEBORAH A. HOPKINS	Deborah A. Hopkins	11/1/14		P00167843

Firm's name ▶ KAHN, LITWIN, RENZA & CO., LTD. Firm's EIN ▶ 05-0409384

Firm's address ▶ 951 NORTH MAIN STREET PROVIDENCE, RI 02904 Phone no 401-274-2001

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
BIG BROTHERS OF RHODE ISLAND 3300 PAWTUCKET AVENUE RIVERSIDE, RI 02915	NONE	PUBLIC CHARITY	SUPPORT OF WORK IN NORTHERN RI	10,000.
BLACKSTONE VALLEY ADVOCACY CENTER P.O. BOX 5643 PAWTUCKET, RI 02862	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
BOYS & GIRLS CLUB OF PAWTUCKET ONE MOELLER PLACE PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	20,000.
BOYS & GIRLS CLUB OF PROVIDENCE 550 WICKENDEN STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SUPPORT FOR ART INSTRUCTORS	7,500.
BOYS & GIRLS CLUB OF WOONSOCKET 72 KENDRICK AVENUE WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	SUPPORT FOR OUTDOOR RECREATION PROJECT	20,000.
BRADLEY HOSPITAL FOUNDATION 1011 VETERANS MEMORIAL PARK RIVERSIDE, RI 02915	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENTS	30,000.
CAMP RUGGLES, INC. PO BOX 353 CHEPACHET, RI 02814	NONE	PUBLIC CHARITY	SCHOLARSHIPS FOR CAMPERS	20,000.
CENTER FOR WOMEN & ENTERPRISE 132 GEORGE M. COHAN BLVD, 2ND FL PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SUPPORT FOR CLASSES TO START BUSINESSES	10,000.
CENTRAL FALLS FAMILY SELF-SUFFICIENCY FOUNDATION 30 WASHINGTON STREET CENTRAL FALLS, RI 02863	NONE	PUBLIC CHARITY	SUPPORT OF YOUTH EMPLOYMENT PROGRAM	5,000.
CHILDHOOD LEAD ACTION PROJECT 1192 WESTMINSTER STREET PROVIDENCE, RI 02909	NONE	PUBLIC CHARITY	SUPPORT OF CENTRAL FALLS LEAD SAFE HOUSE PARTIES INITIATIVE	5,000.
Total from continuation sheets				1,032,300.

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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
CITY YEAR RHODE ISLAND 77 EDDY STREET, 2ND FLOOR PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	STIPENDS FOR CORPS MEMBERS IN PROVIDENCE	5,000.
COLLEGE VISIONS 131 WASHINGTON STREET, STE 205 PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	OPERATING SUPPORT	15,000.
COMMON CAUSE-RI EDUCATION FUND 245 WATERMAN STREET SUITE 400A PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	SUPPORT FOR EDUCATIONAL PROGRAMMING AND RESEARCH	8,000.
COMMUNITY BOATING CENTER, INC. P.O. BOX 5849 PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SAILBOAT PURCHASE	10,000.
COMMUNITY CARE ALLIANCE PO BOX 1700 WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	COMPUTER EQUIPMENT	10,000.
COMMUNITY MUSIC WORKS 1392 WESTMINSTER STREET PROVIDENCE, RI 02909	NONE	PUBLIC CHARITY	RESIDENT MUSICIAN AND TEACHER SALARIES	10,000.
COMMUNITY PREPARATORY SCHOOL 126 SOMERSET STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	SCHOLARSHIPS	20,000.
CROSSROADS RHODE ISLAND 160 BROAD STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	EDUCATION AND EMPLOYMENT SERVICE SUPPORT	20,000.
DORCAS INTERNATIONAL INSTITUTE OF RHODE ISLAND 645 ELMWOOD AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	SUPPORT OF EDUCATION AND TRAINING PROGRAMS	20,000.
EDUCATION IN ACTION 35 SWISS STREET PROVIDENCE, RI 02909	NONE	PUBLIC CHARITY	ASSISTANCE IN RELOCATION TO NEW FACILITY	10,000.
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
ELIZABETH BUFFUM CHACE HOUSE PO BOX 9476 WARWICK, RI 02889	NONE	PUBLIC CHARITY	DISTRICT COURT ADVOCATES SUPPORT	5,000.
FAMILY SERVICE OF RHODE ISLAND P.O. BOX 6688 PROVIDENCE, RI 02940	NONE	PUBLIC CHARITY	PASSENGER VAN	15,000.
FARM FRESH RHODE ISLAND 1005 MAIN STREET, #1220 PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	FINANCIAL INCENTIVES FOR LOW INCOME FAMILIES	7,500.
FESTIVAL BALLET PROVIDENCE 825 HOPE STREET PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	SUPPORT OF DISCOVER DANCE	10,000.
FIRST WORKS PROVIDENCE 270 WESTMINSTER ST, 5TH FLOOR PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	OUTREACH AND EDUCATION	10,000.
FUND FOR UCAP 75 CARPENTER STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	BEYOND SCHOOL/CAPITAL CAMPAIGN	15,000.
GABRIELLE DINSMORE HEART & HOPE FUND 845 OAKLAWN AVENUE #203 CRANSTON, RI 02920	NONE	PUBLIC CHARITY	CAMP OPERATING SUPPORT	5,000.
GLOCESTER MANTON FREE PUBLIC LIBRARY 1137 PUTNAM PIKE CHEPACHET, RI 02814	NONE	PUBLIC CHARITY	CAPITAL IMPROVEMENTS	5,000.
GOODWILL INDUSTRIES OF RHODE ISLAND 100 HOUGHTON STREET PROVIDENCE, RI 02904	NONE	PUBLIC CHARITY	INCENTIVES FOR HIGH RISK YOUTHS	5,000.
HARRISVILLE HOSE COMPANY NO. 1 201 CALLAHAN SCHOOL STREET HARRISVILLE, RI 02830	NONE	PUBLIC CHARITY	SCBA'S BREATHING APPARATUS FOR FIREFIGHTERS	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
HOME AND HOSPICE CARE OF RHODE ISLAND, INC. 1085 NORTH MAIN STREET PROVIDENCE, RI 02904	NONE	PUBLIC CHARITY	PATIENT FREE CARE	10,000.
HOMEFRONT HEALTH CARE 725 BRANCH AVENUE, STE. 214 PROVIDENCE, RI 02904	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
HOPE ALZHEIMER'S CENTER 25 BRAYTON AVENUE CRANSTON, RI 02920	NONE	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
IN-SIGHT 43 JEFFERSON BLVD WARWICK, RI 02888	NONE	PUBLIC CHARITY	SUPPORT FOR COMPREHENSIVE VISION REHABILITATION PROGRAMS	7,500.
INSPIRING MINDS 763 WESTMINSTER STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	TUTOR/MENTOR SUPPORT	7,500.
JUNIOR ACHIEVEMENT OF RI, INC. 120 WATERMAN STREET SUITE # 200 PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
JUSTICE ASSISTANCE, INC. 943 PARK AVENUE CRANSTON, RI 02910	NONE	PUBLIC CHARITY	COMPUTER EQUIPMENT	4,000.
KINGSTON CHAMBER MUSIC FESTIVAL PO BOX 1733 KINGSTON, RI 02881	NONE	PUBLIC CHARITY	EDUCATION AND OUTREACH	2,500.
LEADERSHIP RHODE ISLAND 1570 WESTMINSTER STREET PROVIDENCE, RI 02909	NONE	PUBLIC CHARITY	TUITION ASSISTANCE	5,000.
LINCOLN SCHOOL 301 BUTLER AVE PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	SCHOLARSHIPS	40,000.
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
MEALS ON WHEELS OF RHODE ISLAND 70 BATH STREET PROVIDENCE, RI 02908	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,500.
MEETING STREET CENTER 1000 EDDY STREET PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	SCHOLARSHIP SUPPORT	16,800.
NEW URBAN ARTS 705 WESTMINSTER STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	5,000.
OLD SLATER MILL ASSOCIATION PO BOX 696 PAWTUCKET, RI 02862	NONE	PUBLIC CHARITY	SUPPORT FOR SCHOOL PROGRAMS	10,000.
OPERATION STAND DOWN RHODE ISLAND 1010 HARTFORD AVENUE JOHNSTON, RI 02919	NONE	PUBLIC CHARITY	PARTIAL FUNDING FOR NEW VAN	5,000.
PROJECT GOAL, INC. 79 SAVOY STREET PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	TEACHERS, COACHES, AND TRANSPORTATION COSTS	5,000.
PROVIDENCE ATHENAEUM 251 BENEFIT STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	15,000.
PROVIDENCE CHILDREN'S MUSEUM 100 SOUTH STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	RESEARCH AND DEVELOPMENT	15,000.
PROVIDENCE COMMUNITY LIBRARY 441 PRAIRIE AVENUE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	EDUCATIONAL PROGRAMMING	15,000.
PROVIDENCE PRESERVATION SOCIETY 21 MEETING STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SAFETY IMPROVEMENTS	10,000.
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
PROVIDENCE PUBLIC LIBRARY 150 EMPIRE STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SUPPORT FOR LIFELONG LEARNING PROGRAM	20,000.
PROVIDENCE SINGERS 667 WATERMAN AVENUE EAST PROVIDENCE, RI 02914	NONE	PUBLIC CHARITY	GENERAL OPERATING SUPPORT	3,000.
READ TO SUCCEED 175 HILLSIDE ROAD CRANSTON, RI 02920	NONE	PUBLIC CHARITY	SCHOLARSHIPS	2,000.
RHODE ISLAND CIVIC CHORALE & ORCHESTRA 141 PHENIX AVENUE CRANSTON, RI 02920	NONE	PUBLIC CHARITY	SUPPORT OF CONCERTS	3,000.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIANTIC AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	FOOD PURCHASE	20,000.
RHODE ISLAND DENTAL ASSOCIATION 875 CENTERVILLE COMMONS, BLDG 4 STE 12 WARWICK, RI 02886	NONE	PUBLIC CHARITY	SUPPORT FOR DENTAL LIFELINE PROGRAM	5,000.
RHODE ISLAND FREE CLINIC 655 BROAD STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	PRIMARY CARE AND SPECIALTY SERVICES	15,000.
RHODE ISLAND HISTORICAL SOCIETY 110 BENEVOLENT STREET PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	PROJECT COORDINATOR/MUSEUM OF WORK AND CULTURE	15,000.
RHODE ISLAND MENTORING PARTNERSHIP 3296 POST ROAD WARWICK, RI 02886	NONE	PUBLIC CHARITY	SUPPORT OF MENTORING PROGRAM	18,500.
RHODE ISLAND PHILHARMONIC ORCHESTRA 667 WATERMAN AVENUE EAST PROVIDENCE, RI 02914	NONE	PUBLIC CHARITY	MUSIC EDUCATION	20,000.
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
RHODE ISLAND PUBLIC RADIO ONE UNION STATION PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SUPPORT FOR EXPANDED NEWS COVERAGE	10,000.
RIVERZEDGE ARTS PROJECT 68 SOUTH MAIN STREET WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	EXPANDED LEARNING OPS/STUDIO ARTS AND ENTREPRENEURSHIP	15,000.
SAN MIGUEL SCHOOL 525 BRANCH AVENUE PROVIDENCE, RI 02904	NONE	PUBLIC CHARITY	SCHOLARSHIPS	20,000.
SANCTUARY MINISTRY AT HARVEST COMMUNITY CHURCH 60 NORTH MAIN STREET WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	OPERATING SUPPORT	7,500.
SAVE THE BAY, INC 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE	PUBLIC CHARITY	SCIENCE EDUCATION AT WOONSOCKET HIGH SCHOOL	10,000.
SENIOR SERVICES WOONSOCKET 84 SOCIAL STREET WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	REPLACEMENT VEHICLE	10,000.
SERVE RHODE ISLAND 655 BROAD STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	OPERATING SUPPORT	6,000.
SOJOURNER HOUSE 386 SMITH SREET PROVIDENCE, RI 02908	NONE	PUBLIC CHARITY	TRANSITIONAL HOUSING	10,000.
SOUTHSIDE COMMUNITY LAND TRUST 109 SOMERSET STREET PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	EDUCATION AND RESOURCES	5,000.
SPECIAL OLYMPICS RHODE ISLAND 370 GEORGE WASHINGTON HIGHWAY SMITHFIELD, RI 02917	NONE	PUBLIC CHARITY	EQUIPMENT	2,500.
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
STADIUM THEATRE FOUNDATON INC. 28 MONUMENT SQUARE WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	SOUND, LIGHTING AND PROJECTION SYSTEM	21,000.
THE GENESIS CENTER 620 POTTERS AVENUE PROVIDENCE, RI 02907	NONE	PUBLIC CHARITY	STUDENT SUPPORT CENTER	10,000.
THE HAVEN OF GRACE MINISTRIES, INC. PO BOX 224 WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	BOILER PURCHASE AND INSTALLATION	6,000.
THE PROVIDENCE CENTER 528 NORTH MAIN STREET PROVIDENCE, RI 02904	NONE	PUBLIC CHARITY	BUILDING RENOVATIONS	20,000.
TOWN OF BURRILLVILLE, PARKS AND RECREATION DEPT 105 HARRISVILLE MAIN STREET HARRISVILLE, RI 02830	NONE	GOVERNMENT	LEVY SCHOLARSHIPS	60,000.
TOWN OF GLOCESTER TOWN HALL 1145 PUTMAN PIKE CHEPACHET, RI 02814	NONE	GOVERNMENT	SUPPORT OF ANCIENTS & HORRIBLES PARADE	5,000.
TRINITY REPERTORY COMPANY 201 WASHINGTON STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	SUPPORT OF OUTREACH ACCESSIBILITY AND LIFELONG LEARNING INITIATIVES	15,000.
UNITED WAY OF RHODE ISLAND 50 VALLEY STREET PROVIDENCE, RI 02909	NONE	PUBLIC CHARITY	COMMUNITY IMPACT FUND	50,000.
VISITING NURSE CENTER OF GREATER RHODE ISLAND 6 BLACKSTONE VALLEY, STE 515 LINCOLN, RI 02865	NONE	PUBLIC CHARITY	TELEHEALTH UNITS	15,000.
WELLONE 36 BRIDGE WAY PASCOAG, RI 02859	NONE	PUBLIC CHARITY	GENERATOR PURCHASE AT THE FOSTER FACILITY	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
WHEELER SCHOOL - BREAKTHROUGH 216 HOPE STREET PROVIDENCE, RI 02906	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
WOONASQUATUCKET RIVER WATERSHED COUNCIL 27 SIMS AVENUE PROVIDENCE, RI 02909	NONE	PUBLIC CHARITY	OPERATING SUPPORT	5,000.
WOONSOCKET ROTARY CHARITIES FOUNDATION PO BOX 154 WOONSOCKET, RI 02895	NONE	PUBLIC CHARITY	INFRASTRUCTURE FOR AUTUMNFEST	10,000.
YMCA OF GREATER PROVIDENCE 371 PINE STREET PROVIDENCE, RI 02903	NONE	PUBLIC CHARITY	OPERATING SUPPORT	20,000.
YMCA OF PAWTUCKET 660 ROOSEVELT AVENUE PAWTUCKET, RI 02860	NONE	PUBLIC CHARITY	SWIM FOR LIFE PROGRAM/CAPITAL SUPPORT	10,000.
Total from continuation sheets				

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK	15,011.	15,011.	
TOTAL TO PART I, LINE 3	15,011.	15,011.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
STATE STREET BANK	54,476.	0.	54,476.	54,476.	
TO PART I, LINE 4	54,476.	0.	54,476.	54,476.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LP FLOW-THROUGH UBTI	13,677.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	13,677.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	3,362.	1,681.		1,681.
TO FM 990-PF, PG 1, LN 16A	3,362.	1,681.		1,681.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CPA	1,000.	579.		421.
TO FORM 990-PF, PG 1, LN 16B	1,000.	579.		421.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	79,373.	79,373.		0.
TO FORM 990-PF, PG 1, LN 16C	79,373.	79,373.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA STATE FILING FEE	70.	0.		70.
RI STATE TAX	500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	570.	0.		70.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	452.	201.		251.
FOUNDATION SUPPORT - RIF	121,580.	121,580.		0.
TO FORM 990-PF, PG 1, LN 23	122,032.	121,781.		251.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - CORPORATE STOCKS	15,071,724.	15,071,724.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,071,724.	15,071,724.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - HEDGE FUNDS	FMV	4,245,022.	4,245,022.
INVESTMENTS - PRIVATE EQUITY FUNDS	FMV	3,328,125.	3,328,125.
INVESTMENTS - REAL ASSETS	FMV	3,032,401.	3,032,401.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,605,548.	10,605,548.

FORM 990-PF EXPLANATION CONCERNING PART VII-A, LINE 8B STATEMENT 11

EXPLANATION

SINCE THE ORGANIZATION HAS CONVERTED TO A PUBLIC CHARITY, IT IS NOT REQUIRED TO REGISTER OR FILE WITH THE RI ATTORNEY GENERAL. THE FOUNDATION HAS WITHDRAWN FROM CT AND MA, SO THERE IS NO FURTHER FILING REQUIREMENTS FOR EITHER OF THOSE STATES.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MR PAUL F. GREENE 80 WEST REACH DRIVE JAMESTOWN, RI 02835	SECRETARY 2.00	4,800.	0.	0.
MR. RAYMOND G. LEVEILLE, JR. 2669 POST ROAD WARWICK, RI 02886	TRUSTEE 1.00	3,600.	0.	0.
MR. JONATHAN B. LORING 502 HALE STREET PRIDES CROSSING, MA 01965	PRESIDENT 2.00	6,000.	0.	0.
MR. RAYMOND N. MENARD 225 CENTRAL ST HARRISVILLE, RI 02830	TRUSTEE 1.00	2,400.	0.	0.
MR. THOMAS H. QUILL, JR. 126 TABER AVE PROVIDENCE, RI 02906	TRUSTEE 1.00	3,600.	0.	0.
NANCY B. SMITH 20 EDEN AVENUE WEST NEWTON, MA 02465	TREASURER 1.00	2,400.	0.	0.
KAREN DELPONTE 311 PROMENADE STREET PROVIDENCE, RI 02908	TRUSTEE 1.00	3,000.	0.	0.
ROBERT P. PICARD 1155 LOGEE ST. WOONSOCKET, RI 02895	TRUSTEE 1.00	3,600.	0.	0.
DR. H. DENMAN SCOTT 65 BENEFIT STREET PROVIDENCE, RI 02904	TRUSTEE 1.00	4,200.	0.	0.
DEMING E. SHERMAN 2800 FINANCIAL PLAZA PROVIDENCE, RI 02903	TRUSTEE 1.00	3,600.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		37,200.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 13
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

C/O RHODE ISLAND COMMUNITY FOUNDATION
ONE UNION STATION
PROVIDENCE, RI 02903

TELEPHONE NUMBER

401-427-4049

EMAIL ADDRESS

BPHILLIPS@RIFOUNDATION.ORG

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS ARE TO BE SUBMITTED ONLINE AT JUNEROCKWELLLEVY.ORG.

ANY SUBMISSION DEADLINES

GRANTS ARE MADE AT THE FOUNDATION MEETINGS IN THE EVEN-NUMBERED MONTHS. APPLICATIONS SHOULD

RESTRICTIONS AND LIMITATIONS ON AWARDS

MADE PREDOMINATELY TO PROVIDENCE AND NORTHERN RI AREAS. THE FOUNDATION DOES NOT MAKE GRANTS

Form **2848** (Rev. March 2012)
Department of the Treasury
Internal Revenue Service

Power of Attorney and Declaration of Representative

▶ Type or print. ▶ See the separate instructions.

OMB No. 1545-0150
For IRS Use Only
Received by:
Name
Telephone
Function
Date / /

Part I Power of Attorney

Caution: *A separate Form 2848 should be completed for each taxpayer. Form 2848 will not be honored for any purpose other than representation before the IRS.*

1 Taxpayer information. Taxpayer must sign and date this form on page 2, line 7.

Taxpayer name and address	Taxpayer identification number(s)	
June Rockwell Levy Foundation One Union Station Providence RI 02903	04-6074284	
	Daytime telephone number	Plan number (if applicable)

hereby appoints the following representative(s) as attorney(s)-in-fact:

2 Representative(s) must sign and date this form on page 2, Part II.

Name and address	CAF No. / PTIN / Telephone No. / Fax No.
PAUL OLIVEIRA, CPA 951 NORTH MAIN STREET PROVIDENCE, RI 02904	CAF No. 0302-80992R PTIN P00471475 Telephone No. (401) 274-2001 Fax No. (401) 831-4018
Check if to be sent notices and communications ☒	Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
DEBORAH A. HOPKINS, CPA 951 NORTH MAIN STREET PROVIDENCE, RI 02904	CAF No. 03-0046465R PTIN P00167843 Telephone No. (401) 274-2001 Fax No. (401) 831-4018
Check if to be sent notices and communications ☒	Check if new: Address ☐ Telephone No. ☐ Fax No. ☐
Name and address	CAF No. PTIN Telephone No. Fax No.
	Check if new: Address ☐ Telephone No. ☐ Fax No. ☐

to represent the taxpayer before the Internal Revenue Service for the following matters:

3 Matters

Description of Matter (Income, Employment, Payroll, Excise, Estate, Gift, Whistleblower, Practitioner Discipline, PLR, FOIA, Civil Penalty, etc.) (see instructions for line 3)	Tax Form Number (1040, 941, 720, etc.) (if applicable)	Year(s) or Period(s) (if applicable) (see instructions for line 3)
Income Tax, Excise Tax, Penalties	990 & 990-PF	2012 through 2017

4 Specific use not recorded on Centralized Authorization File (CAF). If the power of attorney is for a specific use not recorded on CAF, check this box. See the instructions for Line 4. **Specific Uses Not Recorded on CAF.** . . . . . ▶ ☐

5 Acts authorized. Unless otherwise provided below, the representatives generally are authorized to receive and inspect confidential tax information and to perform any and all acts that I can perform with respect to the tax matters described on line 3, for example, the authority to sign any agreements, consents, or other documents. The representative(s), however, is (are) not authorized to receive or negotiate any amounts paid to the client in connection with this representation (including refunds by either electronic means or paper checks). Additionally, unless the appropriate box(es) below are checked, the representative(s) is (are) not authorized to execute a request for disclosure of tax returns or return information to a third party, substitute another representative or add additional representatives, or sign certain tax returns.

☐ Disclosure to third parties; ☐ Substitute or add representative(s); ☐ Signing a return;

☐ Other acts authorized:

(see instructions for more information)

Exceptions. An unenrolled return preparer cannot sign any document for a taxpayer and may only represent taxpayers in limited situations. An enrolled actuary may only represent taxpayers to the extent provided in section 10.3(d) of Treasury Department Circular No. 230 (Circular 230). An enrolled retirement plan agent may only represent taxpayers to the extent provided in section 10.3(e) of Circular 230. A registered tax return preparer may only represent taxpayers to the extent provided in section 10.3(f) of Circular 230. See the line 5 instructions for restrictions on tax matters partners. In most cases, the student practitioner's (level k) authority is limited (for example, they may only practice under the supervision of another practitioner).

List any specific deletions to the acts otherwise authorized in this power of attorney:

6 **Retention/revocation of prior power(s) of attorney.** The filing of this power of attorney automatically revokes all earlier power(s) of attorney on file with the Internal Revenue Service for the same matters and years or periods covered by this document. If you do not want to revoke a prior power of attorney, check here . . . . . ▶ ☐

YOU MUST ATTACH A COPY OF ANY POWER OF ATTORNEY YOU WANT TO REMAIN IN EFFECT.

7 **Signature of taxpayer.** If a tax matter concerns a year in which a joint return was filed, the husband and wife must each file a separate power of attorney even if the same representative(s) is (are) being appointed. If signed by a corporate officer, partner, guardian, tax matters partner, executor, receiver, administrator, or trustee on behalf of the taxpayer, I certify that I have the authority to execute this form on behalf of the taxpayer.

▶ **IF NOT SIGNED AND DATED, THIS POWER OF ATTORNEY WILL BE RETURNED TO THE TAXPAYER.**

Signature	Date	Title (if applicable)
Jonathan B. Levy	27 March 2014	President

Print Name	PIN Number	Print name of taxpayer from line 1 if other than individual
Jonathan B. Levy	☐☐☐☐☐	June Rockwell Levy Foundation

Part II Declaration of Representative

Under penalties of perjury, I declare that:

- I am not currently under suspension or disbarment from practice before the Internal Revenue Service;
- I am aware of regulations contained in Circular 230 (31 CFR, Part 10), as amended, concerning practice before the Internal Revenue Service;
- I am authorized to represent the taxpayer identified in Part I for the matter(s) specified there; and
- I am one of the following:

a Attorney - a member in good standing of the bar of the highest court of the jurisdiction shown below.

b Certified Public Accountant - duly qualified to practice as a certified public accountant in the jurisdiction shown below.

c Enrolled Agent - enrolled as an agent under the requirements of Circular 230.

d Officer - a bona fide officer of the taxpayer's organization.

e Full-Time Employee - a full-time employee of the taxpayer.

f Family Member - a member of the taxpayer's immediate family (for example, spouse, parent, child, grandparent, grandchild, step-parent, step-child, brother, or sister).

g Enrolled Actuary - enrolled as an actuary by the Joint Board for the Enrollment of Actuaries under 29 U.S.C. 1242 (the authority to practice before the Internal Revenue Service is limited by section 10.3(d) of Circular 230).

h Unenrolled Return Preparer - Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**

i Registered Tax Return Preparer - registered as a tax return preparer under the requirements of section 10.4 of Circular 230. Your authority to practice before the Internal Revenue Service is limited. You must have been eligible to sign the return under examination and have signed the return. **See Notice 2011-6 and Special rules for registered tax return preparers and unenrolled return preparers in the instructions.**

k Student Attorney or CPA - receives permission to practice before the IRS by virtue of his/her status as a law, business, or accounting student working in LITC or STCP under section 10.7(d) of Circular 230. See instructions for Part II for additional information and requirements.

r Enrolled Retirement Plan Agent - enrolled as a retirement plan agent under the requirements of Circular 230 (the authority to practice before the Internal Revenue Service is limited by section 10.3(e)).

▶ **IF THIS DECLARATION OF REPRESENTATIVE IS NOT SIGNED AND DATED, THE POWER OF ATTORNEY WILL BE RETURNED. REPRESENTATIVES MUST SIGN IN THE ORDER LISTED IN LINE 2 ABOVE.** See the instructions for Part II.

Note: For designations d-f, enter your title, position, or relationship to the taxpayer in the "Licensing jurisdiction" column. See the instructions for Part II for more information.

Designation - Insert above letter (a-r)	Licensing jurisdiction (state) or other licensing authority (if applicable)	Bar, license, certification, registration, or enrollment number (if applicable). See instructions for Part II for more information.	Signature	Date
b	RI, MA	1855, 21055	Paul Alpiruq	3/27/14
b	RI	2045	Deborah Hopkins	3/27/14

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

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

Type or print File by the due date for filing your return See instructions.	Name of exempt organization or other filer, see instructions. JUNE ROCKWELL LEVY FOUNDATION INCORPORATED	Enter filer's identifying number Employer identification number (EIN) or 04-6074284
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE UNION STATION	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02903	

Enter the Return code for the return that this application is for (file a separate application for each return) ▶ 01

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

JENNIFER REID, AUTH. AGENT

- The books are in the care of ▶ ONE UNION STATION - PROVIDENCE, RI 02903
  Telephone No ▶ 401-427-4023 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

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

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

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

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

- 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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	JUNE ROCKWELL LEVY FOUNDATION INCORPORATED	04-6074284
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE UNION STATION	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02903	

Enter the Return code for the return that this application is for (file a separate application for each return) ▶ 01

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.

- The books are in the care of ▶ JENNIFER REID, AUTH. AGENT ONE UNION STATION - PROVIDENCE, RI 02903
  Telephone No. ▶ 401-427-4023 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 AND INFORMATION ARE NECESSARY IN ORDER TO PREPARE AN ACCURATE 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	$	0.
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	$	0.
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 ▶ Deborah Hopkins Title ▶ CPA Date ▶ 8/6/14

323842
12-31-13

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return.

OMB No. 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . . ▶ [ ]

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions.	JUNE ROCKWELL LEVY FOUNDATION INCORPORATED	04-6074284
	Number, street, and room or suite no. If a P.O. box, see instructions. 20 OAK STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BEVERLY FARMS, MA 01915	

Enter the Return code for the return that this application is for (file a separate application for each return) . . [0 1]

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	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

JONATHAN B. LORING, PRESIDENT

- The books are in the care of ▶ 20 OAK STREET - BEVERLY FARMS, MA 01915
  Telephone No. ▶ 978-927-0088 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning _____, and ending _____.

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

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

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

- 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 JUNE ROCKWELL LEVY FOUNDATION INCORPORATED	Employer identification number (EIN) or 04-6074284
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE UNION STATION	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PROVIDENCE, RI 02903	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . [0 1]

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	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.

MICHAEL J. JENKINSON, AUTH. AGENT

- The books are in the care of ▶ ONE UNION STATION - PROVIDENCE, RI 02903
  Telephone No. ▶ 401-427-4026 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, 2013.

5 For calendar year 2012, 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 AND INFORMATION ARE NECESSARY IN ORDER TO PREPARE AN ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	0.
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 ▶ Deborah Hutchinson Title ▶ CPA Date ▶ 7/25/13

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