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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2013

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

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

PIERCE KATHARINE C UW

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

A Employer identification number

04-6095694

P O BOX 1802

Room/suite

888-866-3275

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

PROVIDENCE, RI 02901-1802

G Check all that apply: Initial return Initial return of a former public charity
 Final return Amended return
 Address change Name change

H Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

I Fair market value of all assets at J Accounting method: Cash Accrual
 end of year (from Part II, col. (c), line 16) Other (specify)
 16) ► \$ 5,518,747. (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) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) .				
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	127,234.	127,234.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	46,394.			
b Gross sales price for all assets on line 6a	46,394.			
7 Capital gain net income (from Part IV, line 2)		46,394.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	173,628.	173,628.		
13 Compensation of officers, directors, trustees, etc	62,272.	37,363.		24,909.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule)	13,079.			13,079.
17 Interest				
18 Taxes (attach schedule) (see instructions)	12,578.	2,296.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	825.	5.		820.
24 Total operating and administrative expenses.				
Add lines 13 through 23	90,004.	39,664.	NONE	40,058.
25 Contributions, gifts, grants paid	132,228.			132,228.
26 Total expenses and disbursements Add lines 24 and 25	222,232.	39,664.	NONE	172,286.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-48,604.			
b Net investment income (if negative, enter -0-)		133,964.		
c Adjusted net income (if negative, enter -0-)				



Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing			NONE	
	2 Savings and temporary cash investments		113,195.	42,836.	42,836.
Assets	3 Accounts receivable ►			NONE	
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►			NONE	
	Less allowance for doubtful accounts ►				
	5 Grants receivable			NONE	
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			NONE	
	7 Other notes and loans receivable (attach schedule) ►			NONE	
	Less: allowance for doubtful accounts ►				
	8 Inventories for sale or use			NONE	
	9 Prepaid expenses and deferred charges			NONE	
	10 a Investments - U S and state government obligations (attach schedule)			NONE	
	b Investments - corporate stock (attach schedule)	STMT 6.	3,977,396.	4,002,561.	5,475,911.
	c Investments - corporate bonds (attach schedule)			NONE	
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
Liabilities	12 Investments - mortgage loans			NONE	
	13 Investments - other (attach schedule)			NONE	
	14 Land, buildings, and equipment basis ►			NONE	
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ►)			NONE	
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		4,090,591.	4,045,397.	5,518,747.
	17 Accounts payable and accrued expenses			NONE	
	18 Grants payable			NONE	
	19 Deferred revenue			NONE	
	20 Loans from officers, directors, trustees, and other disqualified persons			NONE	
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			NONE	
	22 Other liabilities (describe ►)			NONE	
	23 Total liabilities (add lines 17 through 22)			NONE	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, ► <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		4,090,591.	4,045,397.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund				
Net Assets or Fund Balances	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)		4,090,591.	4,045,397.	
	31 Total liabilities and net assets/fund balances (see instructions)		4,090,591.	4,045,397.	

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	4,090,591.
2 Enter amount from Part I, line 27a	2	-48,604.
3 Other increases not included in line 2 (itemize) ► CTF ADJUSTMENT	3	3,410.
4 Add lines 1, 2, and 3	4	4,045,397.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,045,397.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 17,299.			17,299.		
b 29,095.			29,095.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	17,299.		
a			29,095.		
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	46,394.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	261,074.	4,797,907.	0.054414
2011	210,142.	4,741,450.	0.044320
2010	207,233.	4,456,336.	0.046503
2009	243,834.	3,964,354.	0.061507
2008	268,665.	4,838,911.	0.055522

2 Total of line 1, column (d)	2	0.262266
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.052453
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,202,181.
5 Multiply line 4 by line 3	5	272,870.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,340.
7 Add lines 5 and 6	7	274,210.
8 Enter qualifying distributions from Part XII, line 4	8	172,286.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	2,679.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	2,679.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .		4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . .		5	2,679.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	6,625.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7		6,625.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached . . .	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . ►	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ►	10		3,946.
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► 2,680. Refunded ► 1,266.	11		1,266.

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
	<i>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.</i>		
1c	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 ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i> . . .	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? . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	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? <i>If "Yes," complete Part II, col. (c), and Part XV</i> . . .	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 <i>General Instruction G</i> ? <i>If "No," attach explanation.</i> . . .	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)? <i>If "Yes," complete Part XIV.</i> . . .	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> . . .	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X
14	The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no ► <u>(888) 866-3275</u> Located at ► <u>PO BOX 1802, PROVIDENCE, RI</u> ZIP+4 ► <u>02901-1802</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u> and enter the amount of tax-exempt interest received or accrued during the year		
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 X 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u> </u>	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 ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?					
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?			5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d)					
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				
If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		62,272.		

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1NONE

2	-----

3	-----

4	-----

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

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

Amount

1NONE

2	-----

All other program-related investments See instructions

3NONE

Total. Add lines 1 through 3 ►	


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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	
a	Average monthly fair market value of securities	1a 5,190,848.
b	Average of monthly cash balances	1b 90,554.
c	Fair market value of all other assets (see instructions)	1c NONE
d	Total (add lines 1a, b, and c)	1d 5,281,402.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e
2	Acquisition indebtedness applicable to line 1 assets	2 NONE
3	Subtract line 2 from line 1d	3 5,281,402.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 79,221.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,202,181.
6	Minimum investment return. Enter 5% of line 5	6 260,109.

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	1 260,109.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 2,679.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 2,679.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 257,430.
4	Recoveries of amounts treated as qualifying distributions	4 NONE
5	Add lines 3 and 4	5 257,430.
6	Deduction from distributable amount (see instructions)	6 NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7 257,430.

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 172,286.
b	Program-related investments - total from Part IX-B	1b
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2 NONE
3	Amounts set aside for specific charitable projects that satisfy the:	
a	Suitability test (prior IRS approval required)	3a NONE
b	Cash distribution test (attach the required schedule)	3b NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4 172,286.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5 N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6 172,286.

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				257,430.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	29,143.			
b From 2009	49,990.			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	34,429.			
f Total of lines 3a through e	113,562.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	172,286.			
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				172,286.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	85,144.			85,144.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,418.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				NONE
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	28,418.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	28,418.			
e Excess from 2013				

**Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)****NOT APPLICABLE**

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

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

4942(j)(3) or

4942(j)(5)

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(ii)					
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).)

N/A

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

N/A**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

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

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

SEE STATEMENT 11

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

N/A

c Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

Form 990-PF (2013)

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				
PLEASE SEE ATTACHED	N/A	PC	UNRESTRICTED GENERAL SUPPORT	132,228.
Total			► 3a	132,228.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue:				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities			14	127,234.
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	46,394.
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue. a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				173,628.
13	Total. Add line 12, columns (b), (d), and (e)				173,628.

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

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

Form 990-PF (2013)

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

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

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

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

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.

**Sign
Here**

Karen J. Kiser

04/04/2014

Dat

SVP Tax

Title

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

BANK OF AMERICA, N.A.		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Paid Preparer Use Only	Print/Type preparer's name				
	Firm's name ►	Firm's EIN ►			
Firm's address ►				Phone no	

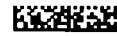
FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	134.	134.
FOREIGN DIVIDENDS	19,962.	19,962.
DOMESTIC DIVIDENDS	58,788.	58,788.
OTHER INTEREST	20,306.	20,306.
FOREIGN INTEREST	1,158.	1,158.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	3,028.	3,028.
NONQUALIFIED FOREIGN DIVIDENDS	54.	54.
NONQUALIFIED DOMESTIC DIVIDENDS	23,804.	23,804.
TOTAL	127,234.	127,234.



FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.		1,250.	
TOTALS	1,250.	NONE	NONE	1,250.



FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	13,079.	13,079.
TOTALS	13,079.	13,079.



FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	328.	328.
EXCISE TAX - PRIOR YEAR	3,657.	
EXCISE TAX ESTIMATES	6,625.	
FOREIGN TAXES ON QUALIFIED FOR	1,960.	1,960.
FOREIGN TAXES ON NONQUALIFIED	8.	8.
TOTALS	12,578.	2,296.

=====

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	750.		
OTHER CHARITABLE EXPENSES	70.		
OTHER INVESTMENT FEE	5.		
			750.
			70.
			5.
			825.
TOTALS			825.



FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
464287465 ISHARES MSCI EAFFE ET	255,265.	255,265.	291,394.
464287804 CEF ISHARES CORE S&P	100,725.	100,725.	233,756.
78464A607 SPDR DJ WILSHIRE REI	205,245.	205,245.	240,109.
78467Y107 SPDR S&P MIDCAP 400	80,770.	80,770.	244,688.
032511107 ANADARKO PETE CORP C	13,313.	13,313.	79,320.
30231G102 EXXON MOBIL CORP COM	32,156.	32,156.	101,200.
674599105 OCCIDENTAL PETE CORP	43,696.	43,696.	47,550.
806857108 SCHLUMBERGER LTD COM	19,180.	19,180.	72,088.
009158106 AIR PRODS & CHEMS IN	41,774.	41,774.	55,890.
35671D857 FREPORT-MCMORAN COP	36,823.	36,823.	37,740.
244199105 DEERE & CO COM	30,439.	30,439.	36,532.
291011104 EMERSON ELEC CO COM	15,005.	15,005.	35,090.
369550108 GENERAL DYNAMICS COR	32,850.	32,850.	47,775.
369604103 GENERAL ELEC CO COM	35,154.	35,154.	84,090.
438516106 HONEYWELL INTL INC C	41,002.	41,002.	63,959.
88579Y101 3M CO COM	46,022.	46,022.	70,125.
911312106 UNITED PARCEL SVC IN	37,851.	37,851.	52,540.
189754104 COACH INC COM	41,494.	41,494.	42,098.
254687106 DISNEY WALT CO COM D	38,427.	38,427.	152,800.
872540109 TJX COS INC NEW COM	34,191.	34,191.	47,798.
87612E106 TARGET CORP COM	40,459.	40,459.	47,453.
988498101 YUM BRANDS INC COM	32,344.	32,344.	37,805.
191216100 COCA COLA CO COM	38,080.	38,080.	41,310.
50076Q106 KRAFT FOODS GROUP IN	14,469.	14,469.	17,952.
609207105 MONDELEZ INTL INC CO	26,792.	26,792.	35,300.
713448108 PEPSICO INC COM	18,045.	18,045.	66,352.
742718109 PROCTER & GAMBLE CO	48,645.	48,645.	81,410.
871829107 SYSCO CORP COM	1,140.	1,140.	54,150.
931142103 WAL-MART STORES INC	69,991.	69,991.	118,035.

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
002824100 ABBOTT LABS COM	45,784.	45,784.	21,965.
075887109 BECTON DICKINSON & C	37,662.	37,662.	55,245.
478160104 JOHNSON & JOHNSON CO	16,053.	16,053.	64,113.
66987V109 NOVARTIS A G SPONSOR	51,746.	51,746.	72,342.
717081103 PFIZER INC COM	17,252.	17,252.	30,171.
001055102 AFLAC INC COM	35,584.	35,584.	50,100.
171232101 CHUBB CORP COM	60,350.	60,350.	79,720.
316773100 FIFTH THIRD BANCORP	21,762.	21,762.	33,648.
693475105 PNC FINL SVCS GROUP	43,347.	43,347.	54,306.
949746101 WELLS FARGO & CO NEW	21,535.	21,535.	90,800.
962166104 WEYERHAEUSER CO COM	49,235.	49,235.	63,140.
G1151C101 ACCENTURE PLC CL A C	45,653.	45,653.	61,665.
037833100 APPLE INC COM	53,128.	53,128.	44,882.
053015103 AUTOMATIC DATA PROCE	46,432.	46,432.	64,639.
17275R102 CISCO SYS INC COM	7,853.	7,853.	40,374.
219350105 CORNING INC COM	17,370.	17,370.	26,730.
458140100 INTEL CORP COM	32,386.	32,386.	46,719.
459200101 INTERNATIONAL BUSINE	21,254.	21,254.	56,271.
594918104 MICROSOFT CORP COM	15,570.	15,570.	56,115.
747525103 QUALCOMM INC COM	31,048.	31,048.	37,125.
92343V104 VERIZON COMMUNICATIO	35,908.	35,908.	74,939.
197199409 COLUMBIA ACORN FUND	75,000.	75,000.	106,063.
693390841 PIMCO HIGH YIELD FD	200,000.	200,000.	203,818.
722005667 PIMCO COMMODITY REAL	150,000.	150,000.	101,918.
093001188 WILLIAM BLAIR INTL S	50,000.	50,000.	65,336.
52106N889 LAZARD EMERGING MKTS	330,304.	330,304.	335,526.
1261291M7 INTERM GOVT/CREDIT B	993,833.	1,018,998.	960,099.
00287Y109 ABBVIE INC COM	23,819.	23,819.	36,967.

PIERCE KATHARINE C UW

FORM 990PF, PART II - CORPORATE STOCK

04-6095694

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TOTALS	3,977,396.	4,002,561.	5,475,911.



PIERCE KATHARINE C UW

04-6095694

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	-6,711.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	-6,711.00
	=====

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

COMMON TRUST FUNDS	35,806.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	35,806.00
	=====

STATEMENT 9

PIERCE KATHARINE C UW

04-6095694

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

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

1 FINANCIAL PLAZA

PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

53,777.

COMPENSATION

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

OFFICER NAME:

WILLIAM A TRUSLOW

ADDRESS:

ONE INTERNATIONAL PLACE

BOSTON, MA 02110

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

8,495.

COMPENSATION

TOTAL COMPENSATION:

62,272.

=====

PIERCE KATHARINE C UW
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6095694

RECIPIENT NAME:

BANK OF AMERICA, MIKI AKIMOTO

ADDRESS:

225 FRANKLIN ST
BOSTON, MA 02110

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RELIEF OF NEEDY AND DESERVING GENTLEWOMEN
IN REDUCED CIRCUMSTANCES

STATEMENT 11

FORM 990PF, Part XV, Ln. 3:
Grants Paid attachment to return :
KATHARINE PIERCE C UW

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
9/10/2013	-897	BAYPATH ELDER SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-4700	BOSTON SENIOR HOME CARE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-1391	BRISTOL ELDER SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-10700	CENTRAL BOSTON ELDER SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-2700	CHELSEA REVERE WINTHROP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-1050	COASTLINE ELDERLY SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-3400	ELDER SERVICES BERKSHIRE COUNTY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-4400	ELDER SERVICES OF CAPE COD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-10200	ELDER SERVICES MERRIMACK VALLEY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-3200	ELDER SERVICES OF WORCESTER AREA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-4100	FRANKLIN COUNTY HOME CARE CORP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-5300	GREATER SPRINGFIELD SENIOR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-2200	GREATER LYNN SENIOR SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
		HEALTH SOCIAL SERVICES			
9/10/2013	-3700	CONSORTIUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-9700	HIGHLAND VALLEY ELDER SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-2200	MINUTEMAN SENIOR SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-2090	MONTACHUSSET HOME CARE CORP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-9800	MYSTIC VALLEY ELDER SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-7600	NORTH SHORE ELDER SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-4900	OLD COLONY ELDERLY SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-2700	SENIORCARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-11700	SOMERVILLECAMBRIDGE ELDERSERVICE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-1700	SOUTH SHORE ELDER SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-2000	SOUTHWEST BOSTON SENIOR SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-7900	SPRINGWELL, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-3700	TRI-VALLEY ELDER SERVICES, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/10/2013	-5500	WESTMASS ELDERCARE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/13/2013	-3000	MASS HOME CARE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-132228				

PIERCE KATHARINE C UW

04-6095694

FEDERAL FOOTNOTES

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

STATEMENT 12