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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2013Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
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Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

THAYER PAULINE REVERE PEN FD U IND

A Employer identification number

04-6096055

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

Room/suite

B Telephone number (see instructions)

888-866-3275

P.O. BOX 1802

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

PROVIDENCE, RI 02901-1802

Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeCheck 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

end of year (from Part II, col. (c), line

16) \$ 570,184.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐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) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	12,703.	12,294.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	16,270.			
b Gross sales price for all assets on line 6a	180,849.			
7 Capital gain net income (from Part IV, line 2)		16,270.		
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) (attach schedule)				
11 Other income (attach schedule)	-91.	17.		STMT 2
12 Total. Add lines 1 through 11	28,882.	28,581.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	7,913.	4,748.		3,165.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,271.	371.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	35.	275.		35.
24 Total operating and administrative expenses. Add lines 13 through 23	9,219.	5,394.		3,200.
25 Contributions, gifts, grants paid	27,500.			27,500.
26 Total expenses and disbursements. Add lines 24 and 25	36,719.	5,394.		30,700.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-7,837.			
b Net investment income (if negative, enter -0-)		23,187.		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 23 2014

Revenue

Operating and Administrative Expenses

Dec in 2013
Comes

MAY 2 2014

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
Assets	1	Cash - non-interest-bearing			NONE	
	2	Savings and temporary cash investments	35,118.	14,356.	14,356.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶		NONE		
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶		NONE		
	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) ▶ 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 5	462,387.	492,749.	539,098.	
	c	Investments - corporate bonds (attach schedule)		NONE		
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
	12	Investments - mortgage loans		NONE		
	13	Investments - other (attach schedule) STMT 6	38,366.	18,500.	16,730.	
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		NONE		
15	Other assets (describe ▶)		NONE			
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	535,871.	525,605.	570,184.		
Liabilities	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		
	21	Mortgages and other notes payable (attach schedule)		NONE		
	22	Other liabilities (describe ▶)		NONE		
23	Total liabilities (add lines 17 through 22)		NONE			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	535,871.	525,605.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)	535,871.	525,605.		
	31	Total liabilities and net assets/fund balances (see instructions)	535,871.	525,605.		

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	535,871.
2	Enter amount from Part I, line 27a	2	-7,837.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP ADJ	3	2,055.
4	Add lines 1, 2, and 3	4	530,089.
5	Decreases not included in line 2 (itemize) ▶ TYE INCOME ADJUSTMENT	5	4,484.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	525,605.

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 78,451.		70,471.	7,980.		
b 102,398.		94,108.	8,290.		
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			7,980.		
b			8,290.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	16,270.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	22,460.	528,688.	0.042483
2011	17,512.	533,036.	0.032853
2010	24,539.	495,030.	0.049571
2009	20,758.	438,739.	0.047313
2008	26,015.	521,792.	0.049857
2 Total of line 1, column (d)			2 0.222077
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 0.044415
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 551,229.
5 Multiply line 4 by line 3			5 24,483.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 232.
7 Add lines 5 and 6			7 24,715.
8 Enter qualifying distributions from Part XII, line 4			8 30,700.

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	232.
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	232.
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	232.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	924.	
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	924.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	692.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☒ 232. Refunded ☐	11	460.	

Part VII-A Statements Regarding Activities

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

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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?	13	X	
Website address N/A				
14	The books are in care of US TRUST FIDUCIARY TAX SERVICES Telephone no. (888) 866-3275 Located at PO BOX 1802, PROVIDENCE, RI ZIP+4 02901-1802			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year. 15			
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country 				

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	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)? ☐	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.) ☐	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.) ☐	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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (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)? (see instructions) ☒ 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 ☐**5b**

X

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? ☒ Yes ☐ No

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

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

If "Yes" to 6b, file Form 8870

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? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		7,913.		

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
1 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	544,000.
b	Average of monthly cash balances	1b	15,623.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	559,623.
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	559,623.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,394.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	551,229.
6	Minimum investment return. Enter 5% of line 5	6	27,561.

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	27,561.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	232.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	232.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	27,329.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	27,329.
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	27,329.

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	30,700.
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	30,700.
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	232.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,468.

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				27,329.
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	286.			
b From 2009	NONE			
c From 2010	20.			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	306.			
4 Qualifying distributions for 2013 from Part XII, line 4. ► \$ 30,700.				
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				27,329.
e Remaining amount distributed out of corpus . .	3,371.			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,677.			
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				NONE
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) . . .	286.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	3,391.			
10 Analysis of line 9:				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	20.			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	3,371.			

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

1a 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)

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

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

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

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

NONE

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

NONE

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

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

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

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 SEE STATEMENT 14				27,500.
Total			3a	27,500.
b Approved for future payment NONE				
Total			3b	

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THAYER PAULINE REVERE PEN FD U IND

04-6096055

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	160.	160.
FOREIGN DIVIDENDS	2,234.	2,234.
NONDIVIDEND DISTRIBUTIONS	409.	
DOMESTIC DIVIDENDS	3,416.	3,416.
OTHER INTEREST	1,391.	1,391.
FOREIGN INTEREST	49.	49.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	125.	125.
US GOVERNMENT INTEREST REPORTED AS QUALI	72.	72.
NONQUALIFIED FOREIGN DIVIDENDS	808.	808.
NONQUALIFIED DOMESTIC DIVIDENDS	4,039.	4,039.
	-----	-----
TOTAL	12,703.	12,294.
	=====	=====

THAYER PAULINE REVERE PEN FD U IND

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FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-91.	17.
PARTNERSHIP INCOME		
TOTALS	-91.	17.
	=====	=====

THAYER PAULINE REVERE PEN FD U IND

04-6096055

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	269.	269.
EXCISE TAX ESTIMATES	900.	
FOREIGN TAXES ON QUALIFIED FOR	62.	62.
FOREIGN TAXES ON NONQUALIFIED	40.	40.
	-----	-----
TOTALS	1,271.	371.
	=====	=====

THAYER PAULINE REVERE PEN FD U IND

04-6096055

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	35.		35.
PARTNERSHIP EXPENSES		275.	
TOTALS	----- 35. =====	----- 275. =====	----- 35. =====

THAYER PAULINE REVERE PEN FD U IND
FORM 990PF, PART II - CORPORATE STOCK
=====

04-6096055

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
PLEASE SEE ATTACHED			
464287507 ISHARES CORE S&P MID	10,700.	13,850.	17,529.
464287614 ISHARES RUSSELL 1000	45,516.		
464287655 ISHARES RUSSELL 2000	10,690.	9,151.	13,036.
921943858 VANGUARD FTSE DEVELO	10,392.	12,924.	16,047.
922042858 VANGUARD FTSE EMERGI	19,616.	16,770.	17,197.
922908553 VANGUARD REIT ETF	32,983.	33,942.	33,571.
466001864 IVY ASSET STRATEGY F	7,635.	15,855.	19,904.
6933390841 PIMCO HIGH YIELD FD	15,564.	15,983.	16,586.
714199106 PERMANENT PORTFOLIO	18,637.	13,843.	12,333.
72200Q182 PIMCO ALL ASSET ALL	33,958.	39,158.	35,346.
202671913 AGGREGATE BOND CTF	91,016.	99,520.	97,116.
207543877 SMALL CAP GROWTH LEA	10,723.	9,989.	13,486.
29099J109 EMERGING MARKETS STO	18,753.	15,419.	17,205.
302993993 MID CAP VALUE CTF	16,212.	17,224.	20,479.
303995997 SMALL CAP VALUE CTF	10,829.	10,710.	13,180.
323991307 MID CAP GROWTH CTF	16,220.	17,995.	20,312.
45399C107 DIVIDEND INCOME COMM	45,408.	41,093.	48,678.
99Z466163 HIGH QUALITY CORE CO	21,423.	19,604.	23,023.
99Z466197 INTERNATIONAL FOCUSE	26,112.	41,841.	49,221.
880208400 TEMPLETON GLOBAL BD		5,570.	5,453.
99Z501647 STRATEGIC GROWTH COM		42,308.	49,396.
TOTALS	462,387.	492,749.	539,098.

THAYER PAULINE REVERE PEN FD U IND
FORM 990PF, PART II - OTHER INVESTMENTS
=====

04-6096055

DESCRIPTION -----	COST/ FMV C OR F -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
73935S105 POWERSHARES DB COMMO	C	38,366.	18,500.	16,730.
TOTALS		38,366.	18,500.	16,730.
		=====	=====	=====

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
1351.388 AGGREGATE BOND CTF	08/31/2012	02/28/2013	23,005.00	23,271.00	-266.00
43.849 SMALL CAP GROWTH LEADERS CTF	11/30/2012	02/28/2013	728.00	677.00	51.00
12.621 SMALL CAP GROWTH LEADERS CTF	11/30/2012	03/31/2013	218.00	195.00	23.00
132. MID CAP VALUE CTF	11/30/2012	02/28/2013	2,847.00	2,640.00	207.00
66.795 MID CAP VALUE CTF	04/20/2012	02/28/2013	1,441.00	1,301.00	140.00
9.339 MID CAP VALUE CTF	04/20/2012	03/31/2013	209.00	184.00	25.00
50.976 SMALL CAP VALUE CTF	11/30/2012	02/28/2013	980.00	916.00	64.00
6.87 SMALL CAP VALUE CTF	11/30/2012	03/31/2013	136.00	124.00	12.00
171.11 MID CAP GROWTH CTF	08/31/2012	02/28/2013	3,472.00	3,273.00	199.00
6.884 MID CAP GROWTH CTF	08/31/2012	03/31/2013	144.00	132.00	12.00
29.723 DIVIDEND INCOME COMMON TRUST	02/28/2013	03/31/2013	1,233.00	1,195.00	38.00
95.903 DIVIDEND INCOME COMMON TRUST	08/31/2012	06/30/2013	4,089.00	3,662.00	427.00
35.983 HIGH QUALITY CORE COMMON TRUST FUND					
116.678 HIGH QUALITY CORE COMMON TRUST FUND	02/28/2013	03/31/2013	398.00	388.00	10.00
11.364 INTERNATIONAL FOCUSED EQUITY	08/31/2012	06/30/2013	1,297.00	1,188.00	109.00
136.603 STRATEGIC GROWTH COMMON TRUST FUND	02/28/2013	03/31/2013	120.00	118.00	2.00
1164.103 STRATEGIC GROWTH COMMON TRUST FUND	04/30/2013	06/30/2013	1,388.00	1,395.00	-7.00
TOTAL OTHER GAINS AND LOSSES	04/30/2013	11/30/2013	13,754.00	11,793.00	1,961.00
			55,459.00	52,452.00	3,007.00
Totals			55,459.00	52,452.00	3,007.00

[illegible]

THAYER PAULINE REVERE PEN FD U IND

04-6096055

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -282.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-282.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 4,189.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-2,055.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

2,134.00
=====



THAYER PAULINE REVERE PEN FD U IND

04-6096055

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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

1FINANCIAL PLAZA

PROVIDENCE, RI 02903

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 7,913.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION:

7,913.

=====

~~XXXXXX~~

THAYER PAULINE REVERE PEN FD U IND

04-6096055

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

EILEEN MERSEREAU

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

MARGUERITE HURTADO

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BRIDIE JOYCE

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

ALICE MCGUIRE

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.



THAYER PAULINE REVERE PEN FD U IND

04-6096055

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

RUTH LYNCH

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIREMENT EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

JONATHAN MALDONADO

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

JOHN BASILE

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

MICHAEL HARDING

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

~~XXXXXX~~

THAYER PAULINE REVERE PEN FD U IND

04-6096055

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

TIGEST TESSEMA

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

PHIL ROSEN

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

CARLA RECINOS

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

DOUG BROWN

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.



THAYER PAULINE REVERE PEN FD U IND

04-6096055

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

DARLENE MONKMAN

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:

DAVID ELLIS

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PAYMENT TO NEEDY RETIRED EMPLOYEE OF CLUB

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 500.

TOTAL GRANTS PAID:

27,500.

=====

FORM 990PF, Part XV, Ln. 3:
Grants Paid attachment to return :
THAYER PAULINE REVERE PEN FD U IND

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
1/2/2013	-1000	ALICE MCGUIRE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
1/2/2013	-1000	BRIDIE JOYCE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
1/2/2013	-750	EILEEN MERSEREAU	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
1/2/2013	-1000	MARGUERITE HURTADO	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
4/1/2013	-1000	ALICE MCGUIRE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
4/1/2013	-1000	BRIDIE JOYCE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
4/1/2013	-750	EILEEN MERSEREAU	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
4/1/2013	-1000	MARGUERITE HURTADO	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
5/23/2013	-2000	RUTH LYNCH	NONE	FOR FAMILY MEDICAL ISSUES AND EXTRA	NC
5/23/2013	-500	JONATHAN MALDONADO	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	JOHN BASILE	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	MICHAEL HARDING	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	TIGEST TESSEMA	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	PHIL ROSEN	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	CARLA RECINOS	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	DOUG BROWN	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	DARLENE MONKMAN	NONE	FOR EXTRA SERVICE DURING JANUARY	NC
5/23/2013	-500	DAVID ELLIS	NONE	FOR EXTRA SERVICE DURING JANUARY	NC

7/1/2013	-1000	ALICE MCGUIRE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
7/1/2013	-1000	BRIDIE JOYCE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
7/1/2013	-750	EILEEN MERSEREAU	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
7/1/2013	-1000	MARGUERITE HURTADO	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
10/1/2013	-1000	ALICE MCGUIRE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
10/1/2013	-1000	BRIDIE JOYCE	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
10/1/2013	-750	EILEEN MERSEREAU	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
10/1/2013	-1000	MARGUERITE HURTADO	NONE	QUARTERLY PAYMENT TO RETIRED EMPLOYEE	NC
12/19/2013	-1000	EILEEN MERSEREAU	NONE	LAST CHRISTMAS GIFT 2013	NC
12/19/2013	-1000	BRIDIE JOYCE	NONE	LAST CHRISTMAS GIFT 2013	NC
12/19/2013	-1000	MARGUERITE HURTADO	NONE	CHRISTMAS GIFT 2013	NC
12/19/2013	-1000	ALICE MCGUIRE	NONE	CHRISTMAS GIFT 2013	NC
12/19/2013	-1000	JONATHAN MALDONADO	NONE	TO REIMBURSE EXPENSES FOR STOLEN	NC
12/19/2013	-1000	BRIAN RODRIGUEZ	NONE	BEREAVEMENT	NC
TOTAL		-27500			

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.