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

Department of the Treasury
Internal Revenue Service

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▶ 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 Eastman Charitable Foundation		A Employer identification number 04-6115419
Number and street (or P.O. box number if mail is not delivered to street address) c/o William C. Hays	Room/suite 31 Milk Street 202	B Telephone number (see instructions) 617-423-5599
City or town, state or province, country, and ZIP or foreign postal code Boston, MA 02109		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 2,175,739.77	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>		

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 <input 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	56,327.98	56,327.98	56,327.98	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		43,925.00		
	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)					
12 Total. Add lines 1 through 11	56,327.98	100,252.98	56,327.98		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	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)	1,529.56	1,529.56	1,529.56	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	12,992.97	12,992.97	12,992.97	
	24 Total operating and administrative expenses. Add lines 13 through 23	14,522.53	14,522.53	14,522.53	
	25 Contributions, gifts, grants paid	71,200.00			
26 Total expenses and disbursements. Add lines 24 and 25	85,722.53	14,522.53	14,522.53		
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(29,394.55)				
b Net investment income (if negative, enter -0-)		85,730.45			
c Adjusted net income (if negative, enter -0-)			41,805.45		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	139,526.64	152,574.30	152,574.30
	2	Savings and temporary cash investments	60,024.00	45,018.00	45,000.00
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	681,407.28	697,896.07	1,978,165.47
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
14	Land, buildings, and equipment: basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	880,957.92	895,488.37	2,175,739.77	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	880,957.92	895,488.37	
	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)	880,957.92	895,488.37		
31	Total liabilities and net assets/fund balances (see instructions)	880,957.92	895,488.37		

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	880,957.92
2	Enter amount from Part I, line 27a	2	(29,394.55)
3	Other increases not included in line 2 (itemize) ▶	3	43,925.00
4	Add lines 1, 2, and 3	4	895,488.37
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	895,488.37

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	All Units, Pimco Total Return	P	Prior to 09	May 21
b	300 sh, Heinz Corp	P	" "	Jun 10
c	Sprint Nextell, capital distribution	P	" "	Jul 11
d	DE Masters Inc. " "	P	" "	Sep 25
e	Various Fractional Shares	P	" "	Various

(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 56,242.23		48,732.17	7,510.06
b 21,750.00		16,404.25	5,345.75
c 14,119.15		N/A	14,119.15
d 16,685.47		"	16,685.47
e 264.57		"	264.57

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			
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	43,925.00
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	63,950.00	2,023,165.47	.0316
2011	49,950.00	1,772,619.36	.0282
2010	59,950.00	1,691,366.78	.0354
2009	60,450.00	1,617,650.85	.0374
2008	69,950.00	1,735,989.61	.0403

2	Total of line 1, column (d)	2	.1729
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	.0346
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,025,876.72
5	Multiply line 4 by line 3	5	70,095.33
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	857.30
7	Add lines 5 and 6	7	70,952.63
8	Enter qualifying distributions from Part XII, line 4 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.	8	71,200.00

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	857	30
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	857	30
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	424	40
b	Exempt foreign organizations—tax withheld at source	6b	106	80
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d	1,529	56
7	Total credits and payments. Add lines 6a through 6d	7	2,060	76
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	1,203	46
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 750 00 Refunded	11	453	46

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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <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>		X
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
4b If "Yes," has it filed a tax return on Form 990-T for this year?		X
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) ▶		
8b 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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶		X	
14	The books are in care of ▶ <u>William C. Hays</u> Telephone no. ▶ <u>617-423-5599</u> Located at ▶ <u>31 Milk Street, Suite 202, Boston, MA</u> ZIP+4 ▶ <u>02109</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. . . . ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u>			
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 ▶		Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 type="checkbox"/> Yes <input checked="" 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	N/A
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? <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____		
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 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>)	3b	N/A
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)? (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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
		X
	7b	N/A

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
William C. Hays 31 Milk Street Suite 202 Boston, MA 02109	Trustee/ Mgr 5 hrs/month	\$10, 750		
Karen E. Hays 11 Jenny Lind St. No. Easton, MA 02356	Trustee 1/2 hr/month	975		
Belinda Smith 39 Forester Road Manchester, MA 01944	Trustee 1/2 hr/month	975		

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

Total number of other employees paid over \$50,000 ▶

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		

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

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	
3 All other program-related investments See instructions	
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:		1,858,177.00
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	199,050.00
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,057,227.00
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	
3	Subtract line 2 from line 1d	3	2,057,227.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	30,870.00
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,026,357.00
6	Minimum investment return. Enter 5% of line 5	6	101,293.83

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	101,293.83
2a	Tax on investment income for 2013 from Part VI, line 5	2a	857.30
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	857.30
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	100,436.53
4	Recoveries of amounts treated as qualifying distributions	4	-0-
5	Add lines 3 and 4	5	100,436.53
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	100,436.53

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	71,200.00
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	-0-
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	-0-
b	Cash distribution test (attach the required schedule)	3b	-0-
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	71,200.00
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	-0-
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	71,200.00

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				100,436.53
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____,20____,20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e				
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ _____				
a Applied to 2012, but not more than line 2a			71,200.00	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2013 distributable amount				41,805.45
e Remaining amount distributed out of corpus	29,394.55			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(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:
 William C. Hays 31 Milk Street, Suite 202 Boston, MA 02109
 Tel: 617-423-5599

b The form in which applications should be submitted and information and materials they should include:
 Letter summarizing proposal, indicating contact person in requestor's org. and enclosing copy of organization's Federal Exemption Letter

c Any submission deadlines:
 December 15th

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: 501(c)3 organizations or municipalities; primary emphasis: education and libraries. Customary limit on grants to newly requesting organizations is \$500

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
<p>a <i>Paid during the year</i></p> <p>See List of Grants Attached</p>	<p>N/A</p>	<p>All 501(c)3</p>	<p>See List</p>	<p>See List</p>
<p>Total ▶ 3a</p>				<p>71,200.00</p>
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total ▶ 3b</p>				

Portfolio Report by Security Type - As of 12/31/2013:54

As of 12/31/2013

1/14/2014

Page 1

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
CD						
American Express CD	15,000.0000	1.0000	*	15,006.00	-6.00	15,000.00
G.E. Capital CD	30,000.0000	1.0000	*	30,012.00	-12.00	30,000.00
TOTAL CD				45,018.00	-18.00	45,000.00
Mutual Funds						
Columbia LTD Duration Crdt F...	2,507.5230	9.9000		25,006.00	-181.52	24,824.48
DWS Short Duration Plus Fund	314.1421	9.1900		3,852.72	-965.75	2,886.97
Franklin US Gov Adj Fund	2,831.2570	8.6900		25,006.00	-402.38	24,603.62
PIMCO Low Duration	2,608.4630	10.3300	*	27,365.82	-420.40	26,945.42
Wells Fargo Absolute Retrn	2,653.7800	11.0500		29,303.47	20.80	29,324.27
TOTAL Mutual Funds				110,534.01	-1,949.25	108,584.76
Stock						
3M	800.0000	140.2500		30,512.51	81,687.49	112,200.00
Abbott Laboratories	365.0000	38.3300		9,600.90	4,389.55	13,990.45
AbbVie Inc.	365.0000	52.8100		10,520.54	8,755.11	19,275.65
AGL Resources	400.0000	47.2300		16,738.40	2,153.60	18,892.00
AIG Warrants	6.4072	20.2500		58.53	71.22	129.75
Am. Intn'l Group	12.0000	51.0500		9,364.18	-8,751.58	612.60
AT&T Inc	2,385.0000	35.1600		10,602.10	73,254.50	83,856.60
Caterpillar Tractor	400.0000	90.8100		17,417.75	18,906.25	36,324.00
CenturyTel Inc	171.0000	31.8500		826.93	4,619.42	5,446.35
ChevronTexaco	200.0000	124.9100		20,227.57	4,754.43	24,982.00
Coca-Cola	540.0000	41.3100		15,689.18	6,618.22	22,307.40
Colgate Palmolive	5,340.0000	65.2100		5,863.72	342,357.68	348,221.40
CSX Corp.	1,000.0000	28.7700		20,425.05	8,344.95	28,770.00
Dominion Resources	400.0000	64.6900		13,058.20	12,817.80	25,876.00
Duke Energy	299.0000	69.0100		14,739.02	5,894.97	20,633.99
Dupont	1,200.0000	64.9700		10,142.36	67,821.64	77,964.00
ExxonMobil	1,950.0000	101.2000		5,840.89	191,499.11	197,340.00
FairPoint Comm.	18.0000	0.0010	*	63.19	-63.17	0.02
Frontier Communications	240.0000	4.6500		1,004.38	111.62	1,116.00
General Electric	3,300.0000	28.0300		36,599.03	55,899.97	92,499.00
Hillshire Brands	200.0000	33.4400		858.11	5,829.89	6,688.00
Idearc Inc	50.0000	0.0000	*	664.29	-664.29	0.00
Intel Corp.	700.0000	25.9550		16,670.10	1,498.40	18,168.50
Johnson & Johnson	500.0000	91.5900		31,287.78	14,507.22	45,795.00
JP Morgan Chase	300.0000	58.4800		12,132.22	5,411.78	17,544.00
Kimberly Clark	250.0000	104.4600		17,248.50	8,866.50	26,115.00
McCormick & Co	400.0000	68.9200		19,936.63	7,631.37	27,568.00
Merck	400.0000	50.0500		14,581.11	5,438.89	20,020.00
National Retail Prop	1,425.0000	30.3300		36,944.68	6,275.57	43,220.25
Nestle SA	335.0000	73.5900		24,905.70	-253.05	24,652.65
Pepsico	230.0000	82.9400		12,852.55	6,223.65	19,076.20
Pfizer	4,920.0000	30.6300		11,458.71	139,240.89	150,699.60
Proctor & Gamble	1,200.0000	81.4100		20,664.00	77,028.00	97,692.00
Royal Dutch Shell	200.0000	71.2700		9,876.20	4,377.80	14,254.00
S L Green Realty Corp.	400.0000	92.3800		8,900.00	28,052.00	36,952.00
Southern Co.	400.0000	41.1100		16,295.20	148.80	16,444.00
Spectra Energy	449.0000	35.6200		10,635.44	5,357.94	15,993.38

Portfolio Report by Security Type - As of 12/31/2013:54
As of 12/31/2013

1/14/2014

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Sprint Corp	654.0000	10.7500		9,116.71	-2,086.21	7,030.50
Verizon	1,000.0000	49.1400		15,264.28	33,875.72	49,140.00
Waste Management Inc.	535.0000	44.8700		17,711.36	6,294.09	24,005.45
Wells Fargo	500.0000	45.4000		6,948.23	15,751.77	22,700.00
Westar Energy	1,260.0000	32.1700		22,105.78	18,428.42	40,534.20
Windstream Corp	1,861.0000	7.9800		1,010.05	13,840.73	14,850.78
TOTAL Stock				587,362.06	1,282,218.65	1,869,580.71
TOTAL Investments				742,914.07	1,280,251.41	2,023,165.48

EASTMAN CHARITABLE FOUNDATION

Part XV, 3-a
Form 990PF

Grants made , 2013

Appalachian Mountain Club 5 Joy Street Boston, MA 02108	-	President's Soc. and Bay Path Circuit Trail	\$15,000.00
Carleton Willard Homes, Inc. 100 Old Billerica Road Bedford, MA	-	Extension of services to Town of Bedford	\$5,000.00
Jobs for Youth-Boston, Inc. 125 Tremont Street Boston, MA 02108	-	Help for jobless	\$ 400.00
Keene Valley Library P.O. Box 86 Keene Valley, NY 12943	-	Library	\$1,000.00
Morgan Memorial Goodwill Inc. 1010 Harrison Avenue Boston, MA 02119	-	Job training for handicapped	\$ 400.00
Mattapoissett Library 7 Barstow Street Mattapoissett, MA 02739	-	Library	\$ 500.00
Montgomery Library Montgomery Center, VT 05471	-	Library	\$ 1,500.00
Montgomery Historical Soc. P.O. Box 47 Montgomery, VT	-	Summer concert series	\$ 750.00
FISH of Lexington 1912 Massachusetts Avenue Lexington, MA 02421	-	Affordable transportation of citizens to medical appointments	\$ 750.00
N.E. Colleges Fund 100A Tower Office Park Woburn, MA 01802	-	Secondary education	\$ 500.00

National Braille Press 88 St. Stephen Street Boston, MA 02115	-	Services to blind	\$5,000.00
Proctor Academy Andover, NH	-	Annual Fund	\$10,000.00
Salvation Army 147 Berkeley Street Boston, MA 02116	-	Help for needy	\$ 400.00
Templeton Unified School District 960 Old County Road Templeton, CA 93465	-	School	\$ 500.00
United Way of Mass. Bay 245 Summer Street, Suite 1401 Boston, MA 02210	-	United Fund	\$ 500.00
WGBH 125 Western Avenue Boston, MA 02134	-	Public broadcasting	\$ <u>500.00</u>
Society of Toxicology 1821 Michael Faraday Drive Reston, VA 90190	-	Travel for teachers and graduate students	\$ 4,000.00
North Bennett Street School Boston, MA	-	Job Training, Secondary School Level	\$2,000.00
Montgomery Historical Soc. P.O.Box 47 Montgomery, VT	-	Renovation Project	\$12,500.00
Concerned Citizens for Spring- field, Inc. 38 Oxford St, Springfield, MA 01108	-	Theater Arts Program for young people	\$10,000.00
		Total:	\$71,200.00

EASTMAN CHARITABLE FOUNDATION

SCHEDULE OF EXPENSES

A.	Trustee Fees:	
	1. William C. Hays Foundation Manager/Trustee	\$10,750.00
	2. Karen E. Hays, Trustee	975.00
	3. Belinda Smith, Trustee	975.00
B.	Bank Service Charges	230.27
C.	Miscellaneous	62.70
		<hr/>
		12,992.97