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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			NONE	
	2	Savings and temporary cash investments	78,226.	20,384.	20,384.	
	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	1,248,592.	1,320,173.	1,470,228.	
	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)		NONE		
	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)	1,326,818.	1,340,557.	1,490,612.		
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	1,326,818.	1,340,557.		
	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)	1,326,818.	1,340,557.			
31	Total liabilities and net assets/fund balances (see instructions)	1,326,818.	1,340,557.			

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	1,326,818.
2	Enter amount from Part I, line 27a	2	21,272.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,348,090.
5	Decreases not included in line 2 (itemize) ▶ TYPE INCOME ADJUSTMENT	5	7,533.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,340,557.

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					
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 503,030.		442,220.	60,810.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			60,810.		
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	60,810.	
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	61,134.	1,312,352.	0.046584
2011	53,611.	1,319,890.	0.040618
2010	70,203.	1,247,898.	0.056257
2009	38,631.	1,104,605.	0.034973
2008	77,962.	1,240,841.	0.062830
2 Total of line 1, column (d)			2 0.241262
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 0.048252
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,416,923.
5 Multiply line 4 by line 3			5 68,369.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 796.
7 Add lines 5 and 6			7 69,165.
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 56,178.

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)	1	1,593.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	1,593.
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	1,593.
6 Credits/Payments		
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,184.
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	2,184.
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	591.
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 591. Refunded ☐	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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

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 ►			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		☐
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?		
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)		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		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)? ☐ Yes ☒ NoOrganizations 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**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 7		12,231.		

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		-0-	-0-	-0-

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 N/A	
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 N/A	
2	
All other program-related investments See instructions	
3 NONE	
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	1,362,967.
b	Average of monthly cash balances	1b	75,534.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,438,501.
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	1,438,501.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	21,578.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,416,923.
6	Minimum investment return. Enter 5% of line 5	6	70,846.

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	70,846.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,593.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,593.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	69,253.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	69,253.
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	69,253.

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	56,178.
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	56,178.
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	56,178.

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				69,253.
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	NONE			
b From 2009	NONE			
c From 2010	8,658.			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	8,658.			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 56,178.				
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				56,178.
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))	8,658.			8,658.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
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				4,417.
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	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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:

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

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 ATTACHED LIST	N/A	PC	UNRESTRICTED GENERAL SUPPORT	50,000.
Total			▶ 3a	50,000.
b Approved for future payment NONE				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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

JSA

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

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

[illegible]

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

- b** If "Yes," complete the following schedule.

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

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

4/13/2014
Date

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name: _____

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN	
------	--

Firm's name ► BANK OF AMERICA, N.A.

Firm's address ► P O BOX 1802

PROVIDENCE, RI

02901-1802

Firm's EIN ▶ 94-1687665

Phone no

Form **990-PF** (2013)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	571.	571.
FOREIGN DIVIDENDS	4,567.	4,567.
DOMESTIC DIVIDENDS	9,837.	9,837.
OTHER INTEREST	55.	55.
NONQUALIFIED FOREIGN DIVIDENDS	258.	258.
NONQUALIFIED DOMESTIC DIVIDENDS	11,429.	11,429.
	-----	-----
TOTAL	26,717.	26,717.
	=====	=====

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 - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX - PRIOR YEAR	12.	
EXCISE TAX ESTIMATES	2,184.	
FOREIGN TAXES ON QUALIFIED FOR	513.	513.
FOREIGN TAXES ON NONQUALIFIED	30.	30.
	-----	-----
TOTALS	2,739.	543.
	=====	=====

CHARLES B & LOUIS R PERINI FAMILY

04-6118587

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	35.	35.
TOTALS	----- 35. =====	----- 35. =====

CHARLES B & LOUIS R PERINI FAMILY

04-6118587

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
464287507 ISHARES CORE S&P MID	20,624.	39,015.	46,164.
464287655 ISHARES RUSSELL 2000	13,564.	11,445.	15,574.
921943858 VANGUARD FTSE DEVELO	20,084.	41,517.	46,890.
922042858 VANGUARD MSCI EMERGI	13,477.		
00078H281 ASTON MONTAG & CALDW	128,137.	110,893.	119,317.
47803W406 JOHN HANCOCK FDS III	38,610.	36,350.	57,774.
552983694 MFS VALUE FUND CL I	128,146.	99,634.	129,498.
74441C808 PRUDENTIAL JENNISON	40,678.		
92646A815 VICTORY SMALL CO OPP	27,374.	35,534.	40,805.
19765N245 COLUMBIA DIVIDEND IN	128,176.	105,957.	128,620.
19765Y688 COLUMBIA SELECT LARG	119,956.	89,031.	129,422.
693390700 PIMCO TOTAL RETURN F	96,253.	107,504.	107,569.
693390841 PIMCO HIGH YIELD FD	40,137.		
722005667 PIMCO COMMODITY REAL	82,994.		
63872W409 NATIXIS FDS TR IV AE	66,320.		
008882532 INVESCO INTL GROWTH	28,775.		
411511306 HARBOR INTERNATIONAL	32,294.		
483438206 KALMAR POOLED INVT T	27,374.		
52106N889 LAZARD EMERGING MKTS	77,992.	77,992.	76,765.
592905509 METRO WEST T/R BD CL	97,096.	107,638.	107,989.
722005220 PIMCO FOREIGN BOND F	20,531.		
483438404 KALMAR GROWTH-WITH-V		34,326.	43,412.
744336504 PRUDENTIAL GLOBAL RE		107,207.	106,955.
64128K868 NEUBERGER BERMAN HIG		44,960.	44,960.
22544R305 CREDIT SUISSE COMMOD		57,227.	57,884.
38142Y401 GOLDMAN SACHS GROWTH		60,426.	58,275.
47803T627 JOHN HANCOCK FDS III		66,445.	65,438.
4812A0573 JPMORGAN INTL VALUE		64,592.	64,479.
693390882 PIMCO FOREIGN BD US\$		22,480.	22,438.

CHARLES B & LOUIS R PERINI FAMILY

04-6118587

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
TOTALS	1,248,592. =====	1,320,173. =====	1,470,228. =====

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

OFFICER NAME:

CHARLES B PERINI

ADDRESS:

3 DONNELLY DRIVE
DOVER,, MA 02030

TITLE:

VICE PRESI

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BART W PERINI

ADDRESS:

3 DONNELLY DRIVE
DOVER, MA 02030

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

DAVID PERINI

ADDRESS:

3 DONNELLY DRIVE
DOVER, MA 02030

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

TIMOTHY PERINI

ADDRESS:

3 DONNELLY DRIVE
DOVER, MA 02030

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

HEATHER PERINI

ADDRESS:

3 DONNELLY DRIVE

DOVER, MA 02030

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

CHARLES B PERINI JR

ADDRESS:

3 DONNELLY DRIVE

DOVER, MA 02030

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

1 FINANCIAL PLAZA

PROVIDENCE, RI 02903

TITLE:

AGENT FOR FIDUCIARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,231.

TOTAL COMPENSATION: 12,231.

=====

CHARLES B & LOUIS R PERINI FAMILY
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6118587

RECIPIENT NAME:

DAVID PERINI

ADDRESS:

3 DONNELLY DRIVE
DOVER, MA 02030

FORM, INFORMATION AND MATERIALS:

BY LETTER WITH LATEST ANNUAL REPORT

SUBMISSION DEADLINES:

NOVEMBER 1

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

FORM 990PF, Part XV, Ln. 3:
Grants Paid attachment to return :
CHARLES B & LOUIS R PERINI FAMILY

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
12/26/2013	-1000	NATIONAL KIDNEY FDN OF LOUISIANA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	WOMENS NEW LIFE CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	MUSIC ARTS SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	RONALD MCDONALD HOUSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	COUNCIL ON ALCOHOL & DRUG ABUSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	ST MICHAEL'S SPECIAL SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	ST MARTIN'S EPISCOPAL SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	TULANE UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-2500	HISPANIC APOSTOLATE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	CARNEGIE MELLON UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	THE TRUSTEES OF REUBEN HOAR LIBR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-5000	MIRACLE LEAGUE OF MASSACHUSETTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	EMERSON HEALTH CARE FDN, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	THE MGH FUND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-2000	CHILDREN'S HOSPITAL BOSTON	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	MYSTIC SEAPORT ANNUAL FUND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-10000	COLLEGE OF THE HOLY CROSS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1500	MARCH OF DIMES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-1000	HARVARD UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-250	ST GREGORY THE GREAT PARISH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-300	RYE COUNTRY DAY SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-300	MILTON ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-5000	PAN-MASS CHALLENGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	MEMORIAL SLOAN KETTERING CANCER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-300	HARVARD BUSINESS SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-250	HYSC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-100	A NEW CHANCE ANIMAL RESCUE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-500	CONGREGATION EMANUEL OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/26/2013	-10000	HOPKINTON MIDDLE SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-50000				