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Return of Private Foundation

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

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

For calendar year 2013 or tax year beginning

, and ending

Name of foundation WYMAN-GORDON FOUNDATION		A Employer identification number 04-6142600
Number and street (or P O box number if mail is not delivered to street address) 370 MAIN STREET, 12TH FLOOR		B Telephone number (508) 459-8000
City or town, state or province, country, and ZIP or foreign postal code WORCESTER, MA 01608		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 checked="" 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) ▶ \$ 6,324,626. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		2.	2.		STATEMENT 1
4 Dividends and interest from securities		165,768.	165,768.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		444,443.			
b Gross sales price for all assets on line 6a		3,069,739.			
7 Capital gain net income (from Part IV, line 2)			444,443.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		9,203.	8,144.		STATEMENT 3
12 Total. Add lines 1 through 11		619,416.	618,357.		
13 Compensation of officers, directors, trustees, etc		6,000.	3,000.		3,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		22,650.	11,325.		11,325.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		9,377.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		23,927.	23,473.		454.
24 Total operating and administrative expenses. Add lines 13 through 23		61,954.	37,798.		14,779.
25 Contributions, gifts, grants paid		271,350.			271,350.
26 Total expenses and disbursements. Add lines 24 and 25		333,304.	37,798.		286,129.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		286,112.			
b Net investment income (if negative, enter -0-)			580,559.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses 2014

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing	9,577.	54,436.	54,436.
	2	Savings and temporary cash investments	2,438.	1,508.	1,508.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶				
12	Investments - mortgage loans				
13	Investments - other STMT 7	5,425,933.	5,668,116.	6,268,682.	
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	5,437,948.	5,724,060.	6,324,626.	
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			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	5,708,913.	5,708,913.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds	-270,965.	15,147.		
30	Total net assets or fund balances	5,437,948.	5,724,060.		
31	Total liabilities and net assets/fund balances	5,437,948.	5,724,060.		

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	5,437,948.
2	Enter amount from Part I, line 27a	2	286,112.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,724,060.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,724,060.

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			
b	SEE ATTACHED STATEMENTS		
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			
b			
c			
d			
e	3,069,739.	2,625,296.	444,443.

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			444,443.

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	444,443.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	267,159.	5,522,067.	.048380
2011	257,968.	5,644,378.	.045704
2010	270,287.	5,491,697.	.049217
2009	263,219.	4,882,804.	.053907
2008	326,277.	5,806,420.	.056192

2	Total of line 1, column (d)	2	.253400
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	.050680
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,893,905.
5	Multiply line 4 by line 3	5	298,703.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,806.
7	Add lines 5 and 6	7	304,509.
8	Enter qualifying distributions from Part XII, line 4	8	286,129.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	11,611.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	11,611.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	11,611.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	4,355.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	15,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	19,355.	
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	7,744.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 7,744. Refunded <input type="checkbox"/>	11	0.	

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) <input type="checkbox"/> 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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>WARNER S. FLETCHER, ESQ.</u> Telephone no. ▶ <u>(508) 459-8000</u> Located at ▶ <u>370 MAIN STREET, 12TH FLOOR, WORCESTER, MA</u> ZIP+4 ▶ <u>01608</u>			
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 ▶ <u>15</u> <u>N/A</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 ▶	16	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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.

(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
DAVID P. GRUBER 16 CARDING MILL ROAD SUDBURY, MA 01776	PRESIDENT 1.00	2,000.	0.	0.
WALLACE F. WHITNEY, JR. 43 BROOK STATION ROAD PRINCETON, MA 01541	SECRETARY/TREASURER 1.00	2,000.	0.	0.
WARNER S. FLETCHER 11 MONMOUTH ROAD WORCESTER, MA 01609	DIRECTOR 1.00	2,000.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MORGAN STANLEY 1 TECHNOLOGY DR, WESTBOROUGH, MA 01581	INVESTMENT ADVISORY FEES	23,473.
FLETCHER TILTON PC - 370 MAIN STREET, 12TH FLOOR, WORCESTER, MA 01608	ADMINISTRATIVE FEES	22,650.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,930,643.
b	Average of monthly cash balances	1b	53,017.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,983,660.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,983,660.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	89,755.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,893,905.
6	Minimum investment return. Enter 5% of line 5	6	294,695.

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	294,695.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	11,611.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	11,611.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	283,084.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	283,084.
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	283,084.

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	286,129.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	286,129.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	286,129.

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				283,084.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009	14,866.			
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	14,866.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 286,129.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				283,084.
e Remaining amount distributed out of corpus	3,045.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	17,911.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	17,911.			
10 Analysis of line 9:				
a Excess from 2009	14,866.			
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013	3,045.			

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

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

	Tax year	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 8

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 ATTACHED	NONE	PUBLIC CHARITY	SOCIAL SERVICES	271,350.
Total ▶ 3a				
271,350.				
b Approved for future payment				
SEE ATTACHED	NONE	PUBLIC CHARITY	SOCIAL SERVICES	70,000.
Total ▶ 3b				
70,000.				

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 ABERDEEN INTL	P	08/31/12	04/25/13
b AMER CENT HERITAGE	P	VARIOUS	04/23/13
c BLACKROCK EQUITY	P	VARIOUS	11/25/13
d FIDEL ADV FLOAT	P	VARIOUS	01/10/13
e FIDEL ADV EMRG	P	VARIOUS	11/25/13
f JANUS PERKINS	P	VARIOUS	11/25/13
g JP MORGAN LARGE CAP	P	VARIOUS	11/25/13
h OPPENHEIMER SR FLOAT	P	VARIOUS	11/25/13
i PIMCO EMERGING LOCAL	P	VARIOUS	01/10/13
j PIMCO TOTAL RETURN	P	VARIOUS	11/25/13
k PRINCIPAL MIDCAP	P	04/25/13	09/06/13
l PRUDENTIAL SHT TRM CORP	P	VARIOUS	11/25/13
m VAN ECK GLOB HARD	P	VARIOUS	04/23/13
n BLACKROCK EQUITY	P	VARIOUS	11/25/13
o INVESCO BALANCED-RISK	P	08/31/12	11/26/13

(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 10,900.		9,666.	1,234.
b 19,633.		18,558.	1,075.
c 42,480.		36,720.	5,760.
d 6,389.		6,331.	58.
e 81,411.		90,957.	-9,546.
f 28,514.		23,069.	5,445.
g 57,712.		48,241.	9,471.
h 90,803.		90,065.	738.
i 6,544.		6,373.	171.
j 13,767.		14,233.	-466.
k 5,000.		4,728.	272.
l 87,695.		89,051.	-1,356.
m 6,442.		6,715.	-273.
n 7,315.		6,038.	1,277.
o 114,500.		115,325.	-825.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,234.
b			1,075.
c			5,760.
d			58.
e			-9,546.
f			5,445.
g			9,471.
h			738.
i			171.
j			-466.
k			272.
l			-1,356.
m			-273.
n			1,277.
o			-825.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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 JP MORGAN LARGE CAP	P	08/31/12	11/25/13
b PIMCO TOTAL RETURN	P	VARIOUS	11/25/13
c PRINCIPAL GLB DIVERS	P	08/31/12	11/26/13
d ALGER SPECTRA	P	08/23/11	09/06/13
e AMER CENT HERITAGE	P	VARIOUS	04/23/13
f BLACKROCK EQUITY	P	VARIOUS	11/25/13
g CALAMOS MARKET NEUTRAL	P	06/01/07	04/25/13
h COLUMBIA EMERG MKTS	P	12/20/11	01/11/13
i FIDEL ADV FLOAT	P	VARIOUS	01/10/13
j FIRST EAGLE OVERSEAS	P	12/22/10	04/25/13
k JANUS PERKINS	P	VARIOUS	11/25/13
l JOHN HANCOCK DISC	P	12/20/11	04/25/13
m LOOMIS SAYLES STRAT	P	VARIOUS	11/11/13
n MFS NEW DISCOVERY	P	09/03/10	09/06/13
o OPPENHEIMER EQUITY INC	P	04/26/11	04/25/13

(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 435,543.		346,779.	88,764.
b 7,866.		8,193.	-327.
c 78,100.		76,441.	1,659.
d 34,700.		25,681.	9,019.
e 192,708.		112,447.	80,261.
f 428,194.		336,724.	91,470.
g 400.		408.	-8.
h 29,100.		25,370.	3,730.
i 106,307.		103,556.	2,751.
j 17,500.		16,846.	654.
k 217,082.		171,454.	45,628.
l 24,500.		17,759.	6,741.
m 121,800.		112,804.	8,996.
n 26,000.		21,040.	4,960.
o 41,300.		37,256.	4,044.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			88,764.
b			-327.
c			1,659.
d			9,019.
e			80,261.
f			91,470.
g			-8.
h			3,730.
i			2,751.
j			654.
k			45,628.
l			6,741.
m			8,996.
n			4,960.
o			4,044.

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	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6); If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	

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 PIMCO ALL ASSET	P	08/23/11	11/26/13
b PIMCO EMERGING LOCAL	P	VARIOUS	01/10/13
c PIMCO TOTAL RETURN	P	VARIOUS	11/25/13
d PRUDENTIAL GLB REAL EST	P	VARIOUS	11/26/13
e TEMPLETON GLOBAL BOND	P	VARIOUS	01/11/13
f VAN ECK GLOB HARD	P	VARIOUS	04/23/13
g VIRTUS INSIGHT EMERG	P	12/20/11	04/25/13
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(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 60,100.		63,319.	-3,219.
b 107,852.		97,012.	10,840.
c 258,178.		248,651.	9,527.
d 74,900.		90,040.	-15,140.
e 59,600.		46,607.	12,993.
f 75,866.		100,428.	-24,562.
g 500.		411.	89.
h 92,538.			92,538.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-3,219.
b			10,840.
c			9,527.
d			-15,140.
e			12,993.
f			-24,562.
g			89.
h			92,538.
i			
j			
k			
l			
m			
n			
o			

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	444,443.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY	2.	2.	
TOTAL TO PART I, LINE 3	2.	2.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - LTCG	92,538.	92,538.	0.	0.	
MORGAN STANLEY - MUTUAL FUNDS	165,768.	0.	165,768.	165,768.	
TO PART I, LINE 4	258,306.	92,538.	165,768.	165,768.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY - REFUND OF MUTUAL FUND FEES	5,211.	5,211.	
OTHER	2,933.	2,933.	
MA REFUND	1,059.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	9,203.	8,144.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT AND ACCOUNTING FEES	22,650.	11,325.		11,325.
TO FORM 990-PF, PG 1, LN 16B	22,650.	11,325.		11,325.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EST TAX PAYMENT	6,101.	0.		0.
FOREIGN TAX	3,206.	0.		0.
MASS TAX	70.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,377.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FILING FEES	454.	0.		454.
INVESTMENT MANAGEMENT FEES	23,473.	23,473.		0.
TO FORM 990-PF, PG 1, LN 23	23,927.	23,473.		454.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	5,568,116.	6,168,682.
CAMBRIDGE SEMANTICS	COST	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,668,116.	6,268,682.

Wyman-Gordon 2013 Payments

10/6/2014

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
<u>Wyman-Gordon Foundation</u>				
American Red Cross of Central Massachusetts <i>Disaster Relief</i> \$5,000 00	7313909	12/24/2013	\$5,000 00	
ARTSWorcester <i>Annual Grant</i> \$500 00	7313704	4/29/2013	\$500 00	
Boys and Girls Club of Worcester <i>Annual Grant</i> \$1,000 00	7313705	4/29/2013	\$1,000 00	
Boys and Girls Club of Worcester <i>Computer Purchase</i> \$5,000 00	7313671	4/29/2013	\$5,000 00	
Camp Putnam of the Worcester Fresh Air Fund, Inc. <i>Arts & Crafts Center</i> \$5,000 00	7313673	4/29/2013	\$5,000 00	
EcoTarium <i>Annual Grant</i> \$1,000 00	7313707	4/29/2013	\$1,000 00	
Genesis Club, Inc. <i>Capital Campaign</i> \$5,000 00	7313882	9/11/2013	\$5,000 00	8500
Girls Incorporated of Worcester <i>Annual Grant</i> \$1,000 00	7313708	4/29/2013	\$1,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Habitat for Humanity MetroWest/Greater Worcester <i>College Hill</i> \$5,000 00	7314099	12/24/2013	\$5,000 00	
Hanover Theatre for the Performing Arts <i>Annual Grant</i> \$1,000 00	7313709	4/29/2013	\$1,000 00	
Higgins Armory Museum <i>Annual Grant</i> \$1,000 00	7313710	4/29/2013	\$1,000 00	
Lutheran Social Services of New England, Inc. <i>Service Center</i> \$10,000 00	7313868	9/11/2013	\$5,000 00	8497
Main South Community Development Corporation <i>Annual Grant</i> \$1,000 00	7313711	4/29/2013	\$1,000 00	
Massachusetts Audubon Society-Worcester <i>Capital Campaign</i> \$10,000 00	7314093	12/24/2013	\$10,000 00	
Massachusetts Symphony Orchestra <i>Annual Grant</i> \$350 00	7313706	4/29/2013	\$350 00	
Mechanics Hall <i>Annual Grant</i> \$1,000 00	7313712	4/29/2013	\$1,000 00	
Music Worcester, Inc. <i>Annual Grant</i> \$1,000 00	7313713	4/29/2013	\$1,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
NEADS <i>Fence Purchase</i> \$2,500 00	7313637	4/29/2013	\$2,500 00	
Oak Hill Community Development Corporation <i>Annual Grant</i> \$1,000 00	7313715	4/29/2013	\$1,000 00	
Seven Hills Foundation <i>Lori LaJoie Tournament</i> \$2,500 00	7313941	9/18/2013	\$2,500 00	8501
Southern Middlesex Opportunity Council (SMOC) <i>54 Queen Street</i> \$5,000 00	7314098	12/24/2013	\$5,000 00	
Tower Hill Botanic Garden <i>Annual Grant</i> \$1,000 00	7313724	4/29/2013	\$1,000 00	
UMass Memorial Foundation <i>Annual Grant</i> \$1,000 00	7313716	4/29/2013	\$1,000 00	
United Way of Central Massachusetts <i>2012 Capital Campaign</i> \$150,000 00	7313234	4/29/2013	\$45,000 00	
United Way of Central Massachusetts <i>2013 Campaign</i> \$150,000 00	7313874	9/11/2013	\$75,000 00	8499
United Way of Central Massachusetts <i>2013 Campaign</i> \$150,000 00	7313874	12/24/2013	\$25,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
VNA Care Network & Hospice, Inc. Technology & Equipment \$5,000 00	7313870	9/11/2013	\$5,000 00	8498
WICN Annual Grant \$1,000 00	7313717	4/29/2013	\$1,000 00	
Worcester Art Museum Annual Grant \$1,000 00	7313718	4/29/2013	\$1,000 00	
Worcester Common Ground Annual Grant \$1,000 00	7313719	4/29/2013	\$1,000 00	
Worcester Community Action Council, Inc. Technology Upgrades \$5,000 00	7313951	12/24/2013	\$5,000 00	
Worcester Community Housing Resources, Inc. Annual Grant \$1,000 00	7313720	4/29/2013	\$1,000 00	
Worcester County Food Bank Annual Grant \$1,000 00	7313721	4/29/2013	\$1,000 00	
Worcester East Side Community Development Corporation Annual Grant \$1,000 00	7313722	4/29/2013	\$1,000 00	
Worcester Historical Museum Annual Grant \$1,000 00	7313723	4/29/2013	\$1,000 00	

Payee Organization Project Title, Grant Amount	Grant No. Ref. No.	Payment Date	Payment Amount	Check Number Notes
Worcester Polytechnic Institute <i>Worcester Fellows Program</i> \$60,000 00	5443374	4/29/2013	\$15,000 00	
Worcester Regional Research Bureau, Inc. <i>Annual Grant</i> \$3,000 00	7313725	4/29/2013	\$3,000 00	
Y.O.U., Inc. <i>Annual Grant</i> \$2,500 00	7313727	4/29/2013	\$2,500 00	
YMCA of Central Massachusetts <i>Annual Grant</i> \$1,000 00	7313726	4/29/2013	\$1,000 00	
YMCA of Central Massachusetts <i>Capital Campaign</i> \$25,000 00	7314130	12/24/2013	\$25,000 00	8513
YWCA of Central Massachusetts <i>Annual Grant</i> \$1,000 00	7313728	4/29/2013	\$1,000 00	
<i>Total Wyman-Gordon Foundation</i>			\$271,350 00	
(41 items)				
Grand Total			\$271,350 00	
(41 items)				

Wyman-Gordon Foundation Payments Due Beyond 2013

5/1/2014

Payee Organization Project Title, Grant Amount	Request ID Ref. No.	Due Date	Payment Amount Notes
<u>Wyman-Gordon Foundation</u>			
Lutheran Social Services of New England, Inc. Service Center \$10,000 00	7313868	8/1/2014	\$5,000 00
United Way of Central Massachusetts 2013 Campaign \$150,000 00	7313874	1/2/2014	\$50,000 00
Worcester Polytechnic Institute Worcester Fellows Program \$60,000 00	5443374	12/1/2014	\$15,000 00
Total Wyman-Gordon Foundation (3 items)			\$70,000 00
Grand Total (3 items)			\$70,000 00