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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

MARY ALICE ARAKELIAN FOUNDATION

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

A Employer identification number

04-6155695

225 FRANKLIN ST MA1-225-04-02

Room/suite

888-866-3275

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

BOSTON, MA 02110

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

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

I Fair market value of all assets at **J Accounting method:** Cash Accrual
 end of year (from Part II, col. (c), line 16) ► \$ 7,218,267. (Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ► D 1 Foreign organizations, check here ►
 2 Foreign organizations meeting the 85% test, check here and attach computation ► E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities				
	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 2,137,332.				
	7 Capital gain net income (from Part IV, line 2)				
	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	527,290.	526,589.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	57,718.	34,631.		23,087.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT. 2	1,250.	NONE	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest 7.14 MAY 12 14				
	18 Taxes (attach schedule) (see instructions) STMT. 3	13,779.	2,345.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy POSTMASTER SERVICE CENTER				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT. 4	70.			70.
	24 Total operating and administrative expenses				
	Add lines 13 through 23	72,817.	36,976.	NONE	24,407.
	25 Contributions, gifts, grants paid	260,800.			260,800.
	26 Total expenses and disbursements Add lines 24 and 25	333,617.	36,976.	NONE	285,207.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	193,673.			
	b Net investment income (if negative, enter -0-)		489,613.		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		NONE	
	2 Savings and temporary cash investments	602,986.	309,200.	309,200.
	3 Accounts receivable ►		NONE	
	Less allowance for doubtful accounts ►		NONE	
	4 Pledges receivable ►		NONE	
	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) ►		NONE	
	Less allowance for doubtful accounts ►		NONE	
	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)	373,633.	373,633.	485,719.
	b Investments - corporate stock (attach schedule)	4,132,422.	4,359,122.	5,544,635.
	c Investments - corporate bonds (attach schedule)	610,285.	869,671.	878,713.
	11 Investments - land, buildings, and equipment basis ►		NONE	
Less accumulated depreciation (attach schedule) ►		NONE		
12 Investments - mortgage loans		NONE		
13 Investments - other (attach schedule)		NONE		
14 Land, buildings, and equipment basis ►		NONE		
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)	5,719,326.	5,911,626.	7,218,267.	
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 ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ► <input checked="" type="checkbox"/>			
	check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	5,719,326.	5,911,626.	
	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)	5,719,326.	5,911,626.		
31 Total liabilities and net assets/fund balances (see instructions)	5,719,326.	5,911,626.		

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	5,719,326.
2 Enter amount from Part I, line 27a	2	193,673.
3 Other increases not included in line 2 (itemize) ► ROUNDING	3	2.
4 Add lines 1, 2, and 3	4	5,913,001.
5 Decreases not included in line 2 (itemize) ► SEE STATEMENT 10	5	1,375.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,911,626.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
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 2,137,332.		1,784,804.	352,528.		
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			352,528.		
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	352,528.	
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?

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

 Yes No**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	348,361.	6,474,174.	0.053808
2011	404,308.	6,604,158.	0.061220
2010	276,604.	6,333,598.	0.043672
2009	345,930.	5,789,746.	0.059749
2008	365,988.	6,680,387.	0.054785

2 Total of line 1, column (d) 2 0.273234

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 0.054647

4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 6,836,759.

5 Multiply line 4 by line 3 5 373,608.

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 4,896.

7 Add lines 5 and 6 7 378,504.

8 Enter qualifying distributions from Part XII, line 4 8 285,207.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	9,792.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . .			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .		2	
3	Add lines 1 and 2 . . .		3	9,792.
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	9,792.
6	Credits/Payments			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a	6,400.	
b	Exempt foreign organizations - tax withheld at source . . .	6b	NONE	
c	Tax paid with application for extension of time to file (Form 8868) . . .	6c	NONE	
d	Backup withholding erroneously withheld . . .	6d		
7	Total credits and payments Add lines 6a through 6d . . .		7	6,400.
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	3,392.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .		10	
11	Enter the amount of line 10 to be Credited to 2014 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> 11			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . .	X	
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		
1c	Did the foundation file Form 1120-POL for this year? . . .	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . <i>If "Yes," attach a detailed description of the activities</i>	X	
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . .	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . .	X	
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . .	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) ► 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? <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	

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Part VII-A Statements Regarding Activities (continued)

11		X
12		
13	X	
Website address ► N/A		
14	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 ► <input type="checkbox"/>	
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

	Yes	No
1a	During the year did the foundation (either directly or indirectly)	
(1)	<input type="checkbox"/> Yes	X No
(2)	<input type="checkbox"/> Yes	X No
(3)	<input type="checkbox"/> Yes	X No
(4)	<input type="checkbox"/> Yes	X No
(5)	<input type="checkbox"/> Yes	X No
(6)	<input type="checkbox"/> Yes	X 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"/>	
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? ► <input type="checkbox"/>	
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 X 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? ► <input type="checkbox"/> Yes X 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? ►	
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? ►	

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		57,718.		

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	NONE	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3 ►		

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	6,396,150.
b Average of monthly cash balances	1b	544,722.
c Fair market value of all other assets (see instructions)	1c	NONE
d Total (add lines 1a, b, and c)	1d	6,940,872.
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	6,940,872.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	104,113.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,836,759.
6 Minimum investment return. Enter 5% of line 5	6	341,838.

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	341,838.
2a Tax on investment income for 2013 from Part VI, line 5	2a	9,792.
b Income tax for 2013 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	9,792.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	332,046.
4 Recoveries of amounts treated as qualifying distributions	4	NONE
5 Add lines 3 and 4	5	332,046.
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	332,046.

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	285,207.
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	285,207.
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	285,207.

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				332,046.
2 Undistributed income, if any, as of the end of 2013.			243,977.	
a Enter amount for 2012 only		NONE		
b Total for prior years 20_____,20_____,20_____.				
3 Excess distributions carryover, if any, to 2013				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4 ► \$ 285,207.			243,977.	
a Applied to 2012, but not more than line 2a				
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				41,230.
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))	NONE			NONE
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				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				290,816.
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 **1**

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(9)			
2a	Tax year		Prior 3 years (e) Total
	(a) 2013	(b) 2012	
a 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.

SEE STATEMENT 13

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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	SEE ATTACHED	SEE ATTACH	SEE ATTACHED	260,800.
Total			► 3a	260,800.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue.				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities			14	174,762.
5	Net rental income or (loss) from real estate				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income				
8	Gain or (loss) from sales of assets other than inventory			18	352,528.
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue a				
b					
c					
d					
e					
12	Subtotal Add columns (b), (d), and (e)				527,290.

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions to verify calculations.)

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

NOT APPLICABLE

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

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

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

Sign
Here

Signature of officer or trustee

Dat

Title

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

MARK WELCH			
Paid Preparer Use Only	Print/Type preparer's name KAREN J. KISER	Preparer's signature 	Date 4/4/14 Check <input type="checkbox"/> if self-employed PTIN P00146417
	Firm's name BANK OF AMERICA, N.A.	Firm's EIN ► 94-1687665	
	Firm's address P O BOX 1802 PROVIDENCE, RI	Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	391.	391.
FOREIGN DIVIDENDS	15,517.	15,517.
NONDIVIDEND DISTRIBUTIONS	701.	
DOMESTIC DIVIDENDS	86,218.	86,218.
OTHER INTEREST	25,220.	25,220.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	25,763.	25,763.
NONQUALIFIED FOREIGN DIVIDENDS	5,212.	5,212.
NONQUALIFIED DOMESTIC DIVIDENDS	15,740.	15,740.
TOTAL	174,762.	174,061.

PART XV SUPPLEMENTARY INFORMATION

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
1/3/2013	(27,500.00)	SOCIETY FOR DEVELOPMENT OF ARTS UNIVERSITY OF MASS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
7/22/2013	(10,000.00)	CLARK UNIVERSITY	NONE	SCHOLARSHIP FBO MIRIAM MCCLUNG	PC
8/15/2013	(10,000.00)	TRUSTEES OF BOSTON UNIV FBO WBUR	NONE	SCHOLARSHIP FBO CHRISTIAN FARREN	PC
9/18/2013	(15,000.00)	YWCA OF NEWBURYPORT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/18/2013	(17,500.00)	CHRISTMAS TREE SANTAS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/18/2013	(2,000.00)	JEANNE GEIGER CRISIS CENTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/18/2013	(12,500.00)	THE SALVATION ARMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/18/2013	(25,300.00)	HUGH J DOYLE RESOURCE CENTER INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/18/2013	(10,000.00)	BOYS AND GIRLS CLUB OF THE LOWER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/18/2013	(15,000.00)	ANNA JAQUES HOSPITAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
9/27/2013	(10,000.00)	BOYS AND GIRLS CLUB OF THE LOWER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/27/2013	(6,000.00)	OUR NEIGHBORS TABLE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	(260,800.00)				

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	5,034.	
EXCISE TAX ESTIMATES	6,400.	
FOREIGN TAXES ON QUALIFIED FOR	1,869.	1,869.
FOREIGN TAXES ON NONQUALIFIED	476.	476.
TOTALS	13,779.	2,345.

MARY ALICE ARAKELIAN FOUNDATION

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FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OTHER CHARITABLE EXPENSES	70.

70.

TOTALS	70.
--------	-----

70.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT			
912810DW5 UNITED STATES TREAS	50,984.	50,984.	57,891.
912810EM6 UNITED STATES TREAS	101,938.	101,938.	135,125.
912810EP9 UNITED STATES TREAS	102,055.	102,055.	134,867.
912810EQ7 UNITED STATES TREAS	46,445.	46,445.	64,227.
912810EV6 UNITED STATES TREAS	50,273.	50,273.	68,078.
912810EW4 UNITED STATES TREAS	21,938.	21,938.	25,531.
TOTALS	373,633.	373,633.	485,719.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT			
464287473 1SHARES RUSSELL MID-	190,858.	190,858.	292,015.
464288687 1SHARES US PFD STK E	73,765.	73,765.	73,660.
922042858 VANGUARD MSCI EMERGI	355,033.		
25271C102 DIAMOND OFFSHORE DRI	47,732.		
30231G102 EXXON MOBIL CORP COM	55,204.	12,467.	91,586.
674599105 OCCIDENTAL PETE CORP	77,827.		78,933.
806857108 SCHLUMBERGER LTD COM	67,922.	67,922.	90,110.
009158106 AIR PRODS & CHEMS IN	57,675.	57,675.	77,687.
35671D857 FREEPORT-MCMORAN COP	58,927.		
369550108 GENERAL DYNAMICS COR	29,379.		
854502101 STANLEY BLACK & DECK	90,442.	72,764.	109,395.
887579Y101 3M CO COM	72,764.	67,077.	95,097.
911312106 UNITED PARCEL SVC IN	67,077.		
913017109 UNITED TECHNOLOGIES	29,221.		
237194105 DARDEN RESTAURANTS I	38,324.		
437076102 HOME DEPOT INC COM	48,626.		
877540109 TJX COS INC NEW COM	45,053.	45,053.	100,056.
87612E106 TARGET CORP COM	46,489.	52,863.	62,637.
988498101 YUM BRANDS INC COM	58,667.		
191216100 COCA COLA CO COM	57,686.		
50076Q106 KRAFT FOODS GROUP IN	19,289.		
609207105 MONDELEZ INTL INC CO	35,734.		
713448108 PEPSICO INC COM	24,789.	24,789.	48,361.
718172109 PHILIP MORRIS INTL I	68,759.	58,753.	66,767.
742718109 PROCTER & GAMBLE CO	58,026.	58,026.	67,090.
832696405 SMUCKER J M CO NEW C	52,332.	52,332.	69,199.
002824100 ABBOTT LABS COM	53,418.	53,418.	68,907.
071813109 BAXTER INTL INC COM	56,168.	56,168.	76,505.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
075887109 BECTON DICKINSON & C	48,734.	44,574.	63,197.
478160104 JOHNSON & JOHNSON CO	62,764.		
717081103 PFIZER INC COM	41,640.		
09247X101 BLACKROCK INC CL A	36,510.		99,688.
171232101 CHUBB CORP COM	66,652.		127,552.
229899109 CULLEN / FROST BANK	73,058.		93,782.
46625H100 J P MORGAN CHASE & C	74,108.		131,288.
949746101 WELLS FARGO & CO NEW	102,590.		133,930.
H84989104 TE CONNECTIVITY LTD	58,459.		89,554.
037833100 APPLE INC COM	98,137.		95,373.
053015103 AUTOMATIC DATA PROCE	53,244.		78,779.
17275R102 CISCO SYS INC COM	54,016.		65,944.
268648102 EMC CORP COM	82,434.		51,180.
459200101 INTERNATIONAL BUSINE	32,837.		48,768.
594918104 MICROSOFT CORP COM	36,848.		
747525103 QUALCOMM INC COM	44,396.		69,053.
00206R102 AT&T INC COM	86,153.		32,347.
025537101 AMERICAN ELEC PWR IN	86,164.		
197199409 COLUMBIA ACORN FUND	79,628.		48,142.
19763T889 COLUMBIA INCOME OPP	235,862.		
22544R305 CREDIT SUISSE COMMOD	233,208.		
885215566 THORNBURG INTL VALUE	170,000.		
197199813 COLUMBIA ACORN INTER	282,797.		282,797.
921937835 VANGUARD TOTAL BD MA	141,161.		141,161.
438516106 HONEYWELL INTL INC C		151,990.	152,095.
023135106 AMAZON COM INC COM		141,161.	199,136.
254687106 DISNEY WALT CO COM D		151,990.	152,095.
580135101 McDONALDS CORP COM		77,702.	95,939.
855244109 STARBUCKS CORP COM		109,652.	119,635.
		93,959.	106,960.
		49,308.	48,515.
		63,824.	62,712.

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FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
00287Y109 ABBVIE INC COM		67,201.	99,283.
151020104 CELGENE CORP COM		62,918.	67,587.
375558103 GILEAD SCIENCES INC		63,628.	69,468.
58155Q103 MCKESSON CORP COM		54,862.	80,700.
38259P508 GOOGLE INC CL A COM		102,032.	112,071.
92826C839 VISA INC CL A COM		96,205.	105,773.
74253Q747 PRINCIPAL MIDCAP BLE		452,000.	457,357.
19765Y852 COLUMBIA EMERGING MA		350,000.	385,946.
TOTALS	4,132,422.	4,359,122.	5,544,635.

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STATEMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT			
244217BK0 DEERE JOHN CAP CORP	98,799.	101,083.	109,631.
438516AP1 HONEYWELL INTL INC S	101,083.	101,402.	103,120.
46625HHP8 JPMORGAN CHASE & CO	101,402.	105,500.	105,066.
589331AP2 MERCK & CO INC SR UN	105,500.	99,060.	103,187.
78387GAP8 SBC COMMUNICATIONS I	99,060.	104,441.	104,441.
904764AJ6 UNILEVER CAP CORP CO	104,441.	153,423.	153,453.
084670BD9 BERKSHIRE HATHAWAY I	153,423.	101,582.	101,150.
25468PCM6 DISNEY WALT CO NEW S	101,582.	103,180.	102,735.
459200GX3 INTERNATIONAL BUSINE	103,180.		
TOTALS	610,285.	869,671.	878,713.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
INCOME ADJ	674.
SECURITIES ADJUSTMENT	701.
TOTAL	1,375.

STATEMENT 10

MARY ALICE ARAKELIAN FOUNDATION

04-6155695

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

=====

OFFICER NAME:

DONALD D. MITCHELL

ADDRESS:

PO BOX 156

WEST NEWBURYPORT, MA 01985

TITLE:

CO-TRUSTEE

COMPENSATION 10,000.

OFFICER NAME:

MS. MARY LARNARD

ADDRESS:

65 S HAMPTON RD

AMESBURY, MA 01913

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 8,000.

OFFICER NAME:

MR. MARK WELCH

ADDRESS:

PO BOX 695

NEWBURYPORT, MA 01950

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 12,000.

OFFICER NAME:

MS. KIMBERLY A. ROCK

ADDRESS:

52 CENTRAL ST

BYFIELD, MA 01922

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

STATEMENT 11

MARY ALICE ARAKELIAN FOUNDATION

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

=====

OFFICER NAME:

MR. JOHN F. LEARY, III

ADDRESS:

23 BROAD STREET

NEWBURYPORT, MA 01950-2102

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

225 FRANKLIN ST

BOSTON, MA 02110

TITLE:

AGENT FOR FIDUCIARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION

27,718.

TOTAL COMPENSATION:

57,718.

=====

STATEMENT 12

MARY ALICE ARAKELIAN FOUNDATION
FORM 990PF, PART XV - LINES 2a - 2d
=====

04-6155695

RECIPIENT NAME:

MARK WELCH

ADDRESS:

PO BOX 695

NEWBURYPORT, MA 01950

FORM, INFORMATION AND MATERIALS:

N/A

SUBMISSION DEADLINES:

SEPTEMBER 15

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NONE

STATEMENT 13