Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: Calderwood Charitable Foundation

A Employer identification number: 04-6186166

Number and street (or P O box number if mail is not delivered to street address): Choate LLP, P.O. Box 961019 | Room/suite:

B Telephone number: (617) 248-4760

City or town, state or province, country, and ZIP or foreign postal code: Boston, MA 02196

C If exemption application is pending, check here ▶ [ ]

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

D 1. Foreign organizations, check here ▶ [ ]

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 27,525,942.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	33.	33.		Statement 1
	4 Dividends and interest from securities	671,610.	671,610.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,254,185.			
	b Gross sales price for all assets on line 6a 9,363,043.				
	7 Capital gain net income (from Part IV, line 2)		1,254,185.		
	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				
	12 **Total.** Add lines 1 through 11	1,925,828.	1,925,828.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 3	300,650.	158,355.		142,295.
	17 Interest				
	18 Taxes Stmt 4	51,759.	18,759.		0.
	19 Depreciation and depletion				
	20 Occupancy	2,508.	0.		2,508.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 5	3,130.	0.		3,130.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	358,047.	177,114.		147,933.
	25 Contributions, gifts, grants paid	4,773,628.			4,773,628.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,131,675.	177,114.		4,921,561.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<3,205,847.>			
	b **Net investment income** (if negative, enter -0-)		1,748,714.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

ENVELOPE POSTMARK DATE NOV 14 2014

SCANNED DEC 01 2014

14

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	17,562.	7,184.	7,184.
	2 Savings and temporary cash investments	3,325,791.	1,213,801.	1,213,801.
	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 Stmt 7	241,875.	0.	0.
	b Investments - corporate stock Stmt 8	15,578,998.	16,604,993.	16,604,993.
	c Investments - corporate bonds Stmt 9	6,427,405.	5,902,099.	5,902,099.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	0.	3,797,029.	3,797,029.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Security Deposit)	0.	836.	836.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	25,591,631.	27,525,942.	27,525,942.
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 ▶ ☐ 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	25,869,831.	25,869,831.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<278,200.>	1,656,111.	
	30 Total net assets or fund balances	25,591,631.	27,525,942.	
	31 Total liabilities and net assets/fund balances	25,591,631.	27,525,942.	

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	25,591,631.
2 Enter amount from Part I, line 27a	2	<3,205,847.>
3 Other increases not included in line 2 (itemize) ▶ See Statement 6	3	5,140,158.
4 Add lines 1, 2, and 3	4	27,525,942.
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	27,525,942.

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	Capital Gains Dividends			
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	9,276,508.		8,108,858.	1,167,650.
b	86,535.			86,535.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,167,650.
b				86,535.
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** 1,254,185.

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	5,682,814.	31,782,397.	.178804
2011	19,719,276.	41,932,794.	.470259
2010	9,997,457.	54,685,856.	.182816
2009	11,715,587.	56,343,087.	.207933
2008	6,245,739.	71,345,375.	.087542

2	**Total** of line 1, column (d)	2	1.127354
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	.225471
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	26,481,941.
5	Multiply line 4 by line 3	5	5,970,910.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,487.
7	Add lines 5 and 6	7	5,988,397.
8	Enter qualifying distributions from Part XII, line 4	8	4,921,561.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	34,974.
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	34,974.
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	34,974.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 38,368.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	38,368.
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	3,394.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	3,394. **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
	If "Yes," attach a detailed description of the activities.			
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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	If "Yes," attach the statement required by General Instruction T			
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?	6	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*	7	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*	8b	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*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ Choate Hall & Stewart LLP Telephone no. ▶ (617) 248-4760

Located at ▶ Two International Place, Boston, MA ZIP+4 ▶ 02110

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 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)* N/A	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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.

(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
John M. Cornish Choate Hall & Stewart LLP, Two Int'l Boston, MA 02110	Trustee 4.00	0.	0.	0.
William A. Lowell Choate Hall & Stewart LLP, Two Int'l Boston, MA 02110	Trustee 1.00	0.	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
NONE		
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	25,907,816.
b	Average of monthly cash balances	1b	977,403.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	26,885,219.
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	26,885,219.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	403,278.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,481,941.
6	**Minimum investment return.** Enter 5% of line 5	6	1,324,097.

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	1,324,097.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 34,974.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	34,974.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,289,123.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,289,123.
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	1,289,123.

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	4,921,561.
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	4,921,561.
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	4,921,561.

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				1,289,123.
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 2,721,756.				
b From 2009 8,928,625.				
c From 2010 7,290,762.				
d From 2011 17,711,766.				
e From 2012 4,145,866.				
f **Total** of lines 3a through e	40,798,775.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 4,921,561.				
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				1,289,123.
e Remaining amount distributed out of corpus	3,632,438.			
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	44,431,213.			
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	2,721,756.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	41,709,457.			
10 Analysis of line 9:				
a Excess from 2009 8,928,625.				
b Excess from 2010 7,290,762.				
c Excess from 2011 17,711,766.				
d Excess from 2012 4,145,866.				
e Excess from 2013 3,632,438.				

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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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					
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 ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

N/A

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				
Harvard Art Museums 32 Quincy Street Cambridge, MA 02138	None	PC	General	2,500,000.
Peabody Essex Museum 161 Essex Street Salem, MA 01970	None	PC	General	500,000.
Isabella Stewart Gardner Museum 280 Fenway Boston, MA 02115	None	PC	General	250,000.
University Of Massachusetts 100 Morrissey Boulevard Boston, MA 02125	None	PC	General	158,961.
Emerson College 120 Boylston Street Boston, MA 02116	None	PC	General	20,000.
Total See continuation sheet(s) ▶ 3a				4,773,628.
b Approved for future payment None				
Total ▶ 3b				0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	33.	
4 Dividends and interest from securities			14	671,610.	
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	1,254,185.	
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)		0.		1,925,828.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,925,828.

(See worksheet in line 13 instructions to verify calculations.)

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

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).

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

			Yes	No
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?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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
N/A		

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 | Date 11/13/14 | Title Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Nicholas E. Porto		11/4/14		P01310283

Firm's name ▶ BAKER NEWMAN & NOYES — Firm's EIN ▶ 01-0494526

Firm's address ▶ P.O. BOX 507 PORTLAND, ME 04112 — Phone no. (207)879-2100

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
Boston Conservatory 8 Fenway Boston, MA 02115	None	PC	General	666,667.
Boston Lyric Opera 45 Franklin Street Boston, MA 02110-1316	None	PC	General	250,000.
Boston Baroque 10 Guest Street Brighton, MA 02135	None	PC	General	50,000.
The Lark Society For Chamber Music 50 Monument Square, 2nd Floor Portland, ME 04112	None	PC	General	1,000.
Wellesley College 106 Central Street Wellesley, MA 02481	None	PC	General	337,000.
WGBH Education Foundation 1 Guest Street Boston, MA 02135	None	PC	General	37,000.
PMC Jimmy Fund 77 Fourth Avenue Needham, MA 02494	None	PC	General	3,000.
Total from continuation sheets				1,344,667.

323631
05-01-13

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
U.S. Government Obligations	33.	33.	
Total to Part I, line 3	33.	33.	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Interest & Dividend Income	758,145.	86,535.	671,610.	671,610.	
To Part I, line 4	758,145.	86,535.	671,610.	671,610.	

Form 990-PF Other Professional Fees Statement 3

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Invt Mgmt, Recordkeeping, Custody Fees	175,950.	158,355.		17,595.
Frank Porter- Grants Administrator	15,000.	0.		15,000.
Jenny Desai- Calderwood Initiative Administrator	96,000.	0.		96,000.
BNRA- Writing Initiative	13,200.	0.		13,200.
Dwight Rudd- Writing Initiative	500.	0.		500.
To Form 990-PF, Pg 1, ln 16c	300,650.	158,355.		142,295.

Form 990-PF Taxes Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Taxes	18,759.	18,759.		0.
Excise Tax	33,000.	0.		0.
To Form 990-PF, Pg 1, ln 18	51,759.	18,759.		0.

Form 990-PF Other Expenses Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
MA Filing Fee	250.	0.		250.
Miscellaneous	2,880.	0.		2,880.
To Form 990-PF, Pg 1, ln 23	3,130.	0.		3,130.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 6

Description	Amount
Book Value Adjustment from Cost to FMV	5,136,979.
Net Timing Differences for Dividends Received	3,179.
Total to Form 990-PF, Part III, line 3	5,140,158.

Form 990-PF U.S. and State/City Government Obligations Statement 7

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. Government Obligations	X		0.	0.
Total U.S. Government Obligations				
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			0.	0.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Corporate Stock - See Statement 11	16,604,993.	16,604,993.
Total to Form 990-PF, Part II, line 10b	16,604,993.	16,604,993.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
Corporate Bonds - See Statement 11	5,902,099.	5,902,099.
Total to Form 990-PF, Part II, line 10c	5,902,099.	5,902,099.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Alternative Investments - See Statement 11	FMV	3,797,029.	3,797,029.
Total to Form 990-PF, Part II, line 13		3,797,029.	3,797,029.

Asset Detail

Statement of Value and Activity

January 1, 2013 - December 31, 2013

Asset Detail

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Cash & Equivalents						
BlackRock Liquidity Funds Fedfund Portfolio TICKER TFDXX	1,213,800 53	$1,213,800 53	$0 00	$13.44	$1,213,800 53	4 41%
Cash		$7,184 46				0.03%
Total Cash & Equivalents		$1,220,984.99	$0.00	$13.44	$1,213,800.53	4 44%
Fixed Income						
U.S. Treasury Bonds/Notes						
United States Treasury Notes DTD 11/15/2004 4 250% 11/15/2014	250,000 00	$258,817 50	$16,942 50	$1,379 49	$241,875.00	0 94%
		$258,817 50	$16,942 50	$1,379.49	$241,875.00	0 94%
Other Taxable						
Federated Total Return Bond Fund TICKER FTRBX	123,690 14	$1,346,985.59	-$9,379.11	$4,949 08	$1,356,364.70	4.89%
PIMCO Total Return Fund TICKER: PTTRX	125,979.66	$1,346,722.52	$6,765 82	$2,994.12	$1,339,956 70	4 89%
Ridgeworth Seix Floating Rate High Income Fund TICKER SAMBX	57,861 17	$524,222 23	$1,157.23	$1,825 61	$523,065.00	1 90%
Vanguard Total Bond Market Index Fund TICKER VBTSX	229,673 37	$2,425,350 77	$44,200.17	$5,535 39	$2,381,150.60	8.81%
		$5,643,281.11	$42,744 11	$15,304.20	$5,600,537.00	20.49%
Total Fixed Income		$5,902,098.61	$59,686.61	$16,683.69	$5,842,412 00	21.43%

STATEMENT 11

Asset Detail (continued)

Statement of Value and Activity

January 1, 2013 - December 31, 2013

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Equity						
U S Small Capitalization						
iShares Core S&P Small-Cap ETF TICKER IJR	2,180 00	$237,903 40	$27,876.75	$0.00	$210,026.65	0 86%
		$237,903.40	$27,876 75	$0 00	$210,026.65	0.86%
U S. Mid Capitalization						
Midcap SPDR Trust Series 1 TICKER MDY	2,005.00	$489,621.00	$208,300.84	$1,423 79	$281,320.16	1.78%
		$489,621 00	$208,300.84	$1,423.79	$281,320 16	1 78%
U.S. Large Capitalization						
Powershares Buyback Achievers Portfolio TICKER PKW	16,650 00	$717,282 00	$256,568 17	$0.00	$460,713 83	2.61%
Vanguard Dividend Appreciation Index Fund TICKER VIG	18,006 00	$1,354,771.44	$519,293.04	$0 00	$835,478 40	4 92%
Vanguard Institutional Index Fund TICKER· VINIX	24,635 44	$4,170,287 96	$2,235,666 52	$0 00	$1,934,621.44	15.17%
		$6,242,341 40	$3,011,527 73	$0 00	$3,230,813.67	22 70%
International Emerging						
Causeway Emerging Markets Fund TICKER CEMIX	33,889 63	$394,475.34	$15,250 34	$0.00	$379,225.00	1 43%
Lazard Emerging Markets Equity Inst TICKER LZEMX	20,782.37	$388,006 87	$167,505 92	$0.00	$220,500.95	1 41%

Asset Detail (continued)

Statement of Value and Activity

January 1, 2013 - December 31, 2013

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Vanguard FTSE Emerging Markets ETF TICKER VWO	19,070 00	$784,539 80	$21,904 29	$0.00	$762,635 51	2.85%
Wisdomtree Emerging Mkts Small Cap Dividend Fund TICKER DGS	4,470.00	$206,022 30	$18,757 91	$0.00	$187,264 39	0.75%
		$1,773,044 31	$223,418 46	$0.00	$1,549,625.85	6 44%
International Developed						
Artisan International Value Fund TICKER ARTKX	7,459 50	$274,285 74	$12,755.74	$0 00	$261,530 00	1 00%
Fidelity Spart International Index Fund TICKER FSIVX	63,535 00	$2,583,968 49	$758,565 09	$0.00	$1,825,403 40	9 39%
MFS International Value Fund TICKER MINIX	30,274 80	$1,065,067 29	$303,958 95	$1,723 22	$761,108 34	3 87%
Vanguard FTSE Developed Markets ETF TICKER VEA	10,170.00	$423,885 60	$75,471.57	$0 00	$348,414 03	1.54%
		$4,347,207 12	$1,150,751.35	$1,723 22	$3,196,455.77	15.80%
International Small Cap						
MFS International New Discovery Fund TICKER: MWNIX	16,963 86	$493,818 02	$36,133 02	$533 18	$457,685.00	1 79%
Templeton Institutional Foreign Smaller Company Fund TICKER TFSCX	22,668 90	$497,808.96	$40,123.96	$0.00	$457,685.00	1.81%
		$991,626 98	$76,256 98	$533.18	$915,370 00	3 60%

Asset Detail (continued)

Statement of Value and Activity

January 1, 2013 - December 31, 2013

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
Unclassified						
Gateway Fund TICKER GTEYX	35,386 19	$1,025,845.59	$103,981.81	$0 00	$921,863 78	3 73%
Powershares S&P Emerging Markets Low Volatility Portfolio TICKER EELV	16,165.00	$448,417 10	$32.33	$0.00	$448,384.77	1 63%
Powershares S&P International Developed Low Volatility Portfolio TICKER IDLV	33,280 00	$1,048,985 60	$50,229.50	$0.00	$998,756 10	3 81%
		$2,523,248 29	$154,243 64	$0.00	$2,369,004 65	9 17%
Total Equity		$16,604,992.50	$4,852,375.75	$3,680.19	$11,752,616.75	60.35%
Alternative						
Global Real Estate						
T Rowe Price Real Estate Fund TICKER TRREX	10,351.56	$219,556.50	$127,244 93	$0 00	$92,311 57	0.80%
Vanguard Global Ex-U.S. Real Estate ETF TICKER VNQI	4,310 00	$234,808 80	$21,076.76	$0.00	$213,732.04	0 85%
		$454,365.30	$148,321 69	$0.00	$306,043.61	1 65%
Commodities						
Credit Suisse Commodity Return Strategy I TICKER CRSOX	85,052.92	$614,932.60	$3,348 02	$0.00	$611,584.58	2 23%
		$614,932.60	$3,348.02	$0.00	$611,584.58	2.23%

STATEMENT 11

Asset Detail (continued)

Statement of Value and Activity

January 1, 2013 - December 31, 2013

Description	Shares/Quantity	Market Value	Unrealized G/L	Accrued Income	Cost Basis	% of Account
International Bonds						
Fidelity High Income Fund TICKER SPHIX	56,246 01	$527,025.11	$26,435.62	$2,265 59	$500,589 49	1.91%
Wells Fargo Intl Bond Fund TICKER ESICX	102,053 42	$1,099,115 28	$563.00	$0.00	$1,098,552 28	3 99%
		$1,626,140.39	$26,998.62	$2,265.59	$1,599,141.77	5 90%
Emerging Market Bonds						
Goldman Sachs Local Emerging Markets Debt Fund TICKER GIMDX	54,575.13	$462,251 38	-$49,715 28	$1,481.06	$511,966.66	1 68%
MFS Emerging Markets Debt Fund TICKER MEDIX	44,031 61	$639,338 92	$96,426.72	$2,604 22	$542,912 20	2.32%
		$1,101,590.30	$46,711.44	$4,085 28	$1,054,878 86	4 00%
Total Alternative		$3,797,028.59	$225,379.77	$6,350.87	$3,571,648.82	13.78%
Total All Assets		**$27,525,104.69**	**$5,137,442.13**	**$26,728.19**	**$22,380,478.10**	**100.00%**