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
OGDEN CODMAN TR U/W/ DOROTHY SFM CODMAN
C/O WILLIAM B. TYLER ET AL. TRUSTEES

Number and street (or P O box number if mail is not delivered to street address): 160 FEDERAL STREET, 15TH FLOOR

Room/suite:

City or town, state or province, country, and ZIP or foreign postal code: BOSTON, MA 02110

A Employer identification number: 04-6225360

B Telephone number: 617-542-2300

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 ▶ ☐

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 end of year *(from Part II, col. (c), line 16)* ▶$ 4,602,426.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

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 ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	189,589.	189,589.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	63,541.			
	b	Gross sales price for all assets on line 6a 599,489.				
	7	Capital gain net income (from Part IV, line 2)		63,541.		
	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	3,681.	0.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	256,811.	253,130.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	33,248.	16,623.		16,625.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	5,511.	2,755.		2,756.
	b	Accounting fees STMT 4	2,575.	1,287.		1,288.
	c	Other professional fees STMT 5	17,083.	8,312.		8,771.
	17	Interest				
	18	Taxes STMT 6	6,524.	6,524.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	2,387.	0.		2,387.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	67,328.	35,501.		31,827.
	25	Contributions, gifts, grants paid	180,000.			180,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	247,328.	35,501.		211,827.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	9,483.			
	b	**Net investment income** (if negative, enter -0-)		217,629.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	74,725.	193,035.	193,035.
	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 10	455,158.	455,158.	471,639.
	b	Investments - corporate stock STMT 11	1,415,745.	1,432,327.	2,918,801.
	c	Investments - corporate bonds STMT 12	398,794.	197,771.	211,933.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	445,510.	510,075.	807,018.
	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)	2,789,932.	2,788,366.	4,602,426.
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	2,620,284.	2,620,284.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	169,648.	168,082.	
	30	**Total net assets or fund balances**	2,789,932.	2,788,366.	
	31	**Total liabilities and net assets/fund balances**	2,789,932.	2,788,366.	

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	2,789,932.
2	Enter amount from Part I, line 27a	2	9,483.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	1,110.
4	Add lines 1, 2, and 3	4	2,800,525.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	12,159.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,788,366.

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 STATEMENT			
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	599,489.		535,948.	63,541.

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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				63,541.

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	63,541.
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	198,161.	4,285,990.	.046235
2011	187,080.	4,234,189.	.044183
2010	180,871.	3,852,669.	.046947
2009	223,636.	3,480,031.	.064263
2008	214,596.	4,264,231.	.050325

2	**Total** of line 1, column (d)	2	.251953
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	.050391
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,503,819.
5	Multiply line 4 by line 3	5	226,952.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,176.
7	Add lines 5 and 6	7	229,128.
8	Enter qualifying distributions from Part XII, line 4	8	211,827.

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	4,353.
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	4,353.
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	4,353.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,681.		
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	3,681.
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	672.
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** ▶		Refunded ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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? *If "Yes," attach a detailed description of the activities.*	2		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*	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? *If "Yes," attach the statement required by General Instruction T.*	5		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?	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

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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 ▶ WILLIAM B. TYLER Telephone no ▶617-542-2300

Located at ▶160 FEDERAL STREET, 15TH FLOOR, 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)? N/A	1b		
	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
WALTER G. VAN DORN ONE LINCOLN STREET BOSTON, MA 02111	TRUSTEE 2.00	11,083.	0.	0.
WILLIAM B. TYLER 160 FEDERAL STREET, 15TH FLOOR BOSTON, MA 02110	TRUSTEE 2.00	11,082.	0.	0.
DANIEL W. FAWCETT 31 MILK STREET BOSTON, MA 02109	TRUSTEE 2.00	11,083.	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

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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. 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.

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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	4,390,004.
b	Average of monthly cash balances			1b	182,401.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	4,572,405.
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	4,572,405.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	68,586.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,503,819.
6	**Minimum investment return.** Enter 5% of line 5			6	225,191.

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	225,191.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	4,353.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,353.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	220,838.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	220,838.
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	220,838.

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	211,827.
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	211,827.
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	211,827.

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				220,838.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			194,639.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 211,827.				
a Applied to 2012, but not more than line 2a			194,639.	
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				17,188.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				203,650.
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	0.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

RSB, C/O WILLIAM B. TYLER
160 FEDERAL STREET, 15TH FLOOR, BOSTON, MA 02110

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

INITIAL CONTACT BY TELEPHONE

c Any submission deadlines

NONE

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

GRANTS ARE STRICTLY LIMITED TO AID AND BENEFIT INHABITANTS OF LINCOLN, MA

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				180,000.
Total			▶ 3a	180,000.
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					
4 Dividends and interest from securities			14	189,589.	
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	63,541.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FEDERAL TAX REFUND -					
b 2012 990 PF			01	3,681.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		256,811.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 256,811.

(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

▶ Wm B Tyler | 3/5/14 ▶ TRUSTEE

Signature of officer or trustee | Date | Title

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
BARRY CHAIT	BARRY CHAIT	02/27/14		P01452996

Firm's name ▶ MARCUM LLP
Firm's EIN ▶ 11-1986323

Firm's address ▶ 185 ASYLUM ST
HARTFORD, CT 06103
Phone no 860-549-8500

OGDEN CODMAN TR U/W/ DOROTHY SFM CODMAN C/O WILLIAM B. TYLER ET AL. TRUSTEES

CONTINUATION FOR 990-PF, PART IV
04-6225360 PAGE 1 OF 1

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	100,000 SHRS ALCOA INC	P	07/07/09	06/28/13
b	3000 SHRS ANNALY CAPITAL MGMT INC	P	12/06/11	12/13/13
c	1500 SHRS CENTURYLINK	P	12/06/11	09/19/13
d	100,000 FORTUNE BRANDS INC	P	07/07/09	07/05/13
e	600 SHRS HOLLYFRONTIER CORP	P	05/31/13	09/19/13
f	250 SHRS MURPHY USA	P	05/29/01	12/13/13
g	500 SHRS PHILIP MORRIS INTL	P	07/08/09	12/13/13
h	500 SHRS ROCHE HOLDINGS LTD	P	09/19/13	12/13/13
i	500 SHRS SPDR GOLD TRUST	P	VARIOUS	05/13/13
j	500 SHRS SPDR GOLD TRUST	P	03/07/06	12/13/13
k	2998.119 SHRS USAA PRECIOUS METALS & MINERALS FD	P	VARIOUS	05/31/13
l	800 SHRS WILLIAMS COS INC	P	05/31/13	12/13/13
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	100,260.		100,260.	0.
b	29,561.		49,107.	<19,546.>
c	48,899.		54,492.	<5,593.>
d	105,371.		101,873.	3,498.
e	24,900.		30,304.	<5,404.>
f	10,544.		2,904.	7,640.
g	42,591.		13,879.	28,712.
h	32,854.		33,030.	<176.>
i	67,481.		30,216.	37,265.
j	59,620.		30,215.	29,405.
k	50,039.		61,078.	<11,039.>
l	27,369.		28,590.	<1,221.>
m				
n				
o				

	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				0.
b				<19,546.>
c				<5,593.>
d				3,498.
e				<5,404.>
f				7,640.
g				28,712.
h				<176.>
i				37,265.
j				29,405.
k				<11,039.>
l				<1,221.>
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	63,541.
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

323591
05-01-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAINS DISTRIBUTIONS	5,458.	0.	5,458.
DIVIDEND INCOME	135,950.	0.	135,950.
INTEREST	48,181.	0.	48,181.
TOTAL TO FM 990-PF, PART I, LN 4	189,589.	0.	189,589.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND - 2012 990 PF	3,681.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,681.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RSB LEGAL SERVICES	5,511.	2,755.		2,756.
TO FM 990-PF, PG 1, LN 16A	5,511.	2,755.		2,756.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEE	2,475.	1,237.		1,238.
STATE STREET 2013 FIDUCIARY TAX SERVICES	100.	50.		50.
TO FORM 990-PF, PG 1, LN 16B	2,575.	1,287.		1,288.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE FEES-GRANTMAKING	6,000.	0.		6,000.
RSB SERVICES	11,083.	8,312.		2,771.
TO FORM 990-PF, PG 1, LN 16C	17,083.	8,312.		8,771.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN WITHHOLDING TAX	2,843.	2,843.		0.
2012 990 PF - OVERPAYMENT APPLIED	3,681.	3,681.		0.
TO FORM 990-PF, PG 1, LN 18	6,524.	6,524.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REGISTRY OF PROBATE	1,140.	0.		1,140.
MA FORM PC FILING FEE	70.	0.		70.
ONLINE GRANTS	100.	0.		100.
RSB REIMBURSEMENTS	635.	0.		635.
DEPOSITORY FEES	40.	0.		40.
MISC	402.	0.		402.
TO FORM 990-PF, PG 1, LN 23	2,387.	0.		2,387.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
ACCRETED DISCOUNT ON ALCOA INC 6% 7/15/13	1,110.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,110.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
HEALTH CARE REIT INC. - ADJUSTMENT IN BASIS	1,338.
HOME PROPERTIES INC - ADJUSTMENT IN BASIS	575.
SENIOR HOUSING PROPERTIES TRUST - ADMUSTMENT IN BASIS	1,143.
CLEARBRIDGE ENERGY MLP FUND - ADJUSTMENT IN BASIS	4,240.
FIDUCIARY/CLAYMORE MLP OPPORTUNITY - ADJUSTMENT IN BASIS	1,553.
TORTOISE MLP FUND INC - ADJUSTMENT IN BASIS	3,310.
TOTAL TO FORM 990-PF, PART III, LINE 5	12,159.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US AND STATE GOVERNMENT OBLIGATIONS	X		455,158.	471,639.
TOTAL U.S. GOVERNMENT OBLIGATIONS			455,158.	471,639.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			455,158.	471,639.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,432,327.	2,918,801.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,432,327.	2,918,801.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	197,771.	211,933.
TOTAL TO FORM 990-PF, PART II, LINE 10C	197,771.	211,933.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER	COST	510,075.	807,018.
TOTAL TO FORM 990-PF, PART II, LINE 13		510,075.	807,018.

The Ogden Codman Trust u/w/o Dorothy SFM Codman
Statement - Payment to Beneficiaries (Charities)
12/31/13

Date	Organization	Location	Purpose	Amount
1/4/2013	Codman Community Farms Inc.	Lincoln, MA	Capital Campaign Challenge	$10,000
3/20/2013	Girl Scouts of Eastern Massachusetts	Boston, MA	Lincoln Girl Scouts Project	$3,000
5/30/2013	Birches School	Lincoln, MA	Curriculum Development Program	$5,000
5/30/2013	Codman Community Farms, Inc	Lincoln, MA	Operating Support	$25,000
8/13/2013	Historic New England	Boston, MA	2013/2014 Exterior Improvements	$25,000
12/16/2013	Town of Lincoln	Lincoln, MA	Codman Scholarship Fund (Yr 12)	$30,000
12/16/2013	Town of Lincoln	Lincoln, MA	Codman Scholarship Fund Endowmnet (Yr 12)	$22,000
12/16/2013	Massachusetts Audubon Society	Boston, MA	Drumlin Farm Fox Exhibit	$50,000
12/16/2013	Lincoln School Foundation	Lincoln, MA	Big Idea Grants Program	$10,000
			TOTAL GRANTS	$180,000

THE OGDEN CODMAN TRUST U/W/Dorothy SFM Codman
Statement - Investment Analysis
12/31/2013

		Invested	
	Securities	Cash	Total
January	4,405,079	73,531	4,478,610
February	4,393,520	86,992	4,480,512
March	4,505,357	97,575	4,602,932
April	4,581,962	113,621	4,695,583
May	4,455,364	91,693	4,547,057
June	4,281,231	197,970	4,479,201
July	4,306,231	303,358	4,609,589
August	4,178,689	293,459	4,472,148
September	4,301,333	238,955	4,540,288
October	4,439,233	241,389	4,680,622
November	4,422,653	257,230	4,679,883
December	4,409,391	193,035	4,602,426
	52,680,043	2,188,808	
Average	4,390,004	182,401	

Schedule C - Investment Detail

December 31, 2013

THE OGDEN CODMAN TRUST
WALTER G. VAN DORN, WILLIAM B TYLER
AND DANIEL W. FAWCETT, TRUSTEES
Account Number: XX0609

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Cash and Equivalents							
	CASH BALANCE		$0.00	0.00		$0.00	$0.00
178,756 120	STATE STREET INT BRG DEM DEP ACCOUNT	857949BL4	178,756 12	178,756 12	1 00	178,756 12	89 38
Total Cash and Equivalents			**$178,756.12**	**$178,756.12**		**$178,756.12**	**$89.38**
Corporate Bonds							
100,000,000	EXELON CORP 4.9% 6/15/15	30161NAD3	$95,853.00	95,853.00	$105.43	$105,430.00	$4,900 00
100,000 000	MORGAN STANLEY MTN 6% 4/28/15	61747YCE3	101,918 00	101,918 00	106 50	106,503 00	6,000 00
Total Corporate Bonds			**$197,771.00**	**$197,771.00**		**$211,933.00**	**$10,900.00**
Other Fixed Income							
10,000.000	ALLIANCEBERNSTEIN GOVT INCOME FUND	01881E101	$81,500.00	81,500.00	$7.13	$71,300.00	$4,150 00
3,000 000	CROSS TIMBERS ROYALTY TRUST	22757R109	77,125 00	77,125 00	29 41	88,218 00	6,861 00
2,700.000	EATON VANCE FLOAT RATE INCOME TRUST	278279104	49,960.98	49,625.78	15.27	41,229.00	2,594.70
2,700 000	EATON VANCE SENIOR FLOATING RATE FD	27828Q105	50,177 92	49,921 10	15 06	40,662 00	2,689 20
1,000.000	PIMCO TOTAL RETURN FUND INST	693390700	10,540.00	10,540.00	10.69	10,690.00	276 00
2,500 000	PIMCO CORPORATE & INC STRATEGY FD	72200U100	38,879 15	38,879 15	15 80	39,500 00	3,375 00
1,500.000	SABINE ROYALTY TRUST UNIT BEN INT	785688102	39,375.00	39,375.00	50.56	75,840.00	3,912 00
10,000 000	VANGUARD GNMA FUND-ADM	922031794	107,600 46	107,410 00	10 42	104,200 00	2,470 00
Total Other Fixed Income			**$455,158.49**	**$454,376.03**		**$471,639.00**	**$26,327.90**
Equities							
1,000.000	AT&T INC	00206R102	$34,192 96	34,192.96	$35.16	$35,160.00	$1,840.00
2,000 000	ABBOTT LABORATORIES	002824100	24,464 13	24,464 13	38 33	76,660 00	1,760 00
2,000.000	ABBVIE INC	00287Y109	26,529.26	26,529.26	52.81	105,620.00	3,200.00
1,500 000	ALTRIA GROUP INC	02209S103	2,026 29	2,026 29	38 39	57,585 00	2,880 00
100.000	APPLE INC	037833100	54,482.67	54,482.67	561.02	56,102.00	1,220.00
2,000 000	AUTOMATIC DATA PROCESSING INC	053015103	10,437 39	10,437 39	80 80	161,598 00	3,840 00
600.000	BOSTON PROPERTIES INC	101121101	24,672.00	21,087.61	100.37	60,222.00	1,560 00
2,000 000	CLEARBRIDGE ENERGY MLP TR FD	18469Q108	38,700 00	38,700 00	22 05	44,100 00	2,640 00
2,000.000	CLEARBRIDGE ENERGY MLP FUND	184692101	40,265.00	37,415.00	27.22	54,440 00	3,200 00
500 000	CONOCOPHILLIPS	20825C104	35,375 00	35,375 00	70 65	35,325 00	1,380 00
1,000.000	DOMINION RESOURCES INC	25746U109	32,620.00	32,620.00	64.69	64,690.00	2,250.00
1,500 000	EXXON MOBIL CORP	30231G102	32,834 14	30,004 48	101 20	151,800 00	3,780 00
1,500.000	FASTENAL CO	311900104	28,547.47	27,120 00	47.51	71,265 00	1,500 00
2,500 000	FIDUCIARY/CLAYMORE MLP OPPORTUNITY	31647Q106	33,691 86	31,105 03	25 46	63,650 00	4,140 00
1,000.000	HEALTH CARE REIT INC	42217K106	33,076 40	29,869.70	53 57	53,570.00	3,060.00
1,000 000	HOME PROPERTIES INC	437306103	30,134 74	27,549 99	53 62	53,620 00	2,800 00

THE OGDEN CODMAN TRUST
WALTER G. VAN DORN, WILLIAM B TYLER
AND DANIEL W. FAWCETT, TRUSTEES
Account Number: XX0609

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Equities (Continued)							
1,500,000	JOHNSON & JOHNSON	478160104	11,079.93	11,079.93	91.59	137,385.00	3,960.00
1,831 000	KAYNE ANDERSON MDSTM ENERGY FUND	48661E108	46,011 35	46,011.34	34 41	63,004 71	3,405 66
500,000	KELLOGG CO	487836108	30,338.50	30,338.50	61.07	30,535.00	920.00
2,000 000	KINDER MORGAN ENERGY PARTNERS LP	494550106	114,742 95	114,742 95	80 66	161,320 00	10,800 00
346,000	KRAFT FOODS GROUP INC	50076Q106	776.79	776.79	53.91	18,652.86	726.60
1,038 000	MONDELEZ INTERNATIONAL-W/I	609207105	1,447 21	1,447 21	35 30	36,641 40	581 28
1,000,000	MURPHY OIL CORP	626717102	18,255.90	18,255.90	64.88	64,880.00	1,250.00
1,500.000	NEUBERGER BERMAN MLP INCOME	64129H104	30,324 60	30,324 60	19 09	28,635 00	1,890 00
1,500,000	PPL CORP	69351T106	44,846.55	44,846.55	30.09	45,135.00	2,205.00
1,000 000	PAYCHEX INC	704326107	29,630 30	29,630 30	45.53	45,530 00	1,400 00
500,000	PEPSICO INC	713448108	25,275.00	25,275.00	82.94	41,470.00	1,135.00
1,500 000	PHILIP MORRIS INTL INC	718172109	41,635 55	4,655 13	87 13	130,695 00	5,640 00
2,000,000	PROCTER & GAMBLE CO	742718109	48,934.49	48,934.49	81.41	162,820.00	4,812.00
3,000 000	RAYONIER INC	754907103	106,818 05	106,818 05	42 10	126,300 00	5,880 00
2,000,000	SENIOR HOUSING PROPERTIES TRUST	81721M109	42,755 33	42,755 33	22.23	44,460.00	3,120 00
1,000 000	SYSCO CORP	871829107	29,410 00	29,410 00	36 10	36,100 00	1,160 00
500,000	TARGET CORP	87612E106	32,845.00	32,845.00	63.27	31,635.00	860.00
500 000	3M CO	88579Y101	36,179 95	36,179 95	140 25	70,125 00	1,710 00
2,000,000	TORTOISE MLP FUND INC	89148B101	46,415.20	42,600.20	27.35	54,700.00	3,350.00
3,000 000	VERIZON COMMUNICATIONS INC	92343V104	103,380 36	103,380.36	49 14	147,420 00	6,360 00
2,000,000	WALGREEN CO	931422109	37,167.81	37,167.81	57.44	114,880.00	2,520.00
1,000 000	WASTE MGMT INC	94106L109	26,590 00	26,590.00	44 87	44,870 00	1,460 00
3,000,000	WELLS FARGO & CO	949746101	45,417.00	45,417.00	45.40	136,200.00	3,600.00
Total Equities			**$1,432,327.13**	**$1,372,261.90**		**$2,918,800.97**	**$109,795.54**
Foreign Assets							
1,000,000	BUNGE LTD	G16962105	$29,200.00	29,200.00	$82.11	$82,110.00	$1,200.00
750 000	SEADRILL LTD	G7945E105	30,804 45	30,804 45	41 08	30,810 00	2,850 00
1,000,000	ASTRAZENECA GROUP PLC ADR	046353108	37,346.00	37,346.00	59.37	59,370.00	2,800.00
1,000 000	BP PLC ADR	055622104	32,777 08	32,777 08	48 61	48,610 00	2,280 00
750,000	BANK OF MONTREAL	063671101	42,619.95	42,619.95	66.66	49,995.00	2,143.50
2,000 000	BHP BILLITON LTD ADR	088606108	90,760 00	90,760 00	68 20	136,400 00	4,640 00
1,000,000	GLAXO SMITHKLINE PLC ADR	37733W105	44,808.40	44,808.40	53.39	53,390.00	2,409.00
1,300 000	NESTLE SA SPONSORED ADR	641069406	42,107 00	42,107 00	73 59	95,667 00	2,360 80
1,200,000	NOVARTIS AG ADR	66987V109	45,633.96	45,633.98	80.38	96,456.00	2,468.40

THE OGDEN CODMAN TRUST
WALTER G. VAN DORN, WILLIAM B TYLER
AND DANIEL W. FAWCETT, TRUSTEES
Account Number XX0609

Par Value/ Shares	Description	CUSIP	Schedule C Book Value	Tax Cost	Current Price	Market Value	Estimated Annual Income
Foreign Assets (Continued)							
1,000.000	SANOFI ADR	80105N105	33,987 90	33,987 90	53 63	53,630 00	1,255 00
1,000.000	TOTAL SA SPONSORED ADR	89151E109	46,269.90	46,269.90	61.27	61,270.00	2,626.00
1,000 000	VODAFONE GROUP PLC ADR	92857W209	33,760 00	33,760 00	39 31	39,310 00	1,590 00
Total Foreign Assets			**$510,074.64**	**$510,074.64**		**$807,018.00**	**$28,622.70**
Total Account Holdings			**$2,774,087.38**	**$2,713,239.69**		**$4,588,147.09**	**$175,735.52**
Total Cash and Equivalents			14,279.22			14,279.22	
TOTAL			$ 2,788,366.60			$ 4,602,426.31	