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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
SUSAN A & DONALD P BABSON FOUNDATION
C/O WILMINGTON TRUST COMPANY DE3-C070

A Employer identification number
04-6782460

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1100 N. MARKET STREET

B Telephone number
302-651-1000

City or town, state or province, country, and ZIP or foreign postal code
WILMINGTON, DE 19890-0900

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: ☒ 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)* ▶$ 5,363,697.

J Accounting method: ☒ 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 ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	125,758.	125,758.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	539,600.			
b	Gross sales price for all assets on line 6a 2,354.				
7	Capital gain net income (from Part IV, line 2)		539,600.		
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	3,369.	0.		STATEMENT 2
12	**Total.** Add lines 1 through 11	668,727.	665,358.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	38,715.	22,729.		15,986.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	70.	0.		70.
b	Accounting fees				
c	Other professional fees STMT 4	17,205.	0.		17,205.
17	Interest				
18	Taxes STMT 5	1,051.	1,051.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	7.	7.		0.
24	**Total operating and administrative expenses.** Add lines 13 through 23	57,048.	23,787.		33,261.
25	Contributions, gifts, grants paid	209,156.			209,156.
26	**Total expenses and disbursements.** Add lines 24 and 25	266,204.	23,787.		242,417.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	402,523.			
b	**Net investment income** (if negative, enter -0-)		641,571.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	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	375,087.	157,399.	157,399.
	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	386,727.		
	b	Investments - corporate stock STMT 7	2,462,678.	2,790,918.	4,279,157.
	c	Investments - corporate bonds STMT 8	0.	576,558.	563,252.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 9	258,653.	359,728.	363,889.
	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 I)	3,483,145.	3,884,603.	5,363,697.
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	3,483,145.	3,884,603.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	3,483,145.	3,884,603.	
	31	**Total liabilities and net assets/fund balances**	3,483,145.	3,884,603.	

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	3,483,145.
2	Enter amount from Part I, line 27a	2	402,523.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,885,668.
5	Decreases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCE	5	1,065.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,884,603.

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	UNRECAPTURED 1250 GAIN			
c	CAPITAL GAINS DIVIDENDS			
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				537,226.
b				20.
c	2,354.			2,354.
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				537,226.
b				20.
c				2,354.
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	539,600.
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	229,590.	4,511,238.	.050893
2011	213,821.	4,484,530.	.047680
2010	190,722.	4,296,462.	.044390
2009	221,312.	4,038,575.	.054800
2008	284,642.	4,883,316.	.058289

2	**Total** of line 1, column (d)	2	.256052
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	.051210
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	4,927,341.
5	Multiply line 4 by line 3	5	252,329.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,416.
7	Add lines 5 and 6	7	258,745.
8	Enter qualifying distributions from Part XII, line 4	8	242,417.

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	12,831.
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	12,831.
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	12,831.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,680.		
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	1,680.
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	11,151.
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)? *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.*	1b		X
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)*

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 ▶ WILMINGTON TRUST COMPANY Telephone no. ▶302-651-1000

Located at ▶1100 N. MARKET STREET, WILMINGTON, DE ZIP+4 ▶19890-0900

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 (No)

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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
SEE STATEMENT 10		38,715.	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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10-10-13

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.

Form **990-PF** (2013)

323581
10-10-13

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	4,780,660.
b	Average of monthly cash balances			1b	221,717.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	5,002,377.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	5,002,377.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	75,036.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	4,927,341.
6	**Minimum investment return.** Enter 5% of line 5			6	246,367.

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	246,367.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,831.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	12,831.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	233,536.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	233,536.
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	233,536.

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	242,417.
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	242,417.
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	242,417.

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				233,536.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			40,648.	
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: ▶ $ 242,417.				
a Applied to 2012, but not more than line 2a			40,648.	
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				201,769.
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				31,767.
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:

GMA FOUNDATIONS ATTN: MICHELLE JENNEY - ADMINISTRATOR
77 SUMMER STREET, 8TH FLOOR, BOSTON, MA 02110, MA 02110

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

TWO-PAGE CONCEPT LETTER (SEE WEB SITE FOR DETAILS)

c Any submission deadlines:

FEBRUARY 28TH EACH YEAR

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

APPLICANT ORGANIZATIONS MUST HAVE 501(C)3 STATUS

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				
AMERICAN CIVIL LIBERTIES UNION	NONE	PC	MASSACHUSETTS EDUCATION FUND	2,000.
AMERICAN FRIENDS SERVICE COMMITTEE	NONE	PC	YOUTH SOCIAL JUSTICE INTERNSHIP	2,000.
AMERICAN INDIAN INSTITUTE, INC. BOZEMAN, MT 59715	NONE	PC	2013 ELDERS & YOUTH COUNCIL - TULE RIVER RESERVATION, CA	1,789.
AMERICAN RED CROSS KEENE, NH 03603	NONE	PC	KEENE, NH RIDES PROGRAM	1,000.
BAGLY, INC. BOSTON, MA 02108	NONE	PC	GENERAL OPERATIONS	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	209,156.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2013)

323611
10-10-13

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	125,758.	
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			14	3,369.	
8 Gain or (loss) from sales of assets other than inventory			18	539,600.	
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.		668,727.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 668,727.

(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

Katherine Burns | 5/14/14 | OFFICER,WILM TRUST, 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
KATHERINE BURNS	KATHERINE BURNS	05/14/14		P00300843

Firm's name ▶ WILMINGTON TRUST COMPANY | Firm's EIN ▶ 51-0055023

Firm's address ▶ 1100 N. MARKET STREET
WILMINGTON, DE 19890

Phone no 302-651-1040

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST/DIVIDENDS	128,112.	2,354.	125,758.	125,758.	
TO PART I, LINE 4	128,112.	2,354.	125,758.	125,758.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND	3,348.	0.	
TAX EXEMPT INCOME	21.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,369.	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
MA AG FILING FEE	70.	0.		70.
TO FM 990-PF, PG 1, LN 16A	70.	0.		70.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MEMBERSHIP DUES	725.	0.		725.
MANAGEMENT FEES TO GMA FOUNDATIONS	16,480.	0.		16,480.
TO FORM 990-PF, PG 1, LN 16C	17,205.	0.		17,205.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAYMENTS	1,051.	1,051.		0.
TO FORM 990-PF, PG 1, LN 18	1,051.	1,051.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR FEES	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	7.	7.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	2,790,918.	4,279,157.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,790,918.	4,279,157.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	576,558.	563,252.
TOTAL TO FORM 990-PF, PART II, LINE 10C	576,558.	563,252.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	359,728.	363,889.
TOTAL TO FORM 990-PF, PART II, LINE 13		359,728.	363,889.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
NEWELL FLATHER C/O GMA FOUNDATION 77 SUMMER STREET 8TH FLOOR BOSTON, MA 02110-1006	TRUSTEE 1.00	5,000.	0.	0.
WILMINGTON TRUST COMPANY 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	33,715.	0.	0.
DEBORAH BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
AVERILL BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
JAMES A. BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
RICHARD L. BABSON C/O 1100 NORTH MARKET STREET WILMINGTON, DE 19890-0900	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		38,715.	0.	0.

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
BAY STATE PERFORMING ARTS, INC. BOSTON, MA 02116	NONE	PC	GENERAL OPERATIONS	5,000.
BLUE OCEAN INSTITUTE COLD SPRING HARBOR, NY 11724	NONE	PC	FURTHER PUBLIC DIALOGUE IN ENV. AND CONSERVATION ISSUES IN THE U.S. AND ABROAD	1,000.
BOYS & GIRLS CLUB OF GREATER HOLYOKE HOLYOKE, MA 01041	NONE	PC	CAREER PATHWAYS AND MENTORING PROGRAM	1,000.
CAREER COLLABORATIVE, INC. BOSTON, MA 2110	NONE	PC	ENDING POVERTY THROUGH JOBS AND POST EMPLOYMENT MENTORING	2,500.
CROTCHED MOUNTAIN FOUNDATION GREENFIELD, NH 3047	NONE	PC	OCCUPATIONAL AND PHYSICAL THERAPY EQUIPMENT	2,500.
DALLAS FOUNDATION DALLAS, TX 75202	NONE	PC	FOR THE TOMMY TRANCHIN FUND	2,000.
DARE FAMILY SERVICES SOMERVILLE, MA 02143	NONE	PC	INTENSIVE FOSTER CARE	2,500.
EMORY UNIVERSITY ATLANTA, GA 30322	NONE	PC	STUDENT AID AND SCHOLARSHIP, IN HONOR OF THE CLASS OF 2013	1,000.
FEATHERSTONE CENTER FOR THE ARTS OAK BLUFFS, MA 2557	NONE	PC	GENERAL OPERATIONS	1,000.
FENWAY COMMUNITY HEALTH CENTER BOSTON, MA 02115	NONE	PC	GENERAL OPERATIONS	4,000.
Total from continuation sheets				192,367.

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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
FIRST NATIONS DEVELOPMENT INSTITUTE LONGMONT, CO 80501	NONE	PC	NATIVE YOUTH AND CULTURE	2,000.
FOUND IN TRANSLATION MEDFORD, MA 02156	NONE	PC	MEDICAL INTERPRETER CERTIFICATE COURSE	1,500.
FRANKLIN PIERCE UNIVERSITY RINDGE, NH 03461	NONE	PC	JAFFREY-RINDGE CAMP QUEST	2,000.
FUNDING EXCHANGE NEW YORK, NY 10012	NONE	PC	GENERAL OPERATIONS	2,500.
GAY & LESBIAN ADVOCATES & DEFENDERS BOSTON, MA 02108	NONE	PC	GENERAL OPERATIONS	2,000.
GAY AND LESBIAN VICTORY INSTITUTE WASHINGTON, DC 20005	NONE	PC	GENERAL OPERATIONS	1,000.
GAY MEN'S DOMESTIC VIOLENCE PROJECT CAMBRIDGE, MA 02139	NONE	PC	GENERAL OPERATIONS	4,500.
GEDAKINA, INC. AMHERST, MA 01004	NONE	PC	KEEPERS OF THE EARTH	2,000.
GIFT OF ADOPTION	NONE	PC	ADOPTION ASSISTANCE	2,500.
HARLEM EDUCATIONAL ACTIVITIES FUND NEW YORK, NY 10027	NONE	PC	YOUTH DEVELOPMENT AND LEADERSHIP	1,000.
Total from continuation sheets				

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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
HELEN KELLER INTERNATIONAL NEW YORK, NY 10168	NONE	PC	PREVENTING BLINDNESS AND REDUCING MALNUTRITION	1,000.
HOMEWORK HOUSE, INC. HOLYOKE, MA 01040	NONE	PC	BUILDING CHARACTER AND CAPACITY IN POOR HOLYOKE NEIGHBORHOODS	2,000.
HOPE STONE, INC. HOUSTON, TX 77019	NONE	PC	NEW ORLEANS ARTS EDUCATION FOR AT-RISK CHILDREN	1,500.
HUMAN RIGHTS WATCH NEW YORK, NY 10118	NONE	PC	CHILDREN'S RIGHTS PROGRAM	10,000.
INTERNATIONAL RESCUE COMMITTEE-NY NEW YORK, NY 10018	NONE	PC	PSYCHOSOCIAL SUPPORT FOR NEW AMERICANS	5,000.
JAFFREY-RINDGE COOPERATIVE SCHOOL	NONE	PC	DESTINATION IMAGINATION	1,000.
KID NET FOUNDATION DALLAS, TX 75214	NONE	PC	JONATHAN'S PLACE SAFE PLACE PROGRAM	1,000.
LA PINATA - THE LATIN AMERICAN	NONE	PC	LA PINANTA PERFORMING TROUPE	3,000.
LIVING ROUTES AMHERST, MA 01002	NONE	PC	STUDY ABROAD SCHOLARSHIP FUND	1,000.
MASS HUMANITIES NORTHAMPTON, MA 01002	NONE	PC	READING FREDERICK DOUGLAS	1,000.
Total from continuation sheets				

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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
MASSACHUSETTS ADOPTION RESOURCE	NONE	PC	GENERAL OPERATIONS	3,500.
MASSACHUSETTS PEACE ACTION CAMBRIDGE, MA 02138-3605	NONE	PC	NEW DEVELOPMENT INITIATIVES	5,000.
MEENAKSHI FOUNDATION GREAT BARRINGTON, MA 01230-0014	NONE	PC	GENERAL OPERATIONS	10,000.
MIRIAM'S KITCHEN WASHINGTON, DC 20037	NONE	PC	GENERAL OPERATIONS	1,000.
MOTHERS FOR JUSTICE AND EQUALITY ROXBURY, MA 02119	NONE	PC	CIVIL ENGAGEMENT AND EDUCATION	2,000.
NATIONAL PRIORITIES PROJECT NORTHAMPTON, MA 01060	NONE	PC	GENERAL OPERATIONS	1,000.
NATIONAL RESOURCES DEFENSE COUNCIL NEW YORK, NY 10011	NONE	PC	INTERNATIONAL ISSUES AND BIOGEMS	10,000.
NATIONAL RESOURCES DEFENSE COUNCIL NEW YORK, NY 10011	NONE	PC	LA ONDA VERDE - LATINO OUTREACH AND ADVOCACY	3,000.
NATIVE AMERICAN COMMUNITY BOARD LAKE ANDRES, SD 57356	NONE	PC	YANKERTON SIOUX LANGUAGE AND HERITAGE PRESERVATION PROGRAMS	2,000.
NEWTON WELLESLEY WESTON COMMITTEE NEWTON CENTRE, MA 02459	NONE	PC	GENERAL OPERATIONS OF THE PAUL T. BABSON II JUBLILEE HOUSE	10,000.
Total from continuation sheets				

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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
NIPPONZAN MYOHOJI USA	NONE	PC	NEW DEVELOPMENT INITIATIVES	5,000.
NONVIOLENT PEACEFORCE MINNEAPOLIS, MN 55403	NONE	PC	GENERAL OPERATIONS	1,000.
NORTHLAND FAMILY HELP CENTER FLAGSTAFF, AZ 86001	NONE	PC	SAFETY AND HEALING FOR DOMESTIC VIOLENCE SURVIVORS	2,500.
NORTHWEST INDIAN LANGUAGE INSTITUTE	NONE	PC	KHANUMAKWST NSAYKA CHXI-TILIXAM WAWA: OUR YOUTH TALK TOGETHER	1,000.
ONE IOWA DES MOINES, IA 50309	NONE	SO I	GENERAL OPERATIONS	1,000.
PARK THEATRE RESTORATION PROJECT JAFFREY, NH 03452-0257	NONE	PC	GENERAL OPERATIONS	5,000.
PEACE ACTION EDUCATION FUND SILVER SPRINGS, MD 20910	NONE	PC	GENERAL OPERATIONS	2,000.
PEACE FIRST BOSTON, MA 02210	NONE	PC	PROGRAM WORK FOR 2013-2014	1,000.
PERKINS SCHOOL FOR THE BLIND WATERTOWN, MA 02472	NONE	PC	CAMP ABILITIES BOSTON	5,000.
POINT FOUNDATION LOS ANGELES, CA 90060-0108	NONE	PC	GENERAL OPERATIONS	10,000.
Total from continuation sheets				

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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
REACH BEYOND DOMESTIC VIOLENCE WALTHAM, MA 02454	NONE	PC	CHILD AND THE ADOLESCENT THERAPY PROGRAM	2,000.
SANDY HOOK PROMISE FOUNDATION NEWTOWN, CT 06470	NONE	PC	GENERAL OPERATIONS	1,000.
SHELTER FROM THE STORM JAFFREY, NH 03452-0257	NONE	PC	GENERAL OPERATIONS	1,000.
SOUTH BRONX UNITED SOCCER CLUB BRONX, NY 10451	NONE	PC	GENERAL OPERATIONS	1,000.
SPONTANEOUS CELEBRATIONS, INC. JAMAICA PLAIN, MA 02130	NONE	PC	FOR THE BEANTOWN SOCIETY	1,000.
THE CHILDREN'S AID SOCIETY NEW YORK, NY 10010	NONE	PC	CAS ARTS ALIVE! CHORUS PROGRAM	2,000.
THE ONE FUND BOSTON, INC. BOSTON, MA 02199	NONE	PC	GENERAL OPERATIONS	5,000.
THE RIVER CENTER: FAMILY & COMMUNITY	NONE	PC	EMPLOYMENT RESOURCE CENTER - JOB SEARCH AND INTERVIEW ASSISTANCE	1,000.
THE WINSOR SCHOOL BOSTON, MA 02215	NONE	PC	GENERAL OPERATIONS	1,000.
THRESHOLD FOUNDATION	NONE	PC	GENERAL OPERATIONS	2,289.
Total from continuation sheets				

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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
UNITED NATIONS ASSOCIATION OF GREATER BOSTON	NONE	PC	MODEL UNITED NATIONS FOR URBAN SCHOOLS	2,000.
UNIVERSITY OF VIRGINIA CHARLOTTESVILLE, VA 22904	NONE	PC	GRANT FOR LGB CENTER	10,000.
VETERANS EDUCATION PROJECT AMHERST, MA 01004	NONE	PC	UNLEARNING THE LANGUAGE OF VIOLENCE: PREVENTION AND EDUCATON PROGRAMMING FOR AT-RISK TEENAGERS	2,000.
WHITE EARTH LAND RECOVERY PROJECT CALLAWAY, MN 56521	NONE	PC	GENERAL OPERATIONS	2,500.
WOMEN'S EDUCATION CENTER CAMBRIDGE, MA 02139	NONE	PC	HEALING EMPOWERMENT THROUGH ARTS LEARNING PROGRAM	2,789.
WOMEN'S REFUGEE COMMISSION NEW YORK, NY 10168	NONE	PC	GENERAL OPERATIONS	2,789.
WOOLLY MAMMOTH THEATRE COMPANY WASHINGTON, DC 20004	NONE	PC	AUDIENCE ACCESSIBILITY PROGRAMS	1,000.
YOUTH ACTION COALITION AMHERST, MA 01004	NONE	PC	ARTS FOR CHANGE	1,000.
Total from continuation sheets				

WILMINGTON TRUST

Investment Detail

Across Account(s) Combine Principal and Income
As of December 31, 2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
Base Currency - U.S._Dollar										
Equity										
ABBVIE INC	2,250 0000	118,822.50	2 22	52 8100	36,320 09	16 1423	82,502 41	3,600 00	3 03	
ACE LIMITED	750 0000	77,647 50	1 45	103 5300	64,792 13	86 3895	12,855 37	1,890 00	2 43	
AIR PRODUCTS & CHEMICALS INC	450 0000	50,301.00	94	111 7800	39,896 65	88 6592	10,404 35	1,278 00	2 54	
APPLE INC	185 0000	103,788 70	1 94	561.0200	76,174 67	411 7550	27,614 03	2,257 00	2 17	
BB&T CORP COM	2,250 0000	83,970 00	1.57	37 3200	74,259 68	33 0043	9,710 32	2,070 00	2 47	
BERKSHIRE HATHAWAY INC DELAWARE CLASS B	1,450 0000	171,912.00	3 21	118 5600	49,060 12	33 8346	122,851 88	00		
CARDINAL HEALTH INC OM	1,000 0000	66,810 00	1 25	66 8100	42,022 50	42 0225	24,787 50	1,210 00	1 81	
CHEVRON CORP	650.0000	81,191 50	1 51	124 9100	67,776 94	104 2722	13,414 56	2,600 00	3 20	
COLGATE PALMOLIVE CO COM	2,000 0000	130,420 00	2 43	65 2100	69,040 00	34 5200	61,380 00	2,720 00	2 09	
COSTCO WHOLESALE CORP COM	650 0000	77,363 00	1.44	119 0200	50,430 13	77 5848	26,932 87	806 00	1 04	
CVS/CAREMARK CORPORATION	925 0000	66,202 25	1 23	71 5700	47,176 29	51 0014	19,025 96	1,017 50	1 54	
DANAHER CORP COM	825 0000	63,690 00	1 19	77 2000	36,467 32	44 2028	27,222 68	82.50	13	
DOMINION RESOURCES INC	1,000 0000	64,690 00	1 21	64 6900	50,640 50	50 6405	14,049.50	2,250 00	3 48	
EMC CORP MASS COM	2,400 0000	60,360.00	1 13	25 1500	33,552 00	13 9800	26,808 00	960.00	1 59	
EMERSON ELECTRIC COMPANY	2,300 0000	161,414.00	3.01	70 1800	61,918 75	26 9212	99,495 25	3,956 00	2 45	
EXXON MOBIL CORP	1,050 0000	106,260 00	1 98	101 2000	63,107 00	60 1019	43,153 00	2,646.00	2 49	
FASTENAL CO	500 0000	23,755 00	44	47.5100	25,933 25	51 8665	(2,178 25)	500 00	2 10	
GENERAL ELECTRIC COMPANY	6,500.0000	182,195 00	3 40	28 0300	60,663 37	9 3328	121,531.63	5,720 00	3.14	
HARBOR INTERNATIONAL FUND CLASS INSTITUTIONAL	4,247 3330	301,603.12	5 62	71 0100	275,000 00	64.7465	26,603 12	6,349 76	2 11	
INTEL CORP COM	2,250 0000	58,398 75	1.09	25 9550	55,625 41	24 7224	2,773 34	2,025 00	3 47	
JOHNSON & JOHNSON	1,600 0000	146,544 00	2 73	91 5900	30,250 00	18 9063	116,294 00	4,224 00	2 88	
JPMORGAN CHASE & CO	1,500 0000	87,720 00	1 64	58 4800	46,338 75	30 8925	41,381.25	2,280 00	2 60	
LOCKHEED MARTIN CORPORATION COM	550.0000	81,763 00	1 52	148 6600	58,903 36	107 0970	22,859 64	2,926 00	3 58	
MAXIM INTEGRATED PRODS INC COM	1,000.0000	27,900 00	52	27.9000	32,344 50	32.3445	(4.444 50)	1,040.00	3 73	
MERCK & COMPANY INC	3,000 0000	150,150.00	2 80	50.0500	137,083 65	45.6945	13,066 35	5,280 00	3 52	
METLIFE INCORPORATED	1,000 0000	53,920 00	1 01	53 9200	29,432 50	29 4325	24,487 50	1,100 00	2.04	
MONDELEZ INTERNATIONAL INC	1,700 0000	60,010 00	1 12	35 3000	50,561 74	29.7422	9,448 26	952 00	1 59	
NATIONAL OILWELL VARCO INC	550.0000	43,741.50	.82	79.5300	37,944 89	68 9907	5,796 61	572.00	1 31	
NORDSTROM INC COM	1,000.0000	61,800 00	1.15	61.8000	51,498 50	51 4985	10,301 50	1,200.00	1.94	
OCCIDENTAL PETROLEUM CORP COMMON	425 0000	40,417 50	75	95 1000	39,649.31	93 2925	768 19	1,088 00	2 69	
OMNICOM GROUP INC COM	900 0000	66,933 00	1 25	74 3700	34,649 73	38 4997	32,283 27	1,440 00	2.15	
PEPSICO INC COM	1,700 0000	140,998 00	2 63	82 9400	57,612 49	33.8897	83,385 51	3,859.00	2 74	

Investment Detail

Across Account(s) Combine Principal and Income
As of December 31, 2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
PFIZER INC	1,879 0000	57,553 77	1 07	30 6300	54,833 92	29 1825	2,719 85	1,954 16	3 40	
PPL CORP COM	1,500 0000	45,135 00	84	30 0900	43,387.20	28 9248	1,747.80	2,205 00	4 89	
PRAXAIR INC COM	800 0000	104,024 00	1 94	130.0300	49,763 44	62 2043	54,260 56	1,920 00	1 85	
PROCTER & GAMBLE CO COM	1,250.0000	101,762 50	1 90	81 4100	22,959 43	18 3675	78,803 07	3,007 50	2 96	
QUALCOMM INC COM	725 0000	53,831 25	1 00	74 2500	36,838 56	50.8118	16,992 69	1,015 00	1 89	
SCHLUMBERGER LTD	1,000 0000	90,110 00	1 68	90 1100	40,049 90	40 0499	50,060 10	1,250 00	1 39	
SIMON PROPERTY GROUP INC REAL ESTATE INVESTMENT TRUST	425 0000	64,668 00	1 21	152 1600	68,728 32	161 7137	(4,060 32)	2,040 00	3 15	
SOUTHERN CO COM	1,400 0000	57,554 00	1 07	41 1100	61,950 56	44 2504	(4 396 56)	2,842 00	4 94	
T ROWE PRICE GROUP INC COMMON	850 0000	71,204.50	1 33	83.7700	44,869 63	52 7878	26,334 87	1,292 00	1 81	
TARGET CORP COM	1,000 0000	63,270 00	1 18	63.2700	51,262 40	51 2624	12,007 60	1,720 00	2 72	
TEVA PHARMACEUTICAL SPONS ADR	1,150 0000	46,092 00	86	40 0800	45,050.34	39 1742	1,041 66	1,248.90	2 71	
THE TRAVELERS COMPANIES INC	700 0000	63,378 00	1 18	90 5400	55,942 53	79 9179	7,435 47	1,400 00	2 21	
U S BANCORP DEL COM NEW	2,800 0000	113,120.00	2 11	40 4000	94,815 00	33 8625	18,305 00	2,576 00	2 28	
UNION PACIFIC CORP COM	300 0000	50,400 00	94	168 0000	33,705 75	112 3525	16,694 25	948 00	1 88	
UNITED PARCEL SERVICE CL B	350 0000	36,778 00	69	105 0800	28,899 89	82 5711	7,878 11	868 00	2 36	
UNITED TECHNOLOGIES CORP COM	800 0000	91,040 00	1 70	113 8000	40,441 44	50 5518	50,598 56	1,888 00	2 07	
VODAFONE GROUP PLC SPONSORED ADR	1,950.0000	76,654 50	1 43	39 3100	52,785 08	27 0693	23,869 42	3,100 50	4 04	
WELLS FARGO ADVANTAGE EMERGING MARKETS FUND CLASS INSTITUTIONAL	3,449 8620	76,000 46	1 42	22 0300	75,000 00	21 7400	1,000 46	307 35	40	
ZOETIS INC	119 0000	3,890 11	07	32 6900	3,508 50	29 4832	381 61	34 27	88	
TOTAL Equity	**71,005.1950**	**4,279,157.41**	**79.78**		**2,790,918.11**		**1,488,239.30**	**101,515.44**		
Fixed Income										
DREYFUS INTERNATIONAL BOND FUND CLASS INSTITUTIONAL	2,985 0750	48,895 53	91	16 3800	50,000 00	16 7500	(1,104 47)	952 24	1 95	1 95
FEDERATED ULTRA SHORT BOND FUND CLASS INSTITUTIONAL	5,434 7830	49,728.26	93	9.1500	50,000 00	9 2000	(271 74)	663 04	1 33	1 32
MFS EMERGING MARKETS DEBT FUND - I	6,279.1710	91,173.56	1 70	14.5200	100,421 82	15 9928	(9,248 26)	4,759 61	5 22	4 78
PIMCO TOTAL RETURN FUND CLASS INSTITUTIONAL	16,014 7870	171,198 07	3 19	10 6900	176,136.23	10 9983	(4,938 16)	4,420 08	2 58	1 59

WILMINGTON TRUST

Investment Detail

Across Account(s) Combine Principal and Income

As of December 31, 2013

Description	Quantity	Market Value	% MV	Unit MV	Federal Tax Cost	Unit Tax Cost	Unrealized Gain/Loss	EAI	Current Yield (%)	YTM (%)
RIDGEWORTH SEIX FLOATING RATE HIGH INCOME FUND I	22,324 0810	202,256 18	3 77	9 0600	200,000 00	8 9589	2,256 18	8,460 83	4 18	4.38
TOTAL Fixed Income	**53,037.8970**	**563,251.60**	**10.50**		**576,558.05**		**(13.306.45)**	**19,255.80**		
Hedged Strategies										
ABSOLUTE STRATEGIES FUND INSTITUTIONAL CLASS	23,408 2630	256,788 65	4 79	10 9700	258,653 26	11 0497	(1.864 61)	00		
AQR MANAGED FUTURES STRATEGY FUND CLASS INSTITUTIONAL	10,113.3720	107,100 61	2 00	10 5900	101,074 97	9 9942	6,025 64	00		
TOTAL Hedged Strategies	**33,521.6350**	**363,889.26**	**6.78**		**359,728.23**		**4,161.03**	**.00**		
Cash & Currency										
US DOLLAR CURRENCY	336 7000	336.70	01	1.0000	336 70	1 0000	00	00		
WILMINGTON TAX EXEMPT MONEY MARKET FUND CLASS SELECT	157,062 7300	157,062 73	2 93	1 0000	157,062 73	1 0000	00	15 39	01	
TOTAL Cash & Currency	**157,399.4300**	**157,399.43**	**2.93**		**157,399.43**		**.00**	**15.39**		
TOTAL Base Currency - U.S._Dollar	**314,964.1570**	**5,363,697.70**	**100.00**		**3,884,603.82**		**1,479,093.88**	**120,786.63**		

+ *Unknown*

^ *Incomplete*

* *A period end market value is unavailable. Last provided value is displayed.*

*** Only investments held as of the specified date appear on this report ***