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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](http://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 <b>BAFFLIN FOUNDATION</b>		A Employer identification number <b>05-0454795</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>C/O P.A.SILVER, 50 KENNEDY PLAZA</b>	Room/suite <b>1500</b>	B Telephone number <b>401-274-2000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>PROVIDENCE, RI 02903</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 21,282,892.</b>	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		392,622.	392,622.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		347,795.			
b Gross sales price for all assets on line 6a <b>2,475,047.</b>					
7 Capital gain net income (from Part IV, line 2)			347,795.		
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		2,564.	2,564.		STATEMENT 2
12 Total Add lines 1 through 11		742,981.	742,981.		
13 Compensation of officers, directors, trustees, etc		38,038.	7,608.		30,430.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		2,307.	2,307.		0.
17 Interest					
18 Taxes STMT 4		7,960.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		497.	0.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		48,802.	9,915.		30,430.
25 Contributions, gifts, grants paid		767,500.			767,500.
26 Total expenses and disbursements. Add lines 24 and 25		816,302.	9,915.		797,930.
27 Subtract line 26 from line 12		-73,321.			
a Excess of revenue over expenses and disbursements			733,066.		
b Net investment income (if negative, enter -0-)					
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

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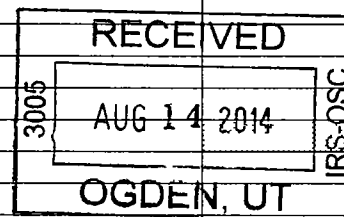
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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	855,268.	862,103.	862,103.
	3 Accounts receivable ▶			
	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 6	953,192.	1,945,555.	2,004,316.
	b Investments - corporate stock STMT 7	16,469,933.	15,397,414.	18,251,561.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	207,440.	207,440.	164,912.
	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)	18,485,833.	18,412,512.	21,282,892.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	18,485,833.	18,412,512.	
	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	18,485,833.	18,412,512.	
	31 Total liabilities and net assets/fund balances	18,485,833.	18,412,512.	

**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	18,485,833.
2 Enter amount from Part I, line 27a	2	-73,321.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	18,412,512.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,412,512.

**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	US TRUST ACCT 162000861351	P		12/31/13
b	US TRUST ACCT 162000861351	P		12/31/13
c	GMO SHARE REDEMPTION	P		12/31/13
d	GMO SHARE REDEMPTION	P		12/31/13
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 800,476.		800,476.	0.
b 1,224,076.		860,354.	363,722.
c 200,220.		211,688.	-11,468.
d 250,275.		254,735.	-4,459.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			0.
b			363,722.
c			-11,468.
d			-4,459.
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	347,795.
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	595,060.	18,285,754.	.032542
2011	899,046.	18,741,454.	.047971
2010	948,869.	17,555,093.	.054051
2009	880,745.	16,234,876.	.054250
2008	723,498.	18,997,555.	.038084

2 Total of line 1, column (d)	2	.226898
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	.045380
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	20,975,805.
5 Multiply line 4 by line 3	5	951,882.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7,331.
7 Add lines 5 and 6	7	959,213.
8 Enter qualifying distributions from Part XII, line 4 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	8	797,930.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	14,661.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	14,661.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	14,661.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	8,000.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2013 estimated tax payments and 2012 overpayment credited to 2013		6d	
b Exempt foreign organizations - tax withheld at source		7	8,000.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	6,661.
7 Total credits and payments Add lines 6a through 6d		10	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>			

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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 **▶ PAUL A. SILVER, ESQ** Telephone no **▶ 401-274-2000**  
 Located at **▶ 50 KENNEDY PLAZA, SUITE 1500, PROVIDENCE, RI** ZIP+4 **▶ 02903**

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**

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

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

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

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

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**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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
PAUL A. SILVER	DIRECTOR/SECRETARY			
50 KENNEDY PLAZA, SUITE 1500	4.00	19,019.	0.	0.
PROVIDENCE, RI 02903				
MICHAEL M. EDWARDS	DIRECTOR/TREASURER			
40 RIDGEWOOD ROAD	4.00	19,019.	0.	0.
ATTLEBORO, MA 02703				
JOACHIM A. WEISSFELD	DIRECTOR			
50 KENNEDY PLAZA, SUITE 1500	0.00	0.	0.	0.
PROVIDENCE, RI 02903				

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

<b>Total number of others receiving over \$50,000 for professional services</b>	<b>0</b>
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<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
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**Part X****Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	20,302,135.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	993,099.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	21,295,234.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	21,295,234.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	319,429.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	20,975,805.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,048,790.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,048,790.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	14,661.
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	14,661.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,034,129.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,034,129.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,034,129.

**Part XII****Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	797,930.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	797,930.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	797,930.

**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.

Form **990-PF** (2013)

**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
<b>1</b> Distributable amount for 2013 from Part XI, line 7				1,034,129.
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only			344,131.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008				
<b>b</b> From 2009				
<b>c</b> From 2010				
<b>d</b> From 2011				
<b>e</b> From 2012				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 797,930.				
<b>a</b> Applied to 2012, but not more than line 2a			344,131.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2013 distributable amount				453,799.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below	0.			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				580,330.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009				
<b>b</b> Excess from 2010				
<b>c</b> Excess from 2011				
<b>d</b> Excess from 2012				
<b>e</b> Excess from 2013				

## N/A

**(4) Gross investment income**

[illegible]

## 38940-51

**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
<b>a Paid during the year</b>				
BERKSHIRE NATURAL RESOURCES 20 BANK ROW PITSFIELD, MA 01201	NONE	PUBLIC	PROGRAM SUPPORT	12,500.
CONNECTICUT AUDUBON SOCIETY 218 DAY ROAD POMFRET, CT 06259	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
CONNECTICUT LAND CONSERVANCY 110 MERIDEN ROAD ROCKFALL, CT 06481	NONE	PUBLIC	PROGRAM SUPPORT	1,000.
FUND FOR ANIMALS/CAPE WILDLIFE 4011 MAIN STREET BARNSTABLE, MA 02630	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
BUZZARDS BAY COALITION 114 FRONT STREET NEW BEDFORD, MA 02740	NONE	PUBLIC	PROGRAM SUPPORT	20,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>767,500.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>



**Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

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

[illegible]

- 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   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |
|   |                          |                                 |

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.

► DIRECTOR

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

PTIN
------

P01059918

Firm's EIN ► 05-0262309

Phone no (401) 274-2000

Form **990-PF** (2013)

**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
CONNECTICUT BEARDSLEY ZOO 1875 NOBLE AVENUE BRIDGEPORT, CT 06610	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
EAST QUABBIN LAND TRUST 120 RIDGE ROAD HARDWICK, MA 01037	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
FOREST SOCIETY OF MAINE 111 FRANK STREET BANGOR, ME 04401	NONE	PUBLIC	SUPPORT LAND PRESERVATION	30,000.
FOSTER PARROTS PO BOX 650 ROCKLAND, MA 02370	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
FRIENDS OF THE BRISTOL ANIMAL SHELTER 11 BROAD COMMON ROAD BRISTOL, RI 02809	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
GROTON OPEN SPACE ASSOCIATION PO BOX 9187 GROTON, CT 06340	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
LOWELL HUMANE SOCIETY 951 BROADWAY LOWELL, MA 01854	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
NORWALK LAND TRUST PO BOX 34 NORWALK, CT 06853	NONE	PUBLIC	PROGRAM SUPPORT	8,000.
MOUNT GRACE LAND CONSERVATION 1461 OLD KEENE ROAD ATHOL, MA 01331	NONE	PUBLIC	SUPPORT MONADNOCK PLATEAU LEGACY PROJECT	30,000.
NATURE CONSERVANCY 159 WATERMAN STREET PROVIDENCE, RI 02906	NONE	PUBLIC	SUPPORT TO PROTECT COASTAL LANDS IN LITTLE COMPTON	150,000.
Total from continuation sheets				714,000.

**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
SOUTHBURY LAND TRUST PO BOX 600 SOUTHBURY, CT 06488	NONE	PUBLIC	SUPPORT LAND ACQUISITION	20,000.
TOWN OF BARRINGTON NEW HAMPSHIRE 333 CALEF HIGHWAY BARRINGTON, NH 03825	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
TRUSTEES OF RESERVATION 1100D MAIN ROAD WESTPORT, MA 02790	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
NORTHEAST CONNECTICUT LAND TRUST PO BOX 324 SOMERS, CT 06071	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
LYME LAND CONSERVATION TRUST PO BOX 1002 LYME, CT 06371	NONE	PUBLIC	PROGRAM SUPPORT	100,000.
TRUST FOR PUBLIC LAND 101 WHITENEY AVENUE, 2ND FLOOR NEW HAVEN, CT 06510	NONE	PUBLIC	SUPPORT GOOGAN FARM CAMPAIGN	25,000.
SECOND CHANCE ANIMAL SHELTER 111 YOUNG ROAD EAST BROOKFIELD, MA 01515	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
ANIMAL RESCUE LEAGUE PO BOX 458 WAKEFIELD, RI 02880	NONE	PUBLIC	PROGRAM SUPPORT	50,000.
AVALONIA LAND CONSERVANCY PO BOX 49 OLD MYSTIC, CT 06372	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
LAND TRUST ALLIANCE 1660 L STREET NW, SUITE 1100 WASHINGTON, DC 20036	NONE	PUBLIC	PROGRAM SUPPORT	10,000.
Total from continuation sheets				



**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
NEW ENGLAND FORESTRY FOUNDATION PO BOX 1346, 32 FOSTER ST LITTLETON, MA 01460	NONE	PUBLIC	PROGRAM SUPPORT	25,000.
PROVIDENCE ATHENAEUM 251 BENEFIT STREET PROVIDENCE, RI 02903	NONE	PUBLIC	PROGRAM SUPPORT	5,000.
RI LAND TRUST COUNCIL PO BOX 633 SAUNDERSTOWN, RI 02874	NONE	PUBLIC	PROGRAM SUPPORT	1,000.
SOCIETY FOR THE PROTECTION OF NEW HAMPSHIRE FORESTS 54 PORTSMOUTH STREET CONCORD, NH 03301	NONE	PUBLIC	PROGRAM SUPPORT	50,000.
WILDLANDS TRUST PO BOX 2282 DUXBURY, MA 02331	NONE	PUBLIC	PROGRAM SUPPORT	40,000.
ANDROSCOGGIN LAND TRUST PO BOX 3145 AUBURN, ME 04212	NONE	PUBLIC	PROGRAM SUPPORT	15,000.
Total from continuation sheets				

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	
ADJUSTMENT TO BASIS	3,539.	0.	3,539.	3,539.		
BANK OF AMERICA-SEE ATTACHED	143,424.	0.	143,424.	143,424.		
GMO INVESTMENTS-SEE ATTACHED	245,659.	0.	245,659.	245,659.		
TO PART I, LINE 4	392,622.	0.	392,622.	392,622.		

FORM 990-PF	OTHER INCOME			STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
HENDERSON INTL OPP FUND CREDIT	2,564.	2,564.			
TOTAL TO FORM 990-PF, PART I, LINE 11	2,564.	2,564.			

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BANK OF AMERICA	2,307.	2,307.			0.
TO FORM 990-PF, PG 1, LN 16C	2,307.	2,307.			0.

FORM 990-PF	TAXES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
US TREASURY-2013 ESTIMATED TAX	7,960.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	7,960.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GMO INVESTMENTS-REDEMPTION FEES	497.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	497.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	6
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
FIXED INCOME FUNDS	X		1,945,555.	2,004,316.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,945,555.	2,004,316.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,945,555.	2,004,316.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITY FUNDS	15,397,414.	18,251,561.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,397,414.	18,251,561.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN CURRENCY	COST	104,369.	98,992.
INTERNATIONAL REAL ESTATE FUND	COST	103,071.	65,920.
TOTAL TO FORM 990-PF, PART II, LINE 13		207,440.	164,912.

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**Summary Sheet (Based on Book Values)**

Ending Balance from Prior Account:				\$ 18,485,832.27
Add:	A-1	Dividends	\$ 389,082.61	
	A-2	Interest	\$ 0.27	
	A-3	Gains (Losses) on Sales	\$ 347,794.42	
	A-4	Miscellaneous Receipts	\$ 2,564.12	
	A-5	Adjustments to Book Values	\$ 3,538.57	\$ 742,979.99
Sub-total Schedule A:				<u>\$ 19,228,812.26</u>
Less:	B-1	Expenses	\$ 40,839.32	
	B-2	Taxes	\$ 7,960.00	
	B-3	Contributions Paid	\$ 767,500.00	
Sub-total Schedule B:				<u>\$ 816,299.32</u>
Assets on Hand as of 12/31/13 (Book Value)				<u><u>\$ 18,412,512.94</u></u>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-1 - DIVIDENDS**

**BANK OF AMERICA ACCOUNT:**

***Cash and Equivalents:***

**Bank of America - Government Reserves Trust**

01/02/13	3.82	
02/01/13	4.45	
03/01/13	4.14	
04/01/13	4.58	
05/01/13	4.55	
06/03/13	4.71	
07/01/13	4.54	
08/01/13	4.99	
09/03/13	3.71	
10/01/13	3.24	
11/01/13	3.47	
12/02/13	3.37	49.57

**Vanguard Prime Money Market Portfolio**

01/22/13	27.04	
03/13/13	6.52	
04/11/13	3.33	
05/24/13	3.22	
06/25/13	3.40	
07/25/13	4.08	
08/16/13	4.78	
09/18/13	4.83	
10/11/13	3.33	
10/11/13	34.84	
11/08/13	3.44	
12/12/13	3.33	102.14

# BAFFLIN FOUNDATION INC.

## Directors' Twenty-Third Annual Account Covering the period beginning 1/1/13 through 12/31/13

### A-1 - DIVIDENDS

#### **Mutual Funds:**

Broadband Holders Trust Depositary Receipt						
01/17/13	5,000	units at	0 006686	<u>33.43</u>		33.43
CEF iShares Core S&P Smali Cap index Fund						
04/01/13	3,200	units at	0.227966	729.49		
07/02/13	3,200	units at	0.267791	856.93		
09/30/13	3,200	units at	0.246838	789.88		
12/30/13	3,200	units at	0 350188	<u>1,120.60</u>		3,496.90
Dodge & Cox International Stock Fund						
12/23/13	11,663 121	units at	0.695000	<u>8,105.87</u>		8,105.87
iShares Barclays TIPS Bond Fund						
01/02/13	4,600	units at	0.008589	39.51		
04/05/13	4,600	units at	0.080348	369.60		
05/07/13	4,600	units at	0.311198	1,431.51		
06/07/13	4,600	units at	0.293024	1,347.91		
07/08/13	4,600	units at	0 148911	684.99		
08/07/13	4,600	units at	0 070000	322.00		
09/09/13	4,600	units at	0.103000	473.80		
10/07/13	4,600	units at	0.047348	217.80		
11/07/13	4,600	units at	0 117811	541.93		
12/06/13	4,600	units at	0 090011	<u>414.05</u>		5,843.10
iShares Barclays 1-3 Year Treasury Bond Fund						
01/02/13	6,000	units at	0.020838	125.03		
02/01/13	6,000	units at	0.020662	123.97		
03/07/13	6,000	units at	0.018402	110.41		
04/05/13	6,000	units at	0.017972	107.83		
05/07/13	6,000	units at	0.016673	100.04		
06/07/13	6,000	units at	0 017060	102.36		
07/09/13	6,000	units at	0 017237	103.42		
08/07/13	6,000	units at	0.018440	110.64		
09/09/13	6,000	units at	0.017553	105.32		
10/07/13	6,000	units at	0.018462	110.77		
11/07/13	6,000	units at	0 019065	114.39		
12/06/13	6,000	units at	0 019048	<u>114.29</u>		1,328.47

# BAFFLIN FOUNDATION INC.

## Directors' Twenty-Third Annual Account Covering the period beginning 1/1/13 through 12/31/13

### A-1 - DIVIDENDS

#### iShares Core S&P 500 ETF

04/01/13	2,300	units at	0.742648	1,708.09	
07/02/13	2,300	units at	0.808500	1,859.55	
09/03/13	2,300	units at	0.835370	1,921.35	
12/30/13	2,000	units at	0.958645	<u>1,917.29</u>	7,406.28

#### iShares MSCI Emerging Markets Index Fund

01/03/13	6,600	units at	0.014233	93.94	
07/05/13	6,600	units at	0.492598	3,251.15	
12/30/13	6,600	units at	0.365777	<u>2,414.13</u>	5,759.22

#### iShares MSCI Hong Kong Index Fund

12/30/13	14,700	units at	0.158190	<u>2,325.39</u>	2,325.39
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#### iShares MSCI Japan Index Fund

07/05/13	30,500	units at	0.047247	1,441.03	
12/30/13	30,500	units at	0.087727	<u>2,675.67</u>	4,116.70

#### iShares MSCI Pacific Ex-Japan Index Fund

07/05/13	8,400	units at	0.941885	7,911.83	
12/30/13	8,400	units at	0.883260	<u>7,419.38</u>	15,331.21

#### iShares MSCI South Korea Index Fund

07/05/13	14,700	units at	0.427450	6,283.52	
12/30/13	14,700	units at	0.274912	<u>4,041.20</u>	10,324.72

#### iShares Russell Midcap Index Fund

04/01/13	3,300	units at	0.402818	1,329.30	
07/09/13	3,300	units at	0.524933	1,732.28	
09/30/13	3,300	units at	0.405761	1,339.01	
12/30/13	2,500	units at	0.637604	<u>1,594.01</u>	5,994.60

#### iShares Russell 3000 Growth Index Fund

04/02/13	6,900	units at	0.196591	1,356.48	
07/09/13	6,900	units at	0.218693	1,508.98	
09/30/13	6,900	units at	0.205454	1,417.63	
12/30/13	5,000	units at	0.242644	<u>1,213.22</u>	5,496.31



**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-1 - DIVIDENDS**

iShares Russell 3000 Value Index Fund

04/01/13	4,840	units at	0.502236	2,430.82	
07/09/13	4,840	units at	0.603508	2,920.98	
09/30/13	4,840	units at	0.517839	2,506.34	
12/30/13	3,500	units at	0.780969	<u>2,733.39</u>	10,591.53

iShares Consumer Non-Cyclical Sector Index Fund

04/01/13	5,300	units at	0.332285	1,761.11	
07/02/13	5,300	units at	0.431260	2,285.68	
09/30/13	5,300	units at	0.447870	2,373.71	
12/30/13	4,500	units at	0.550856	<u>2,478.85</u>	8,899.35

iShares Trust S&P North American Natural Resources Sector Index Fund

04/01/13	7,800	units at	0.133565	1,041.81	
07/02/13	7,800	units at	0.174415	1,360.44	
09/30/13	7,800	units at	0.141040	1,100.11	
12/30/13	7,800	units at	0.203564	<u>1,587.80</u>	5,090.16

Market Vectors Biotech ETF

12/30/13	2,700	units at	0.003000	<u>8.10</u>	8.10
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Market Vectors Oil Services ETF

12/30/13	6,000	units at	0.542000	<u>3,252.00</u>	3,252.00
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Market Vectors Semiconductor ETF

12/30/13	2,500	units at	0.659000	<u>1,647.50</u>	1,647.50
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Maxim Integrated Products Inc.

03/06/13	125	shares at	0.240000	30.00	
06/05/13	125	shares at	0.240000	30.00	
09/05/13	125	shares at	0.260000	32.50	
12/05/13	125	shares at	0.260000	<u>32.50</u>	125.00

Powershares Water Resources Portfolio

06/28/13	6,300	units at	0.081260	511.94	
09/30/13	6,300	units at	0.023890	150.51	
12/31/13	6,300	units at	0.022540	<u>142.00</u>	804.45

# BAFFLIN FOUNDATION INC.

## Directors' Twenty-Third Annual Account Covering the period beginning 1/1/13 through 12/31/13

### A-1 - DIVIDENDS

#### Powershares Wilderhill Clean Energy Portfolio

06/28/13	5,200	units at	0.057119	297.02	
09/30/13	5,200	units at	0.024669	128.28	
12/31/13	5,200	units at	0.057210	297.49	722.79

#### Select Sector SPDR Trust Energy

01/03/13	6,000	units at	0.370950	2,225.70	
03/25/13	6,000	units at	0.357100	2,142.60	
07/01/13	6,000	units at	0.374380	2,246.28	
09/30/13	6,000	units at	0.392660	2,355.96	
12/31/13	6,000	units at	0.402680	2,416.08	11,386.62

#### Select Sector SPDR Trust Financials

01/03/13	5,000	units at	0.104150	520.75	
03/25/13	5,000	units at	0.061980	309.90	
07/01/13	5,000	units at	0.077140	385.70	
09/30/13	5,000	units at	0.080560	402.80	
12/31/13	5,000	units at	0.101150	505.75	2,124.90

#### Select Sector SPDR Trust Healthcare

01/03/13	9,000	units at	0.218890	1,970.01	
03/25/13	9,000	units at	0.194150	1,747.35	
07/01/13	9,000	units at	0.212200	1,909.80	
09/30/13	9,000	units at	0.212930	1,916.37	
12/31/13	9,000	units at	0.225000	2,025.00	9,568.53

#### SPDR D J Wilshire International Real Estate ETF

01/04/13	1,600	units at	1.604306	2,566.89	
03/27/13	1,600	units at	0.172406	275.85	
07/03/13	1,600	units at	0.557038	891.26	
10/02/13	1,600	units at	0.279631	447.41	4,181.41

#### Total Sys Svcs Inc.

04/01/13	50	shares at	0.100000	5.00	
07/01/13	50	shares at	0.100000	5.00	
10/01/13	50	shares at	0.100000	5.00	15.00

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-1 - DIVIDENDS**

Vanguard Information Technology Index Vipers					
12/27/13	5,800	units at	0.944000	<u>5,475.20</u>	5,475.20
Vanguard Index Trust Extended Market					
03/26/13	6,400	units at	0 024000	153 60	
12/31/13	4,000	units at	0 916000	<u>3,664 00</u>	<u>3,817.60</u>
					143,424.05

**GMO INVESTMENTS ACCOUNT:**

Global Balanced Asset Allocation Fund-III			
07/08/13	Dividend on 909,007.488 units	4,542.99	
12/27/13	Dividend on 890,835 792 units	<u>241,115 57</u>	<u>245,658.56</u>
			<u>389,082.61</u>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-2 - INTEREST**

**BANK OF AMERICA ACCOUNT:**

7/1/13	0 03	
8/1/13	0.02	
9/3/13	0 21	
11/1/13	0 01	0.27
	<hr/>	<hr/>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-3 - GAIN (LOSS) ON SALES**

**BANK OF AMERICA ACCOUNT:**

01/08/13	Broadband Holders Trust Depository Receipt Principal Payment due to DTR Termination Less book value	70,220.66  <u>87,666.70</u>	  (17,446.04)
02/25/13	Verint Systems Inc. Cash in lieu of .872 fractional share @ 34.6643	34.04 <u>172.00</u>	 (137.96)
12/26/13	Sold 10 shares Comverse Inc Less book value	353.59 <u>293.80</u>	 59.79
12/26/13	Sold 400 shares iShares MSCI Pacific Ex-Japan ETF Less book value	18,262.16 <u>13,336.00</u>	 4,926.16
12/26/13	Sold 300 shares iShares Core S&P 500 ETF Less book value	55,037.39 <u>36,978.00</u>	 18,059.39
12/26/13	Sold 800 shares iShares Russell Mid-Cap ETF Less book value	118,448.89 <u>72,656.00</u>	 45,792.89
12/26/13	Sold 1340 shares of iShares Russell 3000 Value Index Less book value	163,741.25 <u>122,971.80</u>	 40,769.45
12/26/13	Sold 1900 shares iShares Russell 3000 Growth ETF Less book value:	131,970.39 <u>79,930.69</u>	 52,039.70
12/26/13	Sold 800 shares iShares US Consumer Goods ETF Less book value:	75,817.52 <u>42,640.00</u>	 33,177.52
12/26/13	Sold 1500 shares Market Vector Oil Services ETF Less book value	71,120.50 <u>65,541.70</u>	 5,578.80
12/26/13	Sold 125 shares Maxim Integrated Products Inc Less Book value	3,490.49 <u>-</u>	 3,490.49
12/26/13	Sold 140 shares Nortel Networks Corp. Less book value:	0.98 <u>26.35</u>	 (25.37)

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-3 - GAIN (LOSS) ON SALES**

**BANK OF AMERICA ACCOUNT:**

12/26/13	Sold 1,000 shares Select Sector SPDR Healthcare	54,809.61	
	Less book value:	<u>31,470.00</u>	23,339.61
12/26/13	Sold 1,000 shares Select Sector SPDR Tr Energy	86,640.52	
	Less book value:	<u>50,690.00</u>	35,950.52
12/26/13	Sold 50 shares Total System Services Inc	1,622.47	
	Less book value	<u>2,774.64</u>	(1,152.17)
12/26/13	Sold 800 shares Vanguard Information Technology	69,989.78	
	Less book value:	<u>38,976.00</u>	31,013.78
12/26/13	Sold 2,400 shares Vanguard Index Trust Extended Mkt	196,981.96	
	Less book value	<u>109,200.00</u>	87,781.96
12/26/13	Sold 12 shares Verint Systems Inc.	470.87	
	Less book value:	<u>2,101.90</u>	(1,631.03)
12/26/13	Sold 3 shares Vitesse Semiconductor Corp	1.00	
	Less book value	<u>215.82</u>	(214.82)
12/27/13	Redeemed 1,179.245 shares Dodge & Cox Intl Stock Fur	50,000.00	
	Less book value	<u>47,512.76</u>	2,487.24
12/27/13	Redeemed 1,992.032 units Henderson Intl Opp Fund	50,000.00	
	Less book value:	<u>50,138.39</u>	(138.39)

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-3 - GAIN (LOSS) ON SALES**

**GMO INVESTMENTS ACCOUNT:**

07/25/13 Redeemed 17,640 550 shares	200,220.24	
Less book value (FIFO, original basis of \$12 0000748)	<u>211,687 92</u>	(11,467.68)
12/10/13 Redeemed 21,227 761 shares	250,275.30	
Less book value: (FIFO, original basis of \$12.0000748)	<u>254,734.72</u>	(4,459.42)
		<u><u>347,794.42</u></u>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-4 - MISCELLANEOUS RECEIPTS**

05/12/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	336.09	
06/12/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	367.24	
07/12/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	343.75	
08/14/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	367.10	
09/13/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	376.69	
10/15/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	372.91	
11/14/13	Henderson International Opp Fund CL C Account Fee Credit-Mutual Fund 12B-1 Fee	400.34	
		<hr/>	2,564.12



**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**A-5 - ADJUSTMENTS TO BOOK VALUES**

4/22/2013 Verint Systems Inc	(271.58)	(271.58)
On Hand Basis Adjustments:		
iShares MSCI South Korea Index Fund	200,557.88	
	<u>200,840.00</u>	(282.12)
iShares Russell 3000 Growth Index Fund	210,343.89	
	<u>210,352.31</u>	(8.42)
Market Vectors Biotech ETF	185,382.72	
	<u>175,050.00</u>	10,332.72
Market Vectors Oil Service ETF	262,137.80	
	<u>266,154.30</u>	(4,016.50)
Market Vectors Semiconductor ETF	87,621.73	
	<u>89,655.23</u>	(2,033.50)
Gains (Losses) on Sales Adjustments:		
Broadband Holders Trust Depository	87,666.70	
	<u>87,818.20</u>	(151.50)
Verint Systems, Inc cash in lieu	172.00	
	<u>194.23</u>	(22.23)
Comverse, Inc.	293.80	
	<u>302.10</u>	(8.30)
		3,538.57

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**- EXPENSES**

***Administration Expenses***

Hinckley, Allen & Snyder LLP

	<u>0 00</u>	0.00
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***Directors' Fees***

Paul A. Silver

06/27/13 3rd quarter 2012

9,491.77

12/12/13 4th quarter 2012

9,526.85

19,018.62

Michael M. Edwards

06/27/13 3rd quarter 2012

9,491.77

12/12/13 4th quarter 2012

9,526.85

19,018.62

***Investment/Bank Fees***

GMO Investments - fees on redemption of shares

220.24

275.30

495.54

Bank of America - custody fees

01/31/13

807.53

04/30/13

430.03

07/31/13

425.92

10/31/13

643.06

2,306.54

40,839.32

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**B-2 - TAXES**

United States Treasury

05/15/13	1st quarter 2013 estimated excise tax	1,960.00	
06/06/13	2nd quarter 2013 estimated excise tax	2,000.00	
09/06/13	3rd quarter 2013 estimated excise tax	2,000.00	
12/04/13	4th quarter 2013 estimated excise tax	2,000.00	<u>7,960.00</u>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-tHIRD Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**GRANTS**

08/14/13	Androscoggin Land Trust	15,000.00
08/14/13	Buzzards Bay Coalition	20,000 00
08/14/13	Connecticut's Beardsley Zoo	10,000.00
08/14/13	East Quabbin Land Trust	25,000.00
08/14/13	Forest Society of Maine	30,000.00
08/14/13	Foster Parrots	15,000 00
08/14/13	Friends of the Bristol Animal	5,000.00
08/14/13	Groton Open Space Association	25,000.00
08/14/13	Lowell Humane Society	15,000.00
08/14/13	Mount Grace Land Conservation	30,000 00
08/14/13	Norwalk Land Trust	8,000.00
08/14/13	Second Chance Animal Shelter	5,000.00
08/14/13	Southbury Land Trust	20,000 00
08/14/13	Town of Barrington New Hampshire	10,000 00
08/14/13	Trustees of Reservations	25,000.00
08/14/13	Northeast Connecticut Land Trust	10,000.00
08/14/13	Lyme Land Conservation Trust	100,000.00
12/24/13	Animal Rescue League	50,000.00
12/24/13	Avalonia Land Conservancy	10,000 00
12/24/13	Berkshire Natural Resources	12,500.00
12/24/13	Connecticut Audubon Society	15,000.00
12/24/13	Connecticut Land Conservancy	1,000.00
12/24/13	Fund for Animals / Cape Wildlife	5,000.00
12/24/13	Land Trust Alliance	10,000.00
12/24/13	New England Forestry Foundation	25,000.00
12/24/13	Providence Athenaeum	5,000.00
12/24/13	Rhode Island Land Trust Council	1,000 00
12/24/13	Society for the Protection of	50,000.00
12/24/13	The Trust for Public Land	25,000.00
12/24/13	Wildlands Trust	40,000.00
12/24/13	Nature Conservancy	150,000.00
		<u>767,500 00</u>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**C-1 - ON HAND**

<b>Description</b>	<b>Acquisition Date</b>	<b>Book Value</b>	<b>Market Value 12/31/13</b>
<b><i>Bank of America Account</i></b>			
<b><i>Cash Equivalents &amp; Cash</i></b>			
Bank of America Government Reserves Trust Class		\$ 59,059.92	\$ 59,059.92
Bank of America Government Reserves Trust Class		\$ 316,448.87	\$ 316,448.87
Vanguard Money Market Trust Prime Portfolio		\$ 486,594.23	\$ 486,594.23
		<u>\$ 862,103.02</u>	<u>\$ 862,103.02</u>
<b><i>Foreign Currency</i></b>			
4600 00 Powershares DB U.S. Dlr Index Trust Bullish Fund	05/27/08	\$ 104,369.40	\$ 98,992.00
Total Cash and Equivalents.		<u>\$ 966,472.42</u>	<u>\$ 961,095.02</u>
<b><i>Equities:</i></b>			
<b><i>Consumer Staples:</i></b>			
4500 00 iShares Consumer Non-Cyclical Sector	01/25/06	\$ 239,850.00	\$ 430,739.55
<b><i>Energy:</i></b>			
5000 00 Select Sector SPDR Trust Energy	09/28/06	\$ 253,450.00	\$ 442,550.00
<b><i>Financials:</i></b>			
5000.00 Select Sector SPDR Financials	11/17/08	\$ 64,250.00	\$ 109,300.00
<b><i>Health Care:</i></b>			
8000.00 Select Sector SPDR Trust Healthcare	04/12/06	\$ 251,708.00	\$ 443,520.00
<b><i>Information Technology:</i></b>			
5000.00 Vanguard Information Technology Index Vipers	05/17/06	\$ 243,600.00	\$ 447,700.00
<b><i>Other Equities:</i></b>			
3200.00 CEF iShares Core S&P Small Cap Fund	12/30/05	\$ 186,944.00	\$ 349,216.00
10483.88 Dodge & Cox International Stock Fund	various	\$ 371,778.09	\$ 451,226.02
20715.49 Henderson Global International Fund	various	\$ 401,978.17	\$ 526,380.52
2000.00 iShares Core S&P 500 Index Fund	06/16/06	\$ 246,520.00	\$ 371,300.00
6600 00 iShares MSCI Emerging Markets Index Fund	05/25/06	\$ 204,128.00	\$ 275,847.00
8000 00 iShares MSCI Pacific Ex-Japan Index Fund	06/16/06	\$ 266,686.00	\$ 373,840.00
14700.00 iShares MSCI Hong Kong Index Fund	06/13/06	\$ 190,826.00	\$ 302,820.00
30500 00 iShares MSCI Japan Index Fund	various	\$ 425,120.00	\$ 370,239.50
4500 00 iShares MSCI South Korea Index Fund	05/25/06	\$ 200,557.88	\$ 291,015.00

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**C-1 - ON HAND**

<b>Description</b>	<b>Acquisition Date</b>	<b>Book Value</b>	<b>Market Value 12/31/13</b>
2600 00 iShares Trust S&P North American Natural Resources Index Fund	12/30/05	\$ 227,126.00	\$ 338,442 00
2500 00 iShares Russell Midcap Index Fund	05/25/06	\$ 227,050.00	\$ 374,950.00
5000.00 iShares Russell 3000 Growth Index Fund	12/30/05	\$ 210,343.89	\$ 352,900 00
3500.00 iShares Russell 3000 Value Index Fund	06/16/06	\$ 321,195 00	\$ 431,900 00
2700.00 Market Vectors Biotech ETF	02/10/06	\$ 185,382.72	\$ 239,004.00
4500.00 Market Vectors Oil Service ETF	06/16/06	\$ 262,137 80	\$ 288,420.00
2500 00 Market Vectors Semiconductor ETF	03/31/06	\$ 87,621.73	\$ 106,075 00
6300.00 Powershares Water Resources Portfolio	06/15/06	\$ 103,314.00	\$ 165,186.00
5200.00 Powershares Wilderhill Clean Energy Portfolio	06/15/06	\$ 98,024 00	\$ 33,228 00
800 00 Vanguard Index Trust, Vanguard Extended Market	12/30/05	\$ 182,000 00	\$ 330,800.00
Total Equities.		\$ 5,451,591.28	\$ 7,846,598 59
<b>Fixed Income:</b>			
7300.00 iShares Barclays Tips Bond Fund	03/07/06	\$ 767,390 50	\$ 802,270.00
9500.00 iShares Barclays 1-3 Year Treasury	02/02/06	\$ 778,165 00	\$ 801,610 00
Total Fixed Income:		\$ 1,545,555.50	\$ 1,603,880 00
<b>Real Estate Special Situations:</b>			
1600.00 SPDR DJ Wilshire International Real Estate ETF	07/31/07	\$ 103,070.56	\$ 65,920.00
<b>Global High Yield</b>			
43572 99 Eaton Vance Floating Rate Fund	12/30/13	\$ 400,000 00	\$ 400,435 73
<b>TOTAL BANK OF AMERICA PORTFOLIO</b>		\$ 8,466,689.76	\$ 10,877,929 34

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**C-1 - ON HAND**

<b>Description</b>	<b>Acquisition Date</b>	<b>Book Value</b>	<b>Market Value 12/31/13</b>
<b><i>Mutual Fund (GMO Investment)</i></b>			
480,478.524 Global Balanced Asset Allocation Fund III in USD @ \$12.0000748/unit	12/29/05	\$ 5,765,778.26	
17,992 320 Reinvestment @\$11 48	07/06/06	\$ 206,551.84	
36,951.913 Reinvestment @\$11.95	12/28/06	\$ 441,575.36	
21,276 505 Reinvestment @\$12.57	07/06/07	\$ 267,445.67	
58,926 147 Reinvestment @\$11 82	12/28/07	\$ 696,507 06	
38,632.341 Reinvestment @\$10 56	07/08/08	\$ 407,957.52	
100,339.872 Reinvestment @\$8 04	12/30/08	\$ 806,732.57	
14,036.119 Reinvestment @\$8 04	12/30/08	\$ 112,850.40	
9,097.008 Reinvestment @\$8.37	07/07/09	\$ 76,141.96	
26,497.144 Reinvestment @\$9.52	12/30/09	\$ 252,252.81	
341.166 Reinvestment @\$9 17	07/08/10	\$ 3,128 49	
17,135 627 Reinvested @\$9.97	12/30/10	\$ 170,842.20	
206 127 Reinvested @\$10.58	07/07/11	\$ 2,180 82	
23,790.367 Reinvested @\$9 89	12/29/11	\$ 235,286.73	
24,027.609 Reinvested @\$10 61	12/27/12	\$ 254,932.93	
410 388 Reinvested @\$11.07	07/08/13	\$ 4,542.99	
20,696.615 Reinvested @\$11 65	12/27/13	\$ 241,115 57	
<u>890,835 792</u>		<u>\$ 9,945,823 18</u>	<u>\$ 10,404,962 00</u>
		<u>\$ 18,412,512 94</u>	<u>\$ 21,282,891.34</u>

**BAFFLIN FOUNDATION INC.**

**Directors' Twenty-Third Annual Account  
Covering the period beginning 1/1/13 through 12/31/13**

**TRANSACTIONS WITHOUT GAIN OR LOSS**

02/06/13	Comverse Technology Inc. - distribution of 100 shares due to a nontaxable merger	2,567 71		
02/06/13	Verint Systems Inc. - received 12.982 shares @ 1298 per share due to non-taxable merger	2,567.71	\$	-



# Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868)**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

## Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	BAFFLIN FOUNDATION	05-0454795
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
File by the due date for filing your return. See instructions.	C/O PAUL A. SILVER - 50 KENNEDY PLAZA, SUITE 1500	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	PROVIDENCE, RI 02903	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

PAUL A. SILVER, ESQ

- The books are in the care of ► 50 KENNEDY PLAZA, SUITE 1500 - PROVIDENCE, RI 02903

Telephone No. ► 401-274-2000

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2013 or
- ☐ tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	40.
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

**Caution.** If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.