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Form **990-PF**

Return of Private Foundation

OMB No 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation PRESTON E W TR U/W EWP MEMORIAL		A Employer identification number 06-0747389
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 888-866-3275
P O BOX 1802 City or town, state or province, country, and ZIP or foreign postal code PROVIDENCE, RI 02901-1802		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address 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) \$ 4,459,050.	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) (see instructions))		(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 (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		95,808.	93,299.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		300,983.			
b Gross sales price for all assets on line 6a 3,730,069.					
7 Capital gain net income (from Part IV, line 2)			300,983.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-1,223.	57.		STMT 2
12 Total. Add lines 1 through 11		395,568.	394,339.		
13 Compensation of officers, directors, trustees, etc.		42,029.	25,218.		16,812.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) STMT 3		507.	NONE	NONE	507.
b Accounting fees (attach schedule) STMT 4		1,250.	NONE	NONE	1,250.
c Other professional fees (attach schedule) STMT 5		10,699.			10,699.
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 6		10,184.	2,752.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) STMT 7		760.	1,135.		760.
24 Total operating and administrative expenses. Add lines 13 through 23		65,429.	29,105.	NONE	30,028.
25 Contributions, gifts, grants paid		154,710.			154,710.
26 Total expenses and disbursements. Add lines 24 and 25		220,139.	29,105.	NONE	184,738.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		175,429.			
b Net investment income (if negative, enter -0-)			365,234.		
c Adjusted net income (if negative, enter -0-)					

SCANNED MAY 29 2014

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE	
	2	Savings and temporary cash investments	140,473.	390,950.	390,950.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶		NONE	
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶		NONE	
	5	Grants receivable		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use		NONE	
	9	Prepaid expenses and deferred charges		NONE	
	10 a	Investments - U S and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule) . STMT 8	3,862,790.	3,598,055.	3,878,909.
	c	Investments - corporate bonds (attach schedule)		NONE	
	11	Investments - land, buildings, and equipment basis			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments - mortgage loans		NONE		
13	Investments - other (attach schedule) STMT 9		199,763.	189,191.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶		NONE		
15	Other assets (describe ▶)		NONE		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,003,263.	4,188,768.	4,459,050.	
Liabilities	17	Accounts payable and accrued expenses		NONE	
	18	Grants payable		NONE	
	19	Deferred revenue		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons		NONE	
	21	Mortgages and other notes payable (attach schedule)		NONE	
	22	Other liabilities (describe ▶)		NONE	
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	4,003,263.	4,188,768.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,003,263.	4,188,768.	
31	Total liabilities and net assets/fund balances (see instructions)	4,003,263.	4,188,768.		

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	4,003,263.
2	Enter amount from Part I, line 27a	2	175,429.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	16,392.
4	Add lines 1, 2, and 3	4	4,195,084.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	6,316.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,188,768.

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 OTHER GAINS AND LOSSES					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 28,804.		21,742.	7,062.		
b 3,701,265.		3,407,344.	293,921.		
c					
d					
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) 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			7,062.		
b			293,921.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	300,983.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	184,591.	4,003,040.	0.046113
2011	171,360.	3,918,328.	0.043733
2010	172,380.	3,775,935.	0.045652
2009	148,584.	3,381,210.	0.043944
2008	220,918.	3,928,582.	0.056234
2 Total of line 1, column (d)			2 0.235676
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047135
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,239,621.
5 Multiply line 4 by line 3			5 199,835.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,652.
7 Add lines 5 and 6			7 203,487.
8 Enter qualifying distributions from Part XII, line 4			8 184,738.

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.

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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)			
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		1	7,305.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	7,305.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7,305.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,921.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	5,921.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,384.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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?		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.		X
c 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____		
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"/> CT		
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

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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 <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
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 <u></u>				

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)? <input type="checkbox"/>	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	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 <u></u>		
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.) <input type="checkbox"/>	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. <u></u>		
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.) <input type="checkbox"/>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	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? <input type="checkbox"/>	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)? (see instructions) ☐ 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)?**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? ☐ 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? ☐ Yes ☒ 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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		42,029.		

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		-0-	-0-	-0-

Total number of other employees paid over \$50,000 ☐**NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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	4,098,971.
b	Average of monthly cash balances	1b	205,213.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,304,184.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,304,184.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,563.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,239,621.
6	Minimum investment return. Enter 5% of line 5	6	211,981.

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	211,981.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,305.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,305.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	204,676.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	204,676.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	204,676.

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	184,738.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	184,738.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	184,738.

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				204,676.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			28,728.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>184,738.</u>				
a Applied to 2012, but not more than line 2a			28,728.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				156,010.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				48,666.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

- 2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2013

(b) 2012

(c) 2011

(d) 2010

- 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 (i)(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:**

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

- c Any submission deadlines:**

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	N/A	N/A	SUPPORT NAMED ORGANIZATIONS AND CONCERTS	154,710.
Total			3a	154,710.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(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	95,808.	
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	-1,223.	
8 Gain or (loss) from sales of assets other than inventory				18	300,983.	
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)					395,568.	
13 Total. Add line 12, columns (b), (d), and (e)					395,568.	395,568.

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

[illegible]

19

Posting Date	Amount	Distribution	Relationship	Purpose	Foundation Status of Recipient
5/7/2013	-2350	CEDAR HILL CEMETERY FOUNDATION	n/a	SUMMER CONCERTS", FOR "2013 MUSIC AMOUNT THE MEMORIALS"	PC
5/7/2013	-3500	HARTFORD CHORALE, INC	n/a	FOR 2013 CHAMBER SINGERS' SPRING	PC
5/7/2013	-2250	HARTFORD FOOD SYSTEM, INC	n/a	FOR SUMMER CONCERTS AT THE NORTHEAST	PC
5/7/2013	-3000	HARTFORD PUBLIC LIBRARY	n/a	FOR THE WORLD OF SOUNDS CONCERT SERIES	PC
5/7/2013	-2500	PARKVILLE SENIOR CENTER	n/a	FOR SUMMER CONCERTS @ PARKVILLE SR CTR	PC
5/7/2013	-2500	TRINITY COLLEGE	n/a	FOR SUMMER CHAMBER MUSIC SERIES	PC
5/7/2013	-3000	CONNECTICUT LANDMARKS	n/a	FOR THE GARDEN SOUNDS CONCERT SERIES	PC
5/7/2013	-7000	CHARTER OAK CULTURAL CENTER	n/a	FOR THE UMOJA MUSIC CONCERT SERIES	PC
5/7/2013	-6000	CHARTER OAK CULTURAL CENTER	n/a	FOR 2ND ANNUAL INDIE FEST SUMMER CONCERT	PC
5/7/2013	-4500	FAMILY DAY FOUNDATION, INC	n/a	FOR 28TH ANNUAL KENNY PARK FAMILY DAY	PC
5/7/2013	-14000	GRTR HARTFORD FESTIVAL OF JAZZ	n/a	FOR THE GREATER HARTFORD FESTIVAL OF JAZZ	PC
5/7/2013	-10000	GUAKIA	n/a	FOR THE RAY GONZALEZ LATIN JAZZ & SALSA	PC
5/7/2013	-10000	YOUNG AUDIENCES OF CT INC	n/a	MUSIC IN THE AIR SERIES OF CULTURAL MUSIC	PC
5/10/2013	-1010	BLACKLEDGEMUSIC INC.	n/a	TO SUPP THE ROSEWOOD CHAMBER ENSEMBLE	PC
5/10/2013	-3000	HARRIET BEECHER STOWE CENTER	n/a	TO SUPP THE ANNUAL HARRIET BEECHER STOWE	PC
5/10/2013	-3500	QUEEN ANN NZINGA CENTER INC	n/a	TO SUPP THE NZINGA'S DAUGHTERS PRESENTS-	PC
5/10/2013	-10000	CAYASCO, INC	n/a	TO SUPP THE TASTE OF THE CARIBBEAN ARTS	PC
5/14/2013	-1500	CHURCH OF THE GOOD SHEPHERD	n/a	TO SUPPORT THE 5TH ANNUAL RUMBA FESTIVAL	PC
5/14/2013	-3500	REAL ART WAYS, INC.	n/a	TO SUPPORT WICKED KNEE SUMMER CONCERT	PC
5/14/2013	-4500	ARTISTS COLLECTIVE INC	n/a	TO SUPPORT CYRUS CHESTNUT TRIO SUMMER	PC
5/14/2013	-5000	RIVERFRONT RECAPTURE, INC	n/a	TO SUPPORT TRUTH REVOLUTION RECORDS' 2ND	PC
5/16/2013	-2600	MARK TWAIN HOUSE	n/a	TO SUPP BLUE HORIZONS PRODUCTION A STORY	PC
5/17/2013	-18000	HARTFORD JAZZ SOCIETY INC	n/a	THE '13 MONDAY NIGHT JAZZ CONCERT SERIES	PC
5/17/2013	-4000	HARTFORD JAZZ SOCIETY INC	n/a	FTHE PEOPLE OF GOODWILL SUMMER CONCERTS	PC
5/17/2013	-4000	HARTBEAT ENSEMBLE INC	n/a	SUPP THE 360 SOUNDS SUMMER CONCERT SERIES	PC
5/23/2013	-4000	GRACE EPISCOPAL CHURCH	n/a	TO SUPP MUSICAL FRIENDS SUMMER CONCERTS	PC
5/23/2013	-3500	CT PUBLIC AFFAIRS NETWORK	n/a	SUPP 2013 OLD STATE HOUSE SUMMER CONCERT	PC
5/24/2013	-5000	MANY COLORS OF A WOMAN INC	n/a	SUPP W'O'M*A*N FREE JAZZ FESTIVAL SUMMER	PC
7/3/2013	1010	STOP PAY CHECK # 17265121 DTD 05/10/2013	n/a	PAYABLE TO BLACKLEDGEMUSIC INC	PC
7/3/2013	-1010	BLACKLEDGEMUSIC INC	n/a	TO SUPP THE ROSEWOOD CHAMBER ENSEMBLE	PC
7/16/2013	-11000	SANKOFA KUUMBA CULTURAL ARTS	n/a	TO SUPP LIFE TIME SOLUTIONS/THE ALVIN	PC

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	772.	772.
FOREIGN DIVIDENDS	18,785.	18,785.
NONDIVIDEND DISTRIBUTIONS	2,509.	
DOMESTIC DIVIDENDS	30,436.	30,436.
OTHER INTEREST	16,555.	16,555.
FOREIGN INTEREST	629.	629.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	1,514.	1,514.
US GOVERNMENT INTEREST REPORTED AS QUALI	371.	371.
NONQUALIFIED FOREIGN DIVIDENDS	4,548.	4,548.
NONQUALIFIED DOMESTIC DIVIDENDS	19,689.	19,689.
	-----	-----
TOTAL	95,808.	93,299.
	=====	=====

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FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	-1,223.	57.
PARTNERSHIP INCOME		
TOTALS	-1,223. =====	57. =====

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FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	507.			507.
TOTALS	507.	NONE	NONE	507.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	10,699.	10,699.
	-----	-----
TOTALS	10,699.	10,699.
	=====	=====

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FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	2,284.	2,284.
EXCISE TAX - PRIOR YEAR	1,511.	
EXCISE TAX ESTIMATES	5,921.	
FOREIGN TAXES ON QUALIFIED FOR	281.	281.
FOREIGN TAXES ON NONQUALIFIED	187.	187.
	-----	-----
TOTALS	10,184.	2,752.
	=====	=====

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	380.		380.
OTHER CHARITABLE EXPENSES	380.		380.
PARTNERSHIP EXPENSES		1,135.	
TOTALS	----- 760. =====	----- 1,135. =====	----- 760. =====

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
202671913 AGGREGATE BOND CTF	1,493,336.	508,511.	503,084.
1261291H8 LARGE CAP CORE CTF	1,454,871.		
1261291Q8 SMALL CAP CTF	125,856.		
1261292H7 INTERNATIONAL EQUITY	393,716.	174,452.	178,855.
29099J109 EMERGING MARKETS STO	184,751.	88,510.	115,110.
302993993 MID CAP VALUE CTF	109,362.	91,618.	113,739.
323991307 MID CAP GROWTH CTF	100,898.	52,802.	62,757.
464287507 ISHARES CORE S&P MID		206,709.	255,615.
464287614 ISHARES RUSSELL 1000		51,165.	63,679.
464287655 ISHARES RUSSELL 2000		68,986.	78,734.
921943858 VANGUARD FTSE DEVELO		124,980.	123,873.
922042858 VANGUARD FTSE EMERGI		258,359.	249,395.
922908553 VANGUARD REIT ETF		80,644.	94,887.
466001864 IVY ASSET STRATEGY F		86,147.	86,167.
6933390841 PIMCO HIGH YIELD FD		29,367.	29,082.
880208400 TEMPLETON GLOBAL BD		71,517.	63,951.
714199106 PERMANENT PORTFOLIO		194,264.	179,150.
72200Q182 PIMCO ALL ASSET ALL		78,789.	92,366.
207543877 SMALL CAP GROWTH LEA		83,105.	92,543.
303995997 SMALL CAP VALUE CTF		410,173.	455,726.
45399C107 DIVIDEND INCOME COMM		207,108.	226,407.
99Z466163 HIGH QUALITY CORE CO		310,268.	340,949.
99Z466197 INTERNATIONAL FOCUSE		420,581.	472,840.
99Z501647 STRATEGIC GROWTH COM			
TOTALS	3,862,790.	3,598,055.	3,878,909.
	=====	=====	=====

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHED STATEMENT	C		
73935S105 POWERSHARES DB COMMO	C	199,763.	189,191.
		-----	-----
		199,763.	189,191.
		=====	=====
TOTALS			



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

=====

DESCRIPTION

AMOUNT

CTF COST ADJUSTMENT

3,725.

ROUNDING

6.

PARTNERSHIP GAIN ADJUSTMENT

12,661.

TOTAL

16,392.

=====



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

=====

DESCRIPTION

AMOUNT

TYE INCOME ADJUSTMENT

6,254.

COST ADJUSTMENT

62.

TOTAL

6,316.

=====

[illegible]

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Schedule D Detail of Long-term Capital Gains and Losses

06-0747389

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
OTHER GAINS AND LOSSES					
5767.422 LARGE CAP CORE CTF	06/12/1980	02/28/2013	425,312.00	435,482.00	-10,170.00
4426.925 LARGE CAP CORE CTF	04/14/1982	02/28/2013	326,458.00	333,826.00	-7,368.00
252.534 LARGE CAP CORE CTF	04/14/1982	04/30/2013	19,457.00	20,438.00	-981.00
4806.614 LARGE CAP CORE CTF	04/14/1982	09/06/2013	387,332.00	450,557.00	-63,225.00
70.686 LARGE CAP CORE CTF	05/31/2011	09/06/2013	5,696.00	6,607.00	-911.00
839.147 LARGE CAP CORE CTF	02/29/2008	09/06/2013	67,621.00	76,018.00	-8,397.00
1432.996 LARGE CAP CORE CTF	08/31/2011	09/06/2013	115,475.00	123,941.00	-8,466.00
3430.935 LARGE CAP CORE CTF	11/30/2008	09/06/2013	276,476.00	269,355.00	7,121.00
3825.139 SMALL CAP CTF	08/13/2010	02/28/2013	83,328.00	70,116.00	13,212.00
74.646 SMALL CAP CTF	08/31/2011	04/30/2013	1,654.00	1,499.00	155.00
567.882 SMALL CAP CTF	08/31/2011	09/06/2013	13,956.00	12,427.00	1,529.00
2581.649 SMALL CAP CTF	08/13/2010	09/06/2013	63,447.00	52,825.00	10,622.00
2739.846 INTERNATIONAL EQUITY CTF	06/30/2006	02/28/2013	55,879.00	68,307.00	-12,428.00
823.542 INTERNATIONAL EQUITY CTF	02/29/2008	02/28/2013	16,796.00	19,261.00	-2,465.00
7007.023 INTERNATIONAL EQUITY CTF	11/30/2008	02/28/2013	142,908.00	92,664.00	50,244.00
880.434 INTERNATIONAL EQUITY CTF	08/13/2010	02/28/2013	17,956.00	16,937.00	1,019.00
242.695 INTERNATIONAL EQUITY CTF	05/31/2011	04/30/2013	5,251.00	5,560.00	-309.00
448.726 INTERNATIONAL EQUITY CTF	05/31/2011	09/06/2013	9,704.00	11,030.00	-1,326.00
1159.05 INTERNATIONAL EQUITY CTF	08/31/2011	09/06/2013	25,065.00	25,445.00	-380.00
8730.959 INTERNATIONAL EQUITY CTF	08/13/2010	09/06/2013	188,811.00	187,638.00	1,173.00
22642.088 AGGREGATE BOND CTF	08/13/2010	02/28/2013	385,443.00	382,493.00	2,950.00
4790.004 AGGREGATE BOND CTF	08/20/2010	02/28/2013	81,542.00	80,978.00	564.00
1455.859 AGGREGATE BOND CTF	02/29/2012	04/30/2013	24,970.00	24,988.00	-18.00
28833.952 AGGREGATE BOND CTF	08/20/2010	08/31/2013	473,485.00	483,819.00	-10,334.00
321.528 EMERGING MARKETS STOCK COMMON					
TRUST FUND					
83.698 EMERGING MARKETS STOCK COMMON	01/31/2011	02/28/2013	15,913.00	15,313.00	600.00
1295.148 MID CAP VALUE CTF	01/31/2011	04/30/2013	4,203.00	3,954.00	249.00
117.748 MID CAP VALUE CTF	06/20/2003	02/28/2013	27,934.00	23,766.00	4,168.00
1707.004 MID CAP VALUE CTF	06/20/2003	04/30/2013	2,657.00	2,231.00	426.00
365.724 MID CAP VALUE CTF	06/20/2003	08/31/2013	39,773.00	32,980.00	6,793.00
376.483 MID CAP GROWTH CTF	11/30/2008	08/31/2013	8,521.00	5,304.00	3,217.00
	06/30/2006	02/28/2013	7,638.00	7,786.00	-148.00
Totals					

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
125.967 MID CAP GROWTH CTF	06/30/2006	04/30/2013	2,647.00	2,633.00	14.00
1584.611 MID CAP GROWTH CTF	06/30/2006	08/31/2013	35,451.00	34,203.00	1,248.00
649.112 MID CAP GROWTH CTF	11/30/2008	08/31/2013	14,522.00	10,431.00	4,091.00
TOTAL OTHER GAINS AND LOSSES			3,373,281.00	3,390,812.00	-17,531.00
Totals			3,373,281.00	3,390,812.00	-17,531.00

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GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 43,255.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

43,255.00

=====

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 280,303.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-12,661.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

267,642.00

=====



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

=====

OFFICER NAME:

BANK OF AMERICA

ADDRESS:

ONE CONSTITUTIONAL PLAZA

HARTFORD, CT 06605

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 42,029.

COMPENSATION EXPLANATION:

SEE ATTACHED FOOTNOTE

TOTAL COMPENSATION:

42,029.

=====



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FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.