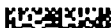




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Form **990-PF**

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation
SHEA MARY E EST TR U/W

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
P O BOX 1802

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 02901-1802

A Employer identification number
06-6029604

B Telephone number (see instructions)
888-866-3275

C If exemption application is pending, check here

D 1 Foreign organizations, check here
2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 4,317,561.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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 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	93,528.	90,424.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	159,891.			
b	Gross sales price for all assets on line 6a 4,651,429.				
7	Capital gain net income (from Part IV, line 2)		159,891.		
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)	3,688.	1,345.		STMT 2
12	Total. Add lines 1 through 11	257,107.	251,660.		
13	Compensation of officers, directors, trustees, etc	29,044.	17,426.		11,618.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 3	800.	NONE	NONE	800.
b	Accounting fees (attach schedule) STMT 4	1,250.	NONE	NONE	1,250.
c	Other professional fees (attach schedule) STMT 5	6,205.			6,205.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 6	4,050.	2,700.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 7	807.	1,686.		807.
24	Total operating and administrative expenses. Add lines 13 through 23	42,156.	21,812.	NONE	20,680.
25	Contributions, gifts, grants paid	190,000.			190,000.
26	Total expenses and disbursements. Add lines 24 and 25	232,156.	21,812.	NONE	210,680.
27	Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	24,951.			
	b Net investment income (if negative, enter -0-)		229,848.		
	c Adjusted net income (if negative, enter -0-)				

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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		418,384.	188,258.	188,258.
	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		3,687,240.	3,809,757.	4,005,186.
	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 10			130,146.	124,117.
	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)		4,105,624.	4,128,161.	4,317,561.	
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		4,105,624.	4,128,161.	
	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)		4,105,624.	4,128,161.		
31	Total liabilities and net assets/fund balances (see instructions)		4,105,624.	4,128,161.		

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 4,105,624.
2	Enter amount from Part I, line 27a	2 24,951.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP BASIS ADJUSTMENT	3 15,872.
4	Add lines 1, 2, and 3	4 4,146,447.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5 18,286.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 4,128,161.



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 3,598,875.		3,489,035.	109,840.			
b 1,052,554.		1,002,503.	50,051.			
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))			
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			109,840.			
b			50,051.			
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	159,891.	
{ 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	183,395.	3,990,583.	0.045957
2011	197,679.	4,037,888.	0.048956
2010	193,900.	3,880,643.	0.049966
2009	172,954.	3,486,974.	0.049600
2008	190,873.	4,044,188.	0.047197
2 Total of line 1, column (d)			2 0.241676
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 0.048335
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 4,147,468.
5 Multiply line 4 by line 3			5 200,468.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,298.
7 Add lines 5 and 6			7 202,766.
8 Enter qualifying distributions from Part XII, line 4			8 210,680.

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

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

Table with 11 rows and 2 columns. Row 1: Exempt operating foundations... 2,298. Row 2: Tax under section 511... 2. Row 3: Add lines 1 and 2... 2,298. Row 4: Subtitle A (income) tax... NONE. Row 5: Tax based on investment income... 2,298. Row 6: Credits/Payments: 6a: 2,684. 6b: NONE. 6c: NONE. 6d: . Row 7: Total credits and payments... 2,684. Row 8: Enter any penalty... 8. Row 9: Tax due... 9. Row 10: Overpayment... 386. Row 11: Enter the amount of line 10 to be: Credited to 2014 estimated tax 386. Refunded 11.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an empty column). Row 1a: During the tax year, did the foundation attempt to influence any national, state, or local legislation... No (X). Row 1b: Did it spend more than \$100 during the year... No (X). Row 1c: Did the foundation file Form 1120-POL for this year? No (X). Row 2: Has the foundation engaged in any activities that have not previously been reported to the IRS? No (X). Row 3: Has the foundation made any changes, not previously reported to the IRS... No (X). Row 4a: Did the foundation have unrelated business gross income of \$1,000 or more during the year? No (X). Row 4b: If "Yes," has it filed a tax return on Form 990-T for this year? . Row 5: Was there a liquidation, termination, dissolution, or substantial contraction during the year? No (X). Row 6: Are the requirements of section 508(e) satisfied either: 6: By language in the governing instrument, or 7: 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? Yes (X). Row 7: Did the foundation have at least \$5,000 in assets at any time during the year? Yes (X). Row 8a: Enter the states to which the foundation reports or with which it is registered (see instructions) CT. Row 8b: If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General... No (X). Row 9: Is the foundation claiming status as a private operating foundation... No (X). Row 10: Did any persons become substantial contributors during the tax year? No (X).

Form 990-PF (2013)

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 \blacktriangleright N/A				
14	The books are in care of \blacktriangleright US TRUST FIDUCIARY TAX SERVICES Telephone no. \blacktriangleright (888) 866-3275			
Located at \blacktriangleright P.O. BOX 1802, PROVIDENCE, RI ZIP+4 \blacktriangleright 02901-1802				
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		
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
				X
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country \blacktriangleright				

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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here \blacktriangleright <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?	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 \blacktriangleright			
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.)	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. \blacktriangleright		
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)	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

Form 990-PF (2013)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **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 (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
BANK OF AMERICA, N.A. 200 GLASTONBURY BLVD, GLASTONBURY, CT 06033	TRUSTEE 1	29,044.	-0-	-0-

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		NONE	NONE	NONE

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

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	4,014,287.
b	Average of monthly cash balances	1b	196,340.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	4,210,627.
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	4,210,627.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,159.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,147,468.
6	Minimum investment return. Enter 5% of line 5	6	207,373.

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	207,373.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,298.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,298.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	205,075.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	205,075.
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	205,075.

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	210,680.
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	210,680.
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	2,298.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	208,382.

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				205,075.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			44,380.	
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>210,680.</u>				
a Applied to 2012, but not more than line 2a			44,380.	
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				166,300.
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				38,775.
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)

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

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.

N/A

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:
SEE STATEMENT 16

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2



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
<p>a Paid during the year</p> <p>SEE ATTACHED STATEMENT</p>	N/A	PC	UNRESTRICTED GENERAL SUPPORT	190,000.
Total ▶ 3a				190,000.
b Approved for future payment				
Total ▶ 3b				



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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: BANK OF AMERICA, N.A. Date: 04/14/2014 Title: SVP Tax

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

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check self-employed if PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,561.	1,561.
FOREIGN DIVIDENDS	16,168.	16,168.
NONDIVIDEND DISTRIBUTIONS	3,104.	
DOMESTIC DIVIDENDS	23,436.	23,436.
OTHER INTEREST	9,285.	9,285.
FOREIGN INTEREST	320.	320.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	825.	825.
US GOVERNMENT INTEREST REPORTED AS QUALI	551.	551.
NONQUALIFIED FOREIGN DIVIDENDS	6,008.	6,008.
NONQUALIFIED DOMESTIC DIVIDENDS	32,270.	32,270.
TOTAL	93,528.	90,424.

SHEA MARY E EST TR U/W

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FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NON-TAXABLE FOREIGN INCOME	-659.	
OTHER INCOME	1,249.	1,249.
EXCISE TAX REFUND	3,098.	
PARTNERSHIP INCOME		96.
TOTALS	3,688.	1,345.

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - CHARITABLE	800.			800.
TOTALS	800.	NONE	NONE	800.

SHEA MARY E EST TR U/W

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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	6,205.	6,205.
TOTALS	6,205.	6,205.

SHEA MARY E EST TR U/W

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FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	1,935.	1,935.
EXCISE TAX ESTIMATES	1,350.	
FOREIGN TAXES ON QUALIFIED FOR	464.	464.
FOREIGN TAXES ON NONQUALIFIED	301.	301.
	-----	-----
TOTALS	4,050.	2,700.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

NET
INVESTMENT
INCOME

CHARITABLE
PURPOSES

DESCRIPTION

OTHER CHARITABLE EXPENSES
OTHER CHARITABLE EXPENSES
PARTNERSHIP EXPENSES

375.
432.

375.
432.

1,686.

TOTALS

807.

1,686.

807.

SHEA MARY E EST TR U/W

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
464287614 ISHARES RUSSELL 1000	481,950.		170,842.
197199409 COLUMBIA ACORN FUND	103,707.		130,599.
19765N245 COLUMBIA DIVIDEND IN	730,373.		90,904.
19765P596 COLUMBIA SMALL CAP G	41,483.		130,792.
19765Y589 COLUMBIA SELECT SMAL	31,112.		127,781.
693390700 PIMCO TOTAL RETURN F	1,223,739.		249,654.
722005667 PIMCO COMMODITY REAL	103,707.		138,234.
411511306 HARBOR INTERNATIONAL	165,931.		123,957.
197199813 COLUMBIA ACORN INTER	69,338.		41,575.
19765H636 COLUMBIA MARSICO INT	165,931.		94,893.
72201F409 PIMCO EMERGING MKT C	41,483.		264,348.
77956H104 ROWE T PRICE INTL FD	124,448.		721,610.
99Z466163 HIGH QUALITY CORE CO	404,038.		89,945.
464287507 ISHARES CORE S&P MID			128,055.
464287655 ISHARES RUSSELL 2000			152,176.
921943858 VANGUARD FTSE DEVELO			87,810.
922042858 VANGUARD FTSE EMERGI			150,909.
922908553 VANGUARD REIT ETF			
466001864 IVY ASSET STRATEGY F			
693390841 PIMCO HIGH YIELD FD			
880208400 TEMPLETON GLOBAL BD			
714199106 PERMANENT PORTFOLIO			
72200Q182 PIMCO ALL ASSET ALL			
202671913 AGGREGATE BOND CTF			
207543877 SMALL CAP GROWTH LEA			
29099J109 EMERGING MARKETS STO			
302993993 MID CAP VALUE CTF			
303995997 SMALL CAP VALUE CTF			
323991307 MID CAP GROWTH CTF			

SHEA MARY E EST TR U/W

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FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
45399C107 DIVIDEND INCOME COMM		320,923.	361,731.
99Z466197 INTERNATIONAL FOCUS		349,048.	382,423.
99Z501647 STRATEGIC GROWTH COM		314,290.	366,948.
TOTALS	3,687,240.	3,809,757.	4,005,186.

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FORM 990PF, PART II - OTHER INVESTMENTS

COST/
FMV
C OR F

ENDING
FMV

ENDING
BOOK VALUE

73935S105 POWERSHARES DB COMMO

130,146.

124,117.

TOTALS

130,146.

124,117.



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

=====

DESCRIPTION -----	AMOUNT -----
INCOME ADJUSTMENT	7,878.
ADJ CARRYING VALUE	10,408.

TOTAL	18,286.
	=====

SHEA MARY E EST TR U/W
Schedule D Detail of Short-term Capital Gains and Losses

06-6029604

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
631.833 AGGREGATE BOND CTF	12/21/2012	06/30/2013	10,449.00	10,779.00	-330.00
52.42 SMALL CAP GROWTH LEADERS CTF	03/08/2013	03/31/2013	907.00	906.00	1.00
134.201 SMALL CAP GROWTH LEADERS CTF	02/08/2013	03/31/2013	2,322.00	2,254.00	68.00
309.377 SMALL CAP GROWTH LEADERS CTF	02/08/2013	06/30/2013	5,492.00	5,169.00	323.00
137.388 SMALL CAP GROWTH LEADERS CTF	02/08/2013	08/09/2013	2,644.00	2,301.00	343.00
913.004 EMERGING MARKETS STOCK COMMON TRUST FUND	01/18/2013	11/30/2013	43,499.00	43,740.00	-241.00
953.047 MID CAP VALUE CTF	02/08/2013	03/08/2013	21,108.00	20,800.00	308.00
167.692 MID CAP VALUE CTF	02/08/2013	03/31/2013	3,747.00	3,679.00	68.00
282.308 MID CAP VALUE CTF	02/08/2013	06/30/2013	6,463.00	6,331.00	132.00
73.175 MID CAP VALUE CTF	02/08/2013	08/09/2013	1,764.00	1,661.00	103.00
140.746 SMALL CAP VALUE CTF	02/08/2013	03/31/2013	2,796.00	2,746.00	50.00
260.694 SMALL CAP VALUE CTF	02/08/2013	06/30/2013	5,364.00	5,183.00	181.00
131.316 SMALL CAP VALUE CTF	02/08/2013	08/09/2013	2,881.00	2,656.00	225.00
953.155 MID CAP GROWTH CTF	02/08/2013	03/08/2013	19,852.00	19,518.00	334.00
109.416 MID CAP GROWTH CTF	02/08/2013	03/31/2013	2,292.00	2,246.00	46.00
332.854 MID CAP GROWTH CTF	02/08/2013	06/30/2013	7,078.00	6,961.00	117.00
137.245 MID CAP GROWTH CTF	02/08/2013	08/09/2013	3,160.00	2,914.00	246.00
113.844 DIVIDEND INCOME COMMON TRUST	03/08/2013	03/31/2013	4,722.00	4,659.00	63.00
809.308 DIVIDEND INCOME COMMON TRUST	03/08/2013	06/30/2013	34,503.00	33,213.00	1,290.00
1483.916 DIVIDEND INCOME COMMON TRUST FUND	01/18/2013	11/30/2013	68,529.00	59,151.00	9,378.00
39. POWERSHARES DB COMMODITY INDEX TRACKING FUND UNIT BEN INT	02/04/2013	03/26/2013	1,064.00	1,051.00	13.00
3459. POWERSHARES DB COMMODITY INDEX	02/04/2013	09/30/2013	89,003.00	93,224.00	-4,221.00
2970. POWERSHARES DB COMMODITY INDEX	01/16/2013	09/30/2013	76,420.00	77,536.00	-1,116.00
8391.011 HIGH QUALITY CORE COMMON TRUST FUND	09/30/2012	01/18/2013	89,104.00	86,266.00	2,838.00
15387.422 HIGH QUALITY CORE COMMON TRUST FUND	09/30/2012	02/08/2013	166,069.00	158,194.00	7,875.00
284.33 HIGH QUALITY CORE COMMON TRUST FUND	03/08/2013	03/31/2013	3,147.00	3,113.00	34.00
Totals					



SHEA MARY E EST TR U/W

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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	6,000.00	

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		6,000.00
		=====

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

COMMON TRUST FUNDS	28,277.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-15,872.00	

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		12,405.00
		=====

SHEA MARY E EST TR U/W
FORM 990PF, PART XV - LINES 2a - 2d
=====

06-6029604

RECIPIENT NAME:

BANK OF AMERICA, N.A.

ADDRESS:

777 MAIN STREET

HARTFORD, CT 06115

FORM, INFORMATION AND MATERIALS:

SEE ATTACHED APPLICATION

SUBMISSION DEADLINES:

FEBRUARY 28

RESTRICTIONS OR LIMITATIONS ON AWARDS:

APPLICATIONS ARE ONLY ACCEPTED FROM CHARITABLE ORGANIZATIONS
BASED IN NEW LONDON, CT OR THAT SUPPORT A HIGH PERCENTAGE OF NEW
LONDON RESIDENTS.



FEDERAL FOOTNOTES

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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.