



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

FRY W COTR UW - L P FRY MEM TR

POSTMARK

RECEIVED

P O BOX 1802

05087014

05122014

City or town, state or province, country, and ZIP or foreign postal code

888-866-3275

PROVIDENCE, RI 02901-1802

CINCINNATI

SERVICE CENTER

Rec in Batching/
Correc

Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Check type of organization: Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at J Accounting method: Cash Accrual
end of year (from Part II, col. (c), line 16) ► \$ 5,904,991. (Part I, column (d) must be on cash basis.)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 ►

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	122,350	120,813		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	213,897			
b Gross sales price for all assets on line 6a	323,588			
7 Capital gain net income (from Part IV, line 2)		213,897		
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)	312			STMT 2
12 Total. Add lines 1 through 11	336,559	334,710		
13 Compensation of officers, directors, trustees, etc.	84,949	50,969		33,980
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	1,250	NONE	NONE	1,250
c Other professional fees (attach schedule)	13,922			13,922
17 Interest				
18 Taxes (attach schedule) (see instructions)	24,333	2,560		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses.	124,454	53,529		49,152
Add lines 13 through 23	202,700			202,700
25 Contributions, gifts, grants paid	327,154	53,529		251,852
26 Total expenses and disbursements Add lines 24 and 25				
27 Subtract line 26 from line 12:	9,405			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		281,181		
c Adjusted net income (if negative, enter -0-)				

SCANNED MAY 23 2014

Assets	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
	1 Cash - non-interest-bearing				NONE
	2 Savings and temporary cash investments		338,052.	165,433.	165,433.
	3 Accounts receivable ►				
	Less: allowance for doubtful accounts ►				NONE
	4 Pledges receivable ►				NONE
	Less: allowance for doubtful accounts ►				
	5 Grants receivable				NONE
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	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) STMT 6		716,599.	716,599.	797,731.
	b Investments - corporate stock (attach schedule) STMT 7		4,137,343.	4,320,182.	4,941,827.
	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)				NONE
	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 1)		5,191,994.	5,202,214.	5,904,991.
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		5,191,994.	5,202,214.	
	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)		5,191,994.	5,202,214.	
	31 Total liabilities and net assets/fund balances (see instructions)		5,191,994.	5,202,214.	

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	5,191,994.
2 Enter amount from Part I, line 27a	2	9,405.
3 Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	815.
4 Add lines 1, 2, and 3	4	5,202,214.
5 Decreases not included in line 2 (itemize) ►	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,202,214.

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 88,428.				88,428.	
b 235,160.		109,691.		125,469.	
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				88,428.	
b				125,469.	
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	213,897.	
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) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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	237,009.	5,150,545.	0.046016
2011	236,983.	5,156,856.	0.045955
2010	225,621.	4,893,381.	0.046107
2009	232,703.	4,549,556.	0.051149
2008	284,630.	5,410,848.	0.052604

- 2 Total of line 1, column (d) 2 0.241831
- 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 0.048366
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 4 5,498,507.
- 5 Multiply line 4 by line 3 5 265,941.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 2,812.
- 7 Add lines 5 and 6 7 268,753.
- 8 Enter qualifying distributions from Part XII, line 4 8 251,852.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <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	5,624.
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			
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	5,624.	
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	5,624.	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,600.	
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	12,600.	
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		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,976.	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► 5,624. Refunded ► 11 1,352.	11		

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	X	
1c	<i>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.</i>		
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ► \$ _____ (2) On foundation managers. ► \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	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? <i>If "Yes," attach a conformed copy of the changes</i>	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? <i>If "Yes," attach the statement required by General Instruction T.</i>		
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: <ul style="list-style-type: none">● 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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► CT		
b	<i>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.</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► NA		
14	The books are in care of ► US TRUST FIDUCIARY TAX SERVICES Telephone no. ► (888) 866-3275 Located at ► P.O. BOX 1802, PROVIDENCE, RI ZIP+4 ► 02901-1802	
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. ► <input type="checkbox"/> 15	
16	Yes	No
16	X	

See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	Yes	No
(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 ► <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?	2a	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>
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

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)?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?*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?

5b

6b

X

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
SEE STATEMENT 11		84,949.		

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

Form 990-PF (2013)

Form 990-PF (2013)

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 ►		

Form 990-PF (2013)


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	5,425,636.
b	Average of monthly cash balances	1b	156,605.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,582,241.
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	5,582,241.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	83,734.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,498,507.
6	Minimum investment return. Enter 5% of line 5	6	274,925.

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	274,925.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,624.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,624.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	269,301.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	269,301.
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	269,301.

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	251,852.
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	251,852.
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	251,852.

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				269,301.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20_____,20_____,20_____,		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	16,316.			
b From 2009	7,867.			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	24,183.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 251,852.				
a Applied to 2012, but not more than line 2a			NONE	
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				251,852.
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).)	17,449.			17,449.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	6,734.			
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			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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	6,734.			
10 Analysis of line 9:				
a Excess from 2009	6,734.			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Form 990-PF (2013)

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(5) 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:

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	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
Name and address (home or business)				
a Paid during the year				
SEE ATTACHED STATEMENT	N/A	SEE ATTACH	SEE ATTACHED STAMTENT	202,700.
Total			► 3a	202,700.
b Approved for future payment				
Total			► 3b	



Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (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	122,350.	
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	312.	
8 Gain or (loss) from sales of assets other than inventory			18	213,897.	
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)				336,559.	
13 Total. Add line 12, columns (b), (d), and (e)				13	336,559.
(See worksheet in line 13 instructions to verify calculations.)					

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

NOT APPLICABLE

Form 990-PF (2013)

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets		
b	Other transactions:	1b(1)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(2)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(3)	X
	(3) Rental of facilities, equipment, or other assets	1b(4)	X
	(4) Reimbursement arrangements	1b(5)	X
	(5) Loans or loan guarantees	1b(6)	X
	(6) Performance of services or membership or fundraising solicitations	1c	X
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. 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.		

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

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.

**Sign
Here**


Signature of officer or trustee

04/09/2014

Date

➤ SVP Tax

Title

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

BANK OF AMERICA

BANK OF AMERICA, N.A.

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►	Firm's EIN ►			
	Firm's address ►	Phone no			

PART XV SUPPLEMENTARY INFORMATION

Posting Date	Amount	Distribution	Relationship to substantial contributor	Purpose	Foundation Status of Recipient
4/16/2013	(3,000.00)	ALMADA LODGE-TIMES FARM CAMP CO	N/A	KIDS SUMMER OVERNIGHT CAMP	PC
4/16/2013	(5,000.00)	AMERICAN SCHOOL FOR THE DEAF	N/A	CAMP ISOLA BELLA	PC
4/16/2013	(5,000.00)	ARTIST COLLECTIVE INC	N/A	RITES OF PASSAGE SUMMER PROG	PC
4/16/2013	(4,000.00)	BANK STREET COLLEGE EDUCATION	N/A	GREEN SUMMER SCHOOL 2013	PC
4/16/2013	(4,000.00)	CAMP AMERIKIDS	N/A	AMERIKIDS SUMMER CAMP 2013	PC
4/16/2013	(4,000.00)	CAMP HAZEN YMCA	N/A	FINANCIAL ASSISTANCE PROGRAM	PC
4/16/2013	(3,000.00)	CAMP VACAMAS ASSOC INC	N/A	CAMPERSHIPS FOR NY CITY YOUTH	PC
4/16/2013	(5,000.00)	CARDINAL SHEEHAN CENTER	N/A	SUMMER DAY CAMP	PC
4/16/2013	(3,000.00)	CENTER F/ ALTERNATIVE SENTENCING	N/A	URESTRICITED GENERAL SUPPORT	PC
4/16/2013	(3,000.00)	CHILD INC	N/A	URESTRICITED GENERAL SUPPORT	PC
4/16/2013	(3,000.00)	ADELBROOK-THE CHILDREN'S HOME OF	N/A	SUMMER DAY & OVERNIGHT CAMP	PC
4/16/2013	(4,000.00)	CITY SLICKERS, INC	N/A	SUMMER CAMP 2013	PC
4/16/2013	(3,500.00)	CONN RIVERS COOUNCIL-BOY SCOUTS	N/A	CAMPERSHIP FOR AT RISK YOUTH	PC
4/16/2013	(3,600.00)	DOUBLE H-HOLE IN THE WOODS RANCH	N/A	CAMPER SPONSORSHIP PROGRAM	PC
4/16/2013	(3,000.00)	FAMILY CENTERS, INC	N/A	HEAD START SUMMER ENRICHMENT PROG	PC
4/16/2013	(3,500.00)	GIRL SCOUTS OF CONN INC	N/A	2013 SUMMER CAMPERSHIP PROG	PC
4/16/2013	(5,000.00)	GODDARD RIVERSIDE COMM CENTER	N/A	SUMMER DAY CAMP 2013	PC
4/16/2013	(5,000.00)	GODDARD RIVERSIDE COMM CENTER	N/A	SUMMER CAMP @BERNIE WOHL CTR	PC
4/16/2013	(5,000.00)	GRAND STREET SETTLEMENT	N/A	SUMMER DAY CAMP 2013	PC
4/16/2013	(3,000.00)	HARTFORD NEIGHBORHOOD CTRS, INC	N/A	CAMP HI HOTI ENRICHMENT CTR	PC
4/16/2013	(3,000.00)	HARTFORD'S CAMP COURANT	N/A	2013 CAMPERSHIP PROGRAM	PC
4/16/2013	(4,000.00)	HELEN KELLER SERVICE F/THE BLIND	N/A	CAMP HELENKELLER /2013	PC
4/16/2013	(4,000.00)	HOLE IN THE WALL GANG FUND, INC	N/A	CAMPERSHIPS IN 2013	PC
4/16/2013	(3,000.00)	INCARNATION CENTER, INC	N/A	SCHOLARSHIP PROGRAM 2013	PC
4/16/2013	(3,000.00)	KIDS IN CRISIS, INC	N/A	SUMMER RECREATION PROGRAM	PC
4/16/2013	(5,000.00)	LENOX HILL NEIGHBORHOOD HOUSE	N/A	SUPPORT REALARTS SUMMER CAMP	PC
4/16/2013	(3,000.00)	NEIGHBORHOOD STUDIO OF FAIRFIELD	N/A	SUPPORT NSFC/ALLEY CAMP	PC
4/16/2013	(4,600.00)	NEW LIFE OF NEW YORK CITY INC	N/A	SUPPORT SUMMER CAMP PROGRAM 2013	PC
4/16/2013	(3,000.00)	OUR TIME THEATRE CO	N/A	URESTRICITED GENERAL SUPPORT	PC
4/16/2013	(4,000.00)	REGIONAL YMCA OF WESTERN CT	N/A	URESTRICITED GENERAL SUPPORT	PC
4/16/2013	(3,000.00)	RIVERFRONT RECAPTURE INC	N/A	URESTRICITED GENERAL SUPPORT	PC
4/16/2013	(3,000.00)	SALVATION ARMY OF GREATER HTFD	N/A	SUMMER DAY CAMP 2013	PC
4/16/2013	(3,000.00)	ST. CHRISTOPHER'S INC	N/A	FLOODWOOD MOUNTAIN HIGH	PC
4/16/2013	(5,000.00)	VENTURE CREW/BOY SCOUT TROOP 729	N/A	SUMMER LEARNING DAY CAMP PROG	PC
4/16/2013	(3,500.00)	YMCA-FLATBUSH	N/A	YMCA CAMP CHASE	PC
4/16/2013	(3,000.00)	YWCA OF NEW BRITAIN INC	N/A	SUMMER CAMP SCHOLARSHIP PROG	PC

PART XV SUPPLEMENTARY INFORMATION

4/16/2013	(8,000.00)	GREENWICH BOYS & GIRLS CLUB ASSOC	N/A
4/16/2013	(8,000.00)	CASITA MARIA INC	N/A
4/16/2013	(9,000.00)	COLONY SOUTH BROOKLYN HOUSES INC	N/A
4/16/2013	(5,000.00)	FRESH AIR FUND	N/A
4/16/2013	(7,500.00)	FRIENDS OF GREEN CHIMNEYS	N/A
4/16/2013	(6,000.00)	POLICE ATHLETIC LEAGUE	N/A
4/16/2013	(6,000.00)	SOCIETY OF THE THIRD ST MUSIC	N/A
4/16/2013	(5,000.00)	SUMMER CAMP INC	N/A
4/16/2013	(4,000.00)	YMCA CAMP MOHAWK	N/A
4/16/2013	(4,000.00)	YWCA OF GREENWICH	N/A
4/16/2013	(2,000.00)	COMMUNITY FARM OF SIMBSURY INC	N/A
TOTAL	(202,700)		

SUMMER CAMP 2013	PC
SMART KIDS SUMMER PROGR	PC
SUMMER DAY CAMP PROG	PC
SUMMER CAMP PROG	PC
2013 SUMMER CAMP SCHOLARSHIPS	PC
SUMMER DAY CAMP AT HARLEM CENTER	PC
SUMMER PROGRAMS TUITION	
ASSISTANCE & SCHOLARSHIPS	PC
CAMPERSHIPS FOR NEW YORK	PC
CAMPERSHIP FUND 2013	PC
URESTRICTED GENERAL SUPPORT	PC
GROWING FARMERS SCHOLARSHIPS	PC

FORM 90PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	1,718.	1,718.
FOREIGN DIVIDENDS	20,874.	20,874.
NONDIVIDEND DISTRIBUTIONS	1,537.	
DOMESTIC DIVIDENDS	28,177.	28,177.
OTHER INTEREST	142.	142.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE)	35,281.	35,281.
NONQUALIFIED FOREIGN DIVIDENDS	2,562.	2,562.
NONQUALIFIED DOMESTIC DIVIDENDS	32,059.	32,059.
TOTAL	122,350.	120,813.

FRY W COTR UW - L P FRY MEM TR

06-6033612

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

NON-TAXABLE FOREIGN INCOME

312.

TOTALS

312.

REVENUE
AND
EXPENSES
PER BOOKS

STATEMENT 2

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

CHARITABLE
PURPOSES

REVENUE

AND

EXPENSES
PER BOOKS

GRANTMAKING FEES - BOA

13,922.

TOTALS

13,922.



FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,760.	1,760.
EXCISE TAX - PRIOR YEAR	9,173.	
EXCISE TAX ESTIMATES	12,600.	
FOREIGN TAXES ON QUALIFIED FOR	702.	
FOREIGN TAXES ON NONQUALIFIED	98.	
TOTALS	24,333.	2,560.



FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
912810EQ7 UNITED STATES TREAS	199,180.	199,180.	256,906.
912828CA6 UNITED STATES TREAS	96,504.	96,504.	100,465.
912828CJ7 UNITED STATES TREAS	201,628.	201,628.	203,390.
912828DV9 UNITED STATES TREAS	219,287.	219,287.	236,970.
TOTALS	716,599.	716,599.	797,731.

EX-3525

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
197199409 COLUMBIA ACORN FUND	141,802.	141,802.	232,494.
19765N245 COLUMBIA DIVIDEND IN	955,000.	955,000.	1,190,827.
19765Y688 COLUMBIA SELECT LARG	925,000.	925,000.	1,259,616.
693390700 PIMCO TOTAL RETURN F	530,000.	530,000.	513,806.
722005667 PIMCO COMMODITY REAL	175,000.	175,000.	126,062.
19763T889 COLUMBIA INCOME OPP	223,885.	223,885.	214,989.
52106N889 LAZARD EMERGING MKTS	150,000.	150,000.	147,862.
197199813 COLUMBIA ACORN INTER	93,777.	93,777.	124,496.
1261291Q8 SMALL CAP CTF	187,491.	221,471.	240,236.
1261292H7 INTERNATIONAL EQUITY	490,873.	562,973.	494,311.
302993993 MID CAP VALUE CTF	160,926.	177,553.	250,254.
992466247 REIT COMMON TRUST FU	103,589.	163,721.	146,874.
922908553 VANGUARD REIT ETF			
TOTALS	4,137,343.	4,320,182.	4,941,827.

FRY W COTR UW - L P FRY MEM TR

06-6033612

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

DESCRIPTION	AMOUNT
CTF ADJ	292.
TYE INCOME ADJ	522.
ROUNDING	1.
TOTAL	815.

FRY W COTR UW - L P FRY MEM TR
Schedule D Detail of Short-term Capital Gains and Losses

06-6033612

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
9868.11 REIT COMMON TRUST FUND	09/14/2012	04/05/2013	109,553.00	109,691.00	-138.00
TOTAL OTHER GAINS AND LOSSES			109,553.00	109,691.00	-138.00
Totals			109,553.00	109,691.00	-138.00

JSA
360971 1000

FK3163 L775 04/09/2014 14:40:04

STATEMENT 9
26

FRY W COTR UW - L P FRY MEM TR

06-6033612

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	24,928.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)	24,928.00
=====	

=====

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

COMMON TRUST FUNDS	100,679.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)	100,679.00
=====	

06-6033612

FRY W COTR UW - L P FRY MEM TR

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

777 MAIN STREET
HARTFORD, CT 06115

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 21,747.

COMPENSATION EXPLANATION:

SEE FOOTNOTE

OFFICER NAME:

VIRGINIA FRY

ADDRESS:

521 WARREN AVENUE
HAWTHORNE, NY 10532

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 31,601.

OFFICER NAME:

WILLIAM PETERSON

ADDRESS:

644 LAKE AVENUE
GREENWICH, CT 06830

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 31,601.

TOTAL COMPENSATION:

84,949.

=====

FRY W COTR UW - L P FRY MEM TR

06-6033612

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.

STATEMENT 12