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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

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.**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation YAWKEY FOUNDATION		A Employer identification number 13-2890749
Number and street (or P O box number if mail is not delivered to street address) 990 WASHINGTON STREET	Room/suite 315	B Telephone number (see instructions) (781) 329-7470
City or town, state or province, country, and ZIP or foreign postal code DEDHAM, MA 02026		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Final return ☐ Address change ☐	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 66,027,487.	J Accounting method ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	746.	746.		ATCH 1
	4 Dividends and interest from securities	1,523,843.	1,523,843.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	4,256,677.			
	b Gross sales price for all assets on line 6a	21,067,299.			
	7 Capital gain net income (from Part IV, line 2)		4,256,677.		
	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) ATCH 3	17,449.	17,449.			
12 Total. Add lines 1 through 11	5,798,715.	5,798,715.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	14,068.	6,989.		7,079.
	b Accounting fees (attach schedule) ATCH 5	97,105.	48,242.		48,863.
	c Other professional fees (attach schedule)	278,051.	278,051.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 7	147,336.	37,336.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,674.	1,806.		5,862.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	484,881.	238,294.		246,587.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,029,115.	610,718.		308,391.
	25 Contributions, gifts, grants paid	2,696,497.			2,696,497.
26 Total expenses and disbursements. Add lines 24 and 25	3,725,612.	610,718.	0	3,004,888.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	2,073,103.				
b Net investment income (if negative, enter -0-)		5,187,997.			
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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*ATCH 6

Form 990-PF (2013)

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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	70,446.	44,101.	44,101.	
	2	Savings and temporary cash investments	2,699,747.	1,975,785.	1,975,785.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges	1,156.	1,648.	1,648.	
	10 a	Investments - U.S. and state government obligations (attach schedule), *	864,723.	1,632,905.	1,632,905.	
	b	Investments - corporate stock (attach schedule) ATCH 10	48,242,371.	53,833,570.	53,833,570.	
	c	Investments - corporate bonds (attach schedule) ATCH 11	2,070,661.	1,154,554.	1,154,554.	
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule) ATCH 12	5,955,421.	5,674,504.	5,674,504.	
14		Land, buildings, and equipment basis ▶ ATCH 20 1,710,420.				
		Less: accumulated depreciation (attach schedule) ▶	1,604,051.	1,710,420.	1,710,420.	
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	61,508,576.	66,027,487.	66,027,487.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. ☒ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	51,508,576.	56,027,487.		
	25	Temporarily restricted	10,000,000.	10,000,000.		
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ☐ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	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)	61,508,576.	66,027,487.		
	31	Total liabilities and net assets/fund balances (see instructions)	61,508,576.	66,027,487.		

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	61,508,576.
2	Enter amount from Part I, line 27a	2	2,073,103.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	2,726,725.
4	Add lines 1, 2, and 3	4	66,308,404.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	280,917.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,027,487.

**ATCH 9

Form 990-PF (2013)

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 SEE PART IV SCHEDULE					
b					
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					
b					
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					
b					
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	4,256,677.	
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	0	

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	2,735,675.	57,153,083.	0.047866
2011	3,015,628.	56,384,602.	0.053483
2010	2,865,267.	53,335,469.	0.053722
2009	2,625,943.	46,770,454.	0.056145
2008	3,140,206.	58,884,179.	0.053329
2 Total of line 1, column (d)			2 0.264545
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 0.052909
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 61,035,703.
5 Multiply line 4 by line 3			5 3,229,338.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 51,880.
7 Add lines 5 and 6			7 3,281,218.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 3,004,888.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	103,760.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	103,760.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	103,760.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	136,897.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	136,897.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	33,137.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax ☐ 33,137. Refunded ☐ ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 ☐ \$ _____ (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? 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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MASSACHUSETTS AND NEW YORK		
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

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 WWW.YAWKEYFOUNDATIONS.ORG				
14	The books are in care of WILLIAM B. GUTFARB Telephone no 781-329-7470			
Located at 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA ZIP+4 02026-6719				
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
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.

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

5b

X

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 ☒ Nob 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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

7b

N/A

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
ATCH 15		0	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

Total number of other employees paid over \$50,000 ☐

0

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
ATCH 16		676,514.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 YAWKEY WILDLIFE CENTER TOURS ARE PROVIDED FREE OF CHARGE TO EDUCATE THE PUBLIC ABOUT CONSERVATION ACTIV, WILDLIFE HABITAT & EDUC AND RESEARCH PGMS CONDUCTED ON THE ISLANDS.	5,225.
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	61,834,132.
b	Average of monthly cash balances	1b	131,049.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	61,965,181.
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	
3	Subtract line 2 from line 1d	3	61,965,181.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	929,478.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	61,035,703.
6	Minimum investment return. Enter 5% of line 5	6	3,051,785.

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	3,051,785.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	103,760.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	103,760.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,948,025.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,948,025.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	2,948,025.

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	3,004,888.
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,004,888.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,004,888.

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				2,948,025.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 <u>11</u> , 20 <u>10</u> , 20 <u>09</u>				
3 Excess distributions carryover, if any, to 2013				
a From 2008 165,811.				
b From 2009 299,459.				
c From 2010 256,966.				
d From 2011 210,893.				
e From 2012				
f Total of lines 3a through e	933,129.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>3,004,888.</u>				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				2,948,025.
e Remaining amount distributed out of corpus	56,863.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	989,992.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
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				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	165,811.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	824,181.			
10 Analysis of line 9				
a Excess from 2009 299,459.				
b Excess from 2010 256,966.				
c Excess from 2011 210,893.				
d Excess from 2012				
e Excess from 2013 56,863.				

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)

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

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets . . .

(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . .

b "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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))

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**

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 ATTACHMENT 19		PC	ATTACHMENT 19	2,696,497.
Total ▶ 3a				2,696,497.
b Approved for future payment ATCH 17				
Total ▶ 3b				295,300.

Form 990-PF (2013)

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				14	746.	
4 Dividends and interest from securities				14	1,523,843.	
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						
8 Gain or (loss) from sales of assets other than inventory				18	4,256,677.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 18 _____					17,449.	
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)					5,798,715.	
13 Total. Add line 12, columns (b), (d), and (e)					13	5,798,715.

(See worksheet in line 13 instructions to verify calculations)

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

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

- | | | Yes | No |
|---|---|-------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions. | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

Date 6/4/14

► President
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
Larry J. Abowitz

Prepared's signature

US LIP

Date 6/3/14

Check ☐ if self-employed	PTIN P00096798
--	-------------------

Firm's name	▶ ERNST & YOUNG US LLP
Firm's address	▶ 99 WOOD AVENUE SOUTH ISELIN, NJ

08830

Firm's EIN	▶ 34-656596
Phone no	732-516-42

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
TEMPORARY CASH INVESTMENTS INTEREST	746.	746.
TOTAL	<u>746.</u>	<u>746.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	1,416,424.	1,416,424.
INTEREST INCOME	107,419.	107,419.
TOTAL	<u>1,523,843.</u>	<u>1,523,843.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SECURITIES LITIGATION SETTLEMENT INCOME	17,449.	17,449.
TOTALS	<u>17,449.</u>	<u>17,449.</u>

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
BINGHAM MCCUTCHEM LLP	7,063.	3,509.		3,554.
PATTERSON, BELKNAP, WEBB	6,505.	3,232.		3,273.
WOMBLE CARLYLE SANDRIDGE	500.	248.		252.
TOTALS	<u>14,068.</u>	<u>6,989.</u>		<u>7,079.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ERNST & YOUNG LLP	33,105.	16,447.		16,658.
THOMSON REUTERS	64,000.	31,795.		32,205.
TOTALS	<u>97,105.</u>	<u>48,242.</u>		<u>48,863.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
STATE STREET - INV CUSTODIAL	101,254.	101,254.
COLUMBIA MANAGEMENT	50,988.	50,988.
EII CAPITAL MANAGEMENT	47,212.	47,212.
CAMBRIDGE ASSOCIATES LLC	34,750.	34,750.
RUTABAGA CAPITAL MANAGEMENT	32,631.	32,631.
MORGAN STANLEY SMITH BARNEY	11,216.	11,216.
TOTALS	<u>278,051.</u>	<u>278,051.</u>

ATTACHMENT 7

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FEDERAL EXCISE TAXES	110,000.	
FOREIGN TAXES	37,336.	37,336.
TOTALS	<u>147,336.</u>	<u>37,336.</u>

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
BTMC MANAGEMENT SERVICES	460,272.	228,663.	231,609.
DIRECTORS & OFFICERS INSURANCE	15,191.	7,547.	7,644.
YAWKEY WILDLIFE CENTER TOURS	5,225.		5,225.
FILING FEES	2,000.	994.	1,006.
POSTAGE AND SHIPPING	456.	227.	229.
BANK FEES	1,065.	529.	536.
MEETINGS EXPENSES	496.	246.	250.
OFFICE SUPPLIES	96.	48.	48.
TELEPHONE	80.	40.	40.
TOTALS	<u>484,881.</u>	<u>238,294.</u>	<u>246,587.</u>

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 9</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
US GOV'T OBLIGATIONS-ATCH 9A	1,632,905.	1,632,905.
US OBLIGATIONS TOTAL	<u>1,632,905.</u>	<u>1,632,905.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
76,000.00	FANNIE MAE	2.75% 13 Mar 2014	\$ 76,392
71,000.00	FANNIE MAE	5.25% 15 Sep 2016	79,656
160,418.88	FED HM LN PC POOL G08538	3.5% 01 Jul 2043	159,352
43,660.91	FNMA POOL 745418	5.5% 01 Apr 2036	47,996
77,062.94	FNMA POOL 890551	4.5% 01 Aug 2041	81,675
117,720.10	FNMA POOL AE0218	4.5% 01 Aug 2040	124,709
360.78	FNMA POOL AI1888	4.5% 01 May 2041	382
137,096.25	FNMA POOL AL3915	4% 01 Feb 2042	141,213
131,759.41	FNMA POOL AL4041	2 5% 01 Dec 2022	134,518
132,915.05	FNMA POOL AP7539	3% 01 Sep 2027	135,801
69,000.00	FREDDIE MAC	2.875% 09 Feb 2015	71,018
115,000.00	FREDDIE MAC	3.75% 27 Mar 2019	125,347
92,000.00	US TREASURY N/B	1% 15 Aug 2022	83,584
96,000.00	US TREASURY N/B	2.125% 31 May 2015	98,554
27,000.00	US TREASURY N/B	2.375% 31 May 2018	28,027
73,000.00	US TREASURY N/B	3.125% 15 May 2021	76,097
67,000.00	US TREASURY N/B	3.25% 31 Jul 2016	71,549
65,000.00	US TREASURY N/B	4.25% 15 May 2039	69,317
25,000.00	US TREASURY N/B	4.5% 15 May 2038	27,719
	Total US Government Obligations		\$ 1,632,905

ATTACHMENT 10FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE STOCK-ATTACHMENT 10A	48,242,371.	53,833,570.	53,833,570.
TOTALS	<u>48,242,371.</u>	<u>53,833,570.</u>	<u>53,833,570.</u>

<u>Shares / Par</u> <u>Value</u>	<u>Security Name</u>	<u>Security Description</u>	<u>Fair Market</u> <u>Value</u>
5,680.00	ABBOTT LABORATORIES	COMMON STOCK NPV	\$ 217,714
8,480.00	ABBVIE INC	COMMON STOCK USD.01	447,829
4,000.00	ACCENTURE PLC CL A	COMMON STOCK USD.0000225	328,880
14,800.00	ACCO BRANDS CORP	COMMON STOCK USD.01	99,456
1,765.00	ACE LTD	COMMON STOCK	182,730
6,390.00	ALTRIA GROUP INC	COMMON STOCK USD.333	245,312
1,900.00	AMERICAN ELECTRIC POWER	COMMON STOCK USD6.5	88,806
3,405.00	AMERICAN EXPRESS CO	COMMON STOCK USD.2	308,936
3,400.00	AMERISAFE INC	COMMON STOCK USD.01	143,616
3,625.00	AMGEN INC	COMMON STOCK USD.0001	413,830
1,960.00	ASHFORD HOSPITALITY PRIME IN	REIT USD.01	35,672
9,800.00	ASHFORD HOSPITALITY TRUST	REIT USD.01	81,144
5,800.00	AT+T INC	COMMON STOCK USD1.	203,928
2,910.00	AUTOMATIC DATA PROCESSING	COMMON STOCK USD.1	235,157
735.00	AVALONBAY COMMUNITIES INC	REIT USD.01	86,899
900.00	BLACKROCK INC	COMMON STOCK USD.01	284,823
2,975.00	BOEING CO/THE	COMMON STOCK USD5.	406,058
6,700.00	BRIGGS + STRATTON	COMMON STOCK USD.01	145,792
8,000.00	BRISTOL MYERS SQUIBB CO	COMMON STOCK USD.1	425,200
1,500.00	BRUNSWICK CORP	COMMON STOCK USD.75	69,090
6,900.00	CENTRAL GARDEN + PET CO	COMMON STOCK USD.01	47,403
11,000.00	CENTRAL GARDEN AND PET CO A	COMMON STOCK USD.01	74,250
3,795.00	CHEVRON CORP	COMMON STOCK USD.75	474,033
1,255.00	CHUBB CORP	COMMON STOCK USD1.	121,271
12,525.00	CISCO SYSTEMS INC	COMMON STOCK USD.001	281,186
2,230.00	CME GROUP INC	COMMON STOCK USD.01	174,966
3,800.00	CMS ENERGY CORP	COMMON STOCK USD.01	101,726
4,260.00	COCA COLA CO/THE	COMMON STOCK USD.25	175,981
2,950.00	COMCAST CORP CLASS A	COMMON STOCK USD1.	153,297
3,505.00	CONOCOPHILLIPS	COMMON STOCK USD.01	247,628
1,635.00	CVS CAREMARK CORP	COMMON STOCK USD.01	117,017
1,700.00	DOMINION RESOURCES INC/VA	COMMON STOCK NPV	109,973
8,400.00	DOUGLAS DYNAMICS INC	COMMON STOCK USD.01	141,288
2,510.00	DOVER CORP	COMMON STOCK USD1.	242,315
3,500.00	DU PONT (E.I.) DE NEMOURS	COMMON STOCK USD.3	227,395
1,375.00	DUKE ENERGY CORP	COMMON STOCK USD.001	94,889
11,600.00	EMC CORP/MA	COMMON STOCK USD.01	291,740
2,365.00	EMERSON ELECTRIC CO	COMMON STOCK USD.5	165,976
1,700.00	ENSCO PLC CL A	COMMON STOCK USD.1	97,206
5,200.00	EXXON MOBIL CORP	COMMON STOCK NPV	526,240
7,000.00	FIFTH THIRD BANCORP	COMMON STOCK NPV	147,210
3,030.00	GENERAL MILLS INC	COMMON STOCK USD.1	151,227
7,900.00	GLOBE SPECIALTY METALS INC	COMMON STOCK USD.0001	142,279
14,900.00	GRAFTECH INTERNATIONAL LTD	COMMON STOCK USD.01	167,327
6,700.00	GREAT LAKES DREDGE + DOCK CO	COMMON STOCK USD.0001	61,640
5,300.00	HARSCO CORP	COMMON STOCK USD1.25	148,559
13,800.00	HEADWATERS INC	COMMON STOCK USD.001	135,102
5,160.00	HOME DEPOT INC	COMMON STOCK USD.05	424,874
3,600.00	HONEYWELL INTERNATIONAL INC	COMMON STOCK USD1.	328,932
1,350.00	ILLINOIS TOOL WORKS	COMMON STOCK USD.01	113,508

<u>Shares / Par</u> <u>Value</u>	<u>Security Name</u>	<u>Security Description</u>	<u>Fair Market</u> <u>Value</u>
11,450.00	INTEL CORP	COMMON STOCK USD.001	297,242
1,710.00	INTL BUSINESS MACHINES CORP	COMMON STOCK USD.2	320,745
3,800.00	INTL SPEEDWAY CORP CL A	COMMON STOCK USD.01	134,862
5,300.00	INVACARE CORP	COMMON STOCK USD.25	123,013
5,500.00	JOHN BEAN TECHNOLOGIES CORP	COMMON STOCK USD.01	161,315
5,675.00	JOHNSON + JOHNSON	COMMON STOCK USD1.	519,773
9,379.00	JPMORGAN CHASE + CO	COMMON STOCK USD1.	548,484
2,295.00	KIMBERLY CLARK CORP	COMMON STOCK USD1.25	239,736
3,275.00	KLA TENCOR CORPORATION	COMMON STOCK USD.001	211,107
6,800.00	KRATON PERFORMANCE POLYMERS	COMMON STOCK USD.01	156,740
8,500.00	LAYNE CHRISTENSEN COMPANY	COMMON STOCK USD.01	145,180
1,725.00	LYONDELLBASELL INDU CL A	COMMON STOCK	138,483
4,180.00	MACY S INC	COMMON STOCK USD.01	223,212
11,800.00	MAIDEN HOLDINGS LTD	COMMON STOCK USD 01	128,974
5,350.00	MARSH + MCLENNAN COS	COMMON STOCK USD1.	258,726
2,960.00	MATTEL INC	COMMON STOCK USD1.	140,837
3,835.00	MCDONALD S CORP	COMMON STOCK USD.01	372,110
13,440.00	MERCK + CO. INC.	COMMON STOCK USD.5	672,672
1,980.00	METLIFE INC	COMMON STOCK USD.01	106,762
13,250.00	MICROSOFT CORP	COMMON STOCK USD.00000625	495,948
9,800.00	MODINE MANUFACTURING CO	COMMON STOCK USD.625	125,636
16,500.00	MUELLER WATER PRODUCTS INC A	COMMON STOCK USD.01	154,605
3,700.00	NATIONAL INTERSTATE CORP	COMMON STOCK USD.01	85,100
301,503.88	NATIXIS LOOMIS SAYLES CORE PLU	NATIXIS LOOMIS SAY C/P BND Y	3,874,325
4,000.00	NCI BUILDING SYSTEMS INC	COMMON STOCK USD.01	70,160
1,025.00	NEXTERA ENERGY INC	COMMON STOCK USD.01	87,761
2,430.00	NORTHEAST UTILITIES	COMMON STOCK USD5.	103,008
2,365.00	NORTHERN TRUST CORP	COMMON STOCK USD1.667	146,370
1,150.00	OCCIDENTAL PETROLEUM CORP	COMMON STOCK USD.2	109,365
1,450.00	PARKER HANNIFIN CORP	COMMON STOCK USD.5	186,528
2,535.00	PEOPLE S UNITED FINANCIAL	COMMON STOCK USD.01	38,329
19,585.00	PFIZER INC	COMMON STOCK USD.05	599,889
6,245.00	PHILIP MORRIS INTERNATIONAL	COMMON STOCK NPV	544,127
2,335.00	PHILLIPS 66	COMMON STOCK	180,099
2,485.00	PNC FINANCIAL SERVICES GROUP	COMMON STOCK USD5	192,786
3,925.00	PROCTER + GAMBLE CO/THE	COMMON STOCK	319,534
615.00	PUBLIC STORAGE	REIT USD.1	92,570
3,630.00	RAYTHEON COMPANY	COMMON STOCK USD.01	329,241
7,000.00	REGIS CORP	COMMON STOCK USD.05	101,570
3,025.00	ROYAL DUTCH SHELL PLC ADR	ADR	215,592
7,900.00	SCHAWK INC	COMMON STOCK USD.008	117,473
2,240.00	SCHLUMBERGER LTD	COMMON STOCK USD.01	201,846
5,000.00	SCHNITZER STEEL INDS INC A	COMMON STOCK USD1.	163,350
1,140.00	SEMPRA ENERGY	COMMON STOCK NPV	102,326
1,600.00	SHERWIN WILLIAMS CO/THE	COMMON STOCK USD1.	293,600
555.00	SIMON PROPERTY GROUP INC	REIT USD 0001	84,449
2,275.00	SONOCO PRODUCTS CO	COMMON STOCK NPV	94,913
2,460.00	SPDR S+P 500 ETF TRUST	SPDR S+P 500 ETF TRUST	454,288
1,850.00	T ROWE PRICE GROUP INC	COMMON STOCK USD.2	154,975
3,975.00	TEXAS INSTRUMENTS INC	COMMON STOCK USD1.	174,542

<u>Shares / Par</u> <u>Value</u>	<u>Security Name</u>	<u>Security Description</u>	<u>Fair Market</u> <u>Value</u>
2,300.00	THOR INDUSTRIES INC	COMMON STOCK USD.1	127,029
5,395.00	TIME WARNER INC	COMMON STOCK USD.01	376,139
2,835.00	TJX COMPANIES INC	COMMON STOCK USD1	180,675
2,400.00	UNITED PARCEL SERVICE CL B	COMMON STOCK USD.01	252,192
1,130.00	UNITED TECHNOLOGIES CORP	COMMON STOCK USD1.	128,594
9,465.00	UNUM GROUP	COMMON STOCK USD.1	332,032
7,830.00	US BANCORP	COMMON STOCK USD.01	316,332
488,249.20	VANGUARD DEVELOPED MARKETS IND	VANGUARD DEV MKT INDX INST	5,600,218
181,190.25	VANGUARD EMERGING MARKETS STOC	VANGUARD EM MKT STK INDX INS	4,678,332
213,140.20	VANGUARD GROWTH INDEX FUND	VANGUARD GROWTH INDEX FD INS	10,203,021
11,200.00	VERIZON COMMUNICATIONS INC	COMMON STOCK USD.1	550,368
2,180.00	VF CORP	COMMON STOCK NPV	135,901
5,200.00	VIAD CORP	COMMON STOCK USD1 5	144,456
5,700.00	VODAFONE GROUP PLC SP ADR	ADR	224,067
2,580.00	WAL MART STORES INC	COMMON STOCK USD.1	203,020
3,370.00	WASTE MANAGEMENT INC	COMMON STOCK USD.01	151,212
10,270.00	WELLS FARGO + CO	COMMON STOCK USD1.666	466,258
3,000.00	WERNER ENTERPRISES INC	COMMON STOCK USD.01	74,190
1,400.00	WEST PHARMACEUTICAL SERVICES	COMMON STOCK USD.25	68,684
2,465.00	WISCONSIN ENERGY CORP	COMMON STOCK USD.01	101,903
	Total Domestic Stocks		49,246,210
6,700.00	AEON MALL CO LTD	COMMON STOCK	188,114
41,000.00	ASCENDAS REAL ESTATE INV TRT	REIT NPV	71,440
48,400.00	CAPITALAND LTD	COMMON STOCK NPV	116,151
67,000.00	CENTRAL PATTANA PUB CO FOREI	FOREIGN SH. THB.5 A	83,597
51,319.00	CFS RETAIL PROPERTY TRUST GR	REIT NPV	89,300
54,544.00	CHINA OVERSEAS LAND + INVEST	COMMON STOCK HKD.1	153,353
58,000.00	CHINA RESOURCES LAND LTD	COMMON STOCK HKD.1	143,770
14,500.00	CITY DEVELOPMENTS LTD	COMMON STOCK NPV	110,249
12,000.00	DAIWA HOUSE INDUSTRY CO LTD	COMMON STOCK	232,339
36,460.00	GPT GROUP	REIT NPV	110,904
78,000.00	GUANGZHOU R+F PROPERTIES H	COMMON STOCK CNY.25	114,076
45,900.00	HANG LUNG PROPERTIES LTD	COMMON STOCK HKD1.	145,033
22,000.00	HONGKONG LAND HOLDINGS LTD	COMMON STOCK USD.1	129,800
36,976.00	HYSAN DEVELOPMENT CO	COMMON STOCK HKD5.	159,278
725.00	HYUNDAI DEPT STORE CO	COMMON STOCK KRW5000.	110,603
33,057.00	KEPPEL LAND LTD	COMMON STOCK NPV	87,447
47,762.00	KERRY PROPERTIES LTD	COMMON STOCK HKD1.	165,700
67,400.00	LIFESTYLE INTL HLDGS LTD	COMMON STOCK HKD.005	124,825
3,370.00	LIFESTYLE PROPERTIES DEVELOP	COMMON STOCK HKD..1	695
60,000.00	MIRVAC GROUP	REIT NPV	90,181
13,500.00	MITSUBISHI ESTATE CO LTD	COMMON STOCK	403,953
12,000.00	MITSU FUDOSAN CO LTD	COMMON STOCK	432,139
6,100.00	NOMURA REAL ESTATE HOLDINGS	COMMON STOCK	137,432
165,000.00	ROBINSONS LAND CO	COMMON STOCK PHP1.	74,205
64,616.00	SHANGRI LA ASIA LTD	COMMON STOCK HKD1.	126,003
66,000.00	SP SETIA BHD	COMMON STOCK MYR.75	60,650

<u>Shares / Par</u> <u>Value</u>	<u>Security Name</u>	<u>Security Description</u>	<u>Fair Market</u> <u>Value</u>
39,240.00	STOCKLAND	REIT NPV	126,733
7,000.00	SUMITOMO REALTY + DEVELOPMEN	COMMON STOCK	348,318
12,000.00	SUN HUNG KAI PROPERTIES	COMMON STOCK HKD.5	152,210
105,000.00	SUPALAI PUBLIC CO LTD FOR	FOREIGN SH. THB1.0 A	46,652
9,000.00	TOKYU FUDOSAN HOLDINGS CORP	COMMON STOCK	84,772
39,000.00	WESTFIELD RETAIL TRUST	REIT	103,627
41,000.00	WING TAI HOLDINGS LTD	COMMON STOCK NPV	63,809
	Total Foreign Stocks		4,587,360
	Total Equity-based securities		\$ 53,833,570

ATTACHMENT 11FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS-ATTACHMENT 11A	2,070,661.	1,154,554.	1,154,554.
TOTALS	<u>2,070,661.</u>	<u>1,154,554.</u>	<u>1,154,554.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
43,000.00	AMERICAN EXPRESS CREDIT	2.125% 27 Jul 2018	\$ 43,072
47,000.00	APPLE INC	2.4% 03 May 2023	42,263
64,000.00	BANK OF AMERICA CORP	6.4% 28 Aug 2017	73,786
43,000.00	BERKSHIRE HATHAWAY INC	1.9% 31 Jan 2017	43,990
58,000.00	COMCAST CORP	5.9% 15 Mar 2016	64,055
55,000.00	CONOCOPHILLIPS	4.6% 15 Jan 2015	57,331
53,000.00	CSX CORP	4.25% 01 Jun 2021	55,342
29,000.00	CVS CAREMARK CORP	2.75% 01 Dec 2022	26,766
63,000.00	ENTERPRISE PRODUCTS OPER	5.2% 01 Sep 2020	70,080
46,000.00	GENERAL ELEC CAP CORP	6.75% 15 Mar 2032	56,962
67,000.00	JPMORGAN CHASE + CO	5.4% 06 Jan 2042	72,130
25,000.00	ORACLE CORP	5% 08 Jul 2019	28,302
58,000.00	PLAINS ALL AMER PIPELINE	3.85% 15 Oct 2023	56,579
59,000.00	PNC FUNDING CORP	2.7% 19 Sep 2016	61,541
64,000.00	TARGET CORP	4% 01 Jul 2042	55,514
69,000.00	TIME WARNER CABLE INC	7.5% 01 Apr 2014	70,146
61,000.00	TIME WARNER INC	6.5% 15 Nov 2036	68,923
41,000.00	UNITED TECHNOLOGIES CORP	4.875% 01 May 2015	43,329
29,000.00	UNITEDHEALTH GROUP INC	1.625% 15 Mar 2019	27,926
55,000.00	US BANCORP	4.125% 24 May 2021	58,451
76,000.00	WACHOVIA CORP	5.25% 01 Aug 2014	78,066
	Total Corporate Bonds		\$ 1,154,554

ATTACHMENT 12FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ALTERNATIVE INVSTMNTS-ATCH 12A	5,955,421.	5,674,504.	5,674,504.
TOTALS	<u>5,955,421.</u>	<u>5,674,504.</u>	<u>5,674,504.</u>

Shares / Par Value	Security Name	Security Description	Fair Market Value
4,000,000	CONVEXITY US 3 MONTH TREASURY	Hedge Fund	\$ 5,674,504

ATTACHMENT 13FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
UNREALIZED GAIN ON INVESTMENTS	2,726,725.
TOTAL	<u>2,726,725.</u>

ATTACHMENT 14FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
NET CHANGE IN VALUE OF ALT INVESTMENTS	280,917.
TOTAL	<u>280,917.</u>

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
15178327.		PUBLICLY HELD SECURITIES PROPERTY TYPE: SECURITIES 12809162.				2,369,165.	
5,888,972.		CONVEXITY CLASS SHARE CONVERSION PROPERTY TYPE: SECURITIES 4,000,000.				1,888,972.	
		FOREIGN CURRENCY PROPERTY TYPE: OTHER 1,460.				-1,460.	
TOTAL GAIN (LOSS)						<u>4,256,677.</u>	

YAWKEY FOUNDATION

13-2890749

FORM 990-PF, PART VIII, Line 1 - OFFICERS, DIRECTORS, TRUSTEES ..

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefits plans and deferred compensation	Expense account, other allowances
John L. Harrington 990 Washington Street Dedham, MA 02026	Board Chair / Trustee 5 Hrs	NONE	NONE	NONE
James P. Healey 990 Washington Street Dedham, MA 02026	President 15 Hrs	* NONE	* NONE	NONE
William B. Guffarb 990 Washington Street Dedham, MA 02026	Exec V.P. / Treasurer / Trustee 15 Hrs	* NONE	* NONE	NONE
Maureen H. Bleday 990 Washington Street Dedham, MA 02026	Exec. V.P. / Secretary 15 Hrs	* NONE	* NONE	NONE
Justin P. Morreale 990 Washington Street Dedham, MA 02026	Trustee - Designate 5 Hrs	NONE	NONE	NONE
	Grand Totals	NONE	NONE	NONE

* Individuals identified above are paid for services through a management contract with BTMC - See Attachment 21

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BOSTON TRUST MANAGEMENT CORPORATION 990 WASHINGTON STREET - SUITE 315 DEDHAM, MA 02026 OVERALL MANAGEMENT, INCLUDING GRANT MAKING, FISCAL, ETC.	SEE BELOW	460,272.
STATE STREET GLOBAL SERVICES 1200 CROWN COLONY DRIVE QUINCY, MA 02169	INV CUSTODIAL SVCS	101,254.
THOMSON REUTERS 3 TIMES SQUARE NEW YORK, NY 10036	ACCOUNTING SERVICES	64,000.
COLUMBIA MANAGEMENT 225 FRANKLIN STREET BOSTON, MA 02110	PORTFOLIO MGR SVCS	50,988.
TOTAL COMPENSATION		<u>676,514.</u>

YAWKEY FOUNDATION

13-2890749

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

ATTACHMENT 17A

PC

ATTACHMENT 17A

295,300

TOTAL CONTRIBUTIONS APPROVED

295,300

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ATTACHMENT 17

Part XV, Line 3b Grants and Contributions Approved for Future Payment

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Foundation Status of Recipient	Amount
Clemson University	PO Box 340140 Clemson, SC 29634	None/ Public Charity	Support for research program in coastal ecology	170(b)(1)(A)(iv)	PC	\$ 245,300
The Boston Home	2049 Dorchester Avenue Boston, MA 02124	None/Public Charity	Renovation project at facility offering specialized care to individuals with Multiple Sclerosis	509(a)(2)	PC	50,000

Total

\$ 295,300

YAWKEY FOUNDATION

13-2890749

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

<u>DESCRIPTION</u>	<u>BUSINESS</u>		<u>EXCLUSION</u>		<u>RELATED OR EXEMPT</u>	
	<u>CODE</u>	<u>AMOUNT</u>	<u>CODE</u>	<u>AMOUNT</u>	<u>FUNCTION</u>	<u>INCOME</u>
SECURITIES LITIGATION SETTLEMENT INCOME			01	17,449.		
TOTALS				<u>17,449.</u>		

Form 990-PF

Part XV, Line 3a Grants and Contributions Paid During the Year

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Foundation Status of Recipient	Amount
Allen-Chase Foundation	271 Pine Nook Road Deerfield, MA 01342-0701	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	PC	\$ 50,000
Archdiocese of Boston	66 Brooks Drive Braintree, MA 02184	None/Public Charity	Health and human service programs	Group	PC	10,000
Association of Small Foundations	1720 N Street, NW Washington, DC 20036	None/Public Charity	National grantmakers organization	509(a)(2)	PC	5,000
Bentley University	175 Forest Street Waltham, MA 02452	None/Public Charity	College preparatory program for disadvantaged students	170(b)(1)(A)(ii)	PC	25,000
Bethel Institute for Social Justice	40 Walk Hill Street Jamaica Plain, MA 02130	None/SO-DP	Support for social service programs	509(a)(3) type 1	SO-I	25,000
Boy Scouts of America - Coastal Carolina Council	1025 Sam Rittenberg Boulevard Charleston, SC 29407	None/Public Charity	Scouting program	170(b)(1)(A)(vi)	PC	10,000
Boys and Girls Club of Greater New Bedford, Inc	166 Jenney Street New Bedford, MA 02741	None/Public Charity	Summer camp program for disadvantaged children	170(b)(1)(a)(vi)	PC	25,000
Catholic Charities Archdiocese of Boston	51 Sleeper Street, 1st Floor Boston, MA 02110	None/Public Charity	Human service programs	Group	PC	30,000
Catholic Charities Diocese of Fall River	47 Underwood Street Fall River, MA 02722	None/Public Charity	Human service programs	Group	PC	5,000
Catholic Foreign Mission Society of America, Inc	PO Box 302 Maryknoll, NY 10545	None/Public Charity	Human service programs	Group	PC	5,000
Colby College	4120 Mayflower Hill Waterville, ME 04901	None/Public Charity	Support for art museum operations	170(b)(1)(A)(ii)	PC	10,000
Dana-Farber Cancer Institute, Inc	450 Brookline Avenue Boston, MA 02115	None/Public Charity	Cancer research	170(b)(1)(A)(vi)	PC	100,000
Ducks Unlimited	3294 Ashley Phosphate Road N Charleston, SC 29418	None/Public Charity	Support for conservation project	170(b)(1)(A)(vi)	PC	10,000
Emmanuel College	400 The Fenway Boston, MA 02115-9911	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	PC	5,000
Friends of Acadia	PO Box 45 43 Cottage Street Bar Harbor, ME 04609	None/Public Charity	Installation of environmentally friendly lighting project at Acadia National Park	170(b)(1)(A)(vi)	PC	25,000
Friendship Place, Inc	PO Box 282 Georgetown, SC 29440	None/Public Charity	Food and support services for disadvantaged residents of Georgetown	170(b)(1)(A)(vi)	PC	37,500

Form 990-PF

Part XV, Line 3a Grants and Contributions Paid During the Year

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Foundation Status of Recipient	Amount
Georgetown County Historical Society	632 Prince Street Georgetown, SC 29440	None/Public Charity	Georgetown County historical education program	509(a)(2)	PC	25,000
Grants Managers Network	1101 14th Street, NW Suite 420 Washington, DC 20005	None/Public Charity	National grantmakers organization	170(b)(1)(A)(vi)	PC	2,000
Healthy Learners	2749 Laurel Street Columbia, SC 29204	None/SO-I	Health care services for disadvantaged children from Georgetown	509(a)(3) type 1	SO-I	25,000
Helping Hands of Georgetown, Inc	1813 Highmarket Street Georgetown, SC 29440	None/Public Charity	Food and support services for disadvantaged residents of Georgetown	170(b)(1)(A)(vi)	PC	37,500
Horry-Georgetown Technical College Foundation, Inc	P O. Box 261966 Conway, SC 29528-6066	None/Public Charity	Allied healthcare scholarship program for disadvantaged students from Georgetown, support for wildlife program, and support for internship program	170(b)(1)(A)(iv)	PC	291,200
Jordan Hospital, Inc	36 Cordage Park Circle Plymouth, MA 02360	None/Public Charity	Quality of life and comfort programs for critically ill children	170(b)(1)(A)(iii)	PC	25,000
Kripalu Center for Yoga and Health	PO Box 309 Stockbridge, MA 01262	None/Public Charity	Support for fellowship program	509(a)(2)	PC	50,000
Lee Memorial Health System Foundation	PO Box 2218 Ft. Myers, FL 33902	None/Public Charity	Health care services for disadvantaged children	509(a)(1)	PC	50,000
Lowcountry Open Land Trust	80 Alexander Street Charleston, SC 29401	None/Public Charity	Land conservation programs	170(b)(1)(A)(vi)	PC	30,000
Malden Catholic High School	99 Crystal Street Malden, MA 02148	None/Public Charity	Scholarship program for disadvantaged students	Group	PC	25,000
New England Baptist Hospital	125 Parker Hill Avenue Boston, MA 02120	None/Public Charity	Support for general operations	170(b)(1)(A)(iii)	PC	5,000
New England Collegiate Baseball League, Inc	37 Grammar School Drive Danbury, CT 06811	None/Public Charity	Young men's summer baseball league	509(a)(2)	PC	25,000

Part XV, Line 3a Grants and Contributions Paid During the Year

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Foundation Status of Recipient	Amount
Newton Country Day School	785 Centre Street Newton, MA 02488	None/Public Charity	Scholarship program for disadvantaged students	Group	PC	10,000
Pan-Mass Challenge, Inc	77 Fourth Avenue Needham, MA 02494	None/Public Charity	Capacity building for Pan-Mass Challenge Kids Rides for cancer research	509(a)(2)	PC	125,000
Smith Medical Clinic	116 Baskervill Drive Pawleys Island, SC 29585	None/Public Charity	Health care programs for the disadvantaged	509(a)(2)	PC	50,000
South Carolina Coastal Conservation League	P.O. Box 1765 Charleston, SC 29402-1765	None/Public Charity	Land conservation programs	170(b)(1)(A)(vi)	PC	25,000
South Carolina Department of Natural Resources	Tom Yawkey Wildlife Center One Yawkey Way South Georgetown, SC 29442	None/ NC	Capital and maintenance at Tom Yawkey Wildlife Center	Government Agency	NC	1,053,297
St Joseph Church	P.O. Box 3 Woods Hole, MA 02543	None/Public Charity	Human service programs	Group	PC	5,000
St Sebastian's School Fund, Inc	1191 Greendale Avenue Needham, MA 02492	None/SO-I	Scholarship program for disadvantaged students	509(a)(3) type 1	SO-I	10,000
Tara Hall Home for Boys	P.O. Box 955 Georgetown, SC 29442-0955	None/Public Charity	Residential and educational center for at-risk boys	170(b)(1)(A)(vi)	PC	210,000
The Boston Home	2049 Dorchester Avenue Boston, MA 02124	None/Public Charity	Renovation project at facility offering specialized care to individuals with Multiple Sclerosis	509(a)(2)	PC	50,000
The Fessenden School	250 Waltham Street West Newton, MA 02475	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	PC	5,000
The Fund for Catholic Schools, Inc	66 Brooks Drive, Fourth Floor Braintree, MA 02184	None/Public Charity	Yawkey Teaching Excellence Award for teachers at Pope John Paul II Academy	Group	PC	25,000
The Nature Conservancy of South Carolina, Inc.	PO Box 5475 Columbia, SC 29250	None/Public Charity	Land conservation programs	Group	PC	35,000
Woods Hole Oceanographic Institution	183 Oyster Point Road Woods Hole, MA 02543	None/Public Charity	Research project on effects of hurricanes and air pollution on the Santee River in Georgetown	170(b)(1)(A)(vi)	PC	75,000

Yawkey Foundation

13-2890749

Form 990-PF

Part XV, Line 3a Grants and Contributions Paid During the Year

Organization	Organization Address	Relationship to Substantial Contributor and Foundation Status of Recipient	Purpose of Grant/Contribution	Tax Status	Foundation Status of Recipient	Amount
Yale University	157 Church Street New Haven, CT 06510-2100	None/Public Charity	Scholarship program for disadvantaged students	170(b)(1)(A)(ii)	PC	50,000

Total

\$ 2,696,497

Yawkey Foundation
Form 990-PF, Part II – Line 14
Land, buildings, and equipment

13-2890749

Conservation Land: \$1,604,051

In 1991, the Foundation purchased real estate known as Blackout Plantation, which is surrounded by the Yawkey Wildlife Center in South Carolina. The purchased property is carried at cost, and is being held for conservation purposes as an integral part of the Yawkey Wildlife Center.

Construction in Progress – South Carolina Swing Bridge Project: \$106,369

A Swing Bridge is currently under construction in South Carolina to replace the ferry that was used to accommodate the delivery of goods, services and equipment required for the operation of the Tom Yawkey Wildlife Center (TYWC). This Swing Bridge will also be used to support the timbering activities associated with thinning the forest, and to accommodate the needs of residents of the TYWC as well as the needs of South Carolina Department of Natural Resources (DNR) employees, researchers and visitors who travel to and from the TYWC on a regular basis. An agreement has been executed between the Yawkey Foundation and the DNR, whereby upon completion of the construction and installation of the Swing Bridge, the Foundation will donate the Swing Bridge to the DNR.

YAWKEY FOUNDATION

13-2890749

FORM 990PF

PART VII-B, LINE 1a (3) and LINE 1a (4)

Effective October 1, 1992, the Foundation entered into an agreement with Boston Trust Management Corporation (BTMC) to provide management services to the Foundation. The Jean R. Yawkey Trust (The Trust) authorized BTMC to be established by two individuals, who are trustees of the Foundation, to provide management services for the benefit of the Foundation and other organizations. BTMC is located at 990 Washington Street, Suite 315, Dedham, MA 02026. For the year ended December 31, 2013, the Foundation incurred \$460,272 in expenditures under this agreement and these expenditures were periodically monitored by the Foundation's Board of Trustees, reviewed by independent auditors, then reviewed by the Foundation's Finance and Audit Committee and approved by the Foundation's Board of Trustees.

One of the Trustees owns 50% of the outstanding shares of BTMC. The other Trustee, effective January 1, 2007, transferred his ownership of 50% of the outstanding stock of BTMC to an officer of the Foundation.

ATTACHMENT 21