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Return of Private Foundation

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

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

For calendar year 2013 or tax year beginning , and ending

Name of foundation
BOATWRIGHT FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
C/O J.D. MILLER LLP - 350 FIFTH AVE STE 4601

City or town, state or province, country, and ZIP or foreign postal code
NEW YORK, NY 10118-4601

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 1,571,257.**

J Accounting method: Cash, Accrual, Other (specify)

A Employer identification number: **13-3048884**

B Telephone number: **212-268-9888**

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		(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	149,683.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	22,541.	22,541.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	73,512.			
	b Gross sales price for all assets on line 6a	239,502.			
	7 Capital gain net income (from Part IV, line 2)		73,512.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	245,736.	96,053.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,954.	2,472.		2,472.
	c Other professional fees				
	17 Interest				
	18 Taxes	3,411.	1,393.		125.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	11,346.	11,279.		67.
	24 Total operating and administrative expenses. Add lines 13 through 23	19,711.	15,144.		2,664.
	25 Contributions, gifts, grants paid	20,000.			20,000.
26 Total expenses and disbursements. Add lines 24 and 25	39,711.	15,144.		22,664.	
27 Subtract line 26 from line 12	206,025.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		80,909.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		80,983.	55,444.	55,444.	
	2	Savings and temporary cash investments					
	3	Accounts receivable					
		Less allowance for doubtful accounts					
	4	Pledges receivable					
		Less allowance for doubtful accounts					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable					
		Less allowance for doubtful accounts					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U S and state government obligations	STMT 5		35,049.	59,282.	57,869.
	b	Investments - corporate stock	STMT 6		178,912.	328,123.	462,998.
	c	Investments - corporate bonds	STMT 7		111,264.	93,738.	92,125.
	11	Investments - land, buildings, and equipment basis					
	Less accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other	STMT 8		534,108.	609,292.	901,215.	
14	Land, buildings, and equipment basis						
	Less accumulated depreciation						
15	Other assets (describe STATEMENT 9)			1,144.	1,606.	1,606.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)			941,460.	1,147,485.	1,571,257.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
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, check here <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds			31,500.	31,500.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			909,960.	1,115,985.		
30	Total net assets or fund balances			941,460.	1,147,485.		
31	Total liabilities and net assets/fund balances			941,460.	1,147,485.		

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	941,460.
2	Enter amount from Part I, line 27a	2	206,025.
3	Other increases not included in line 2 (itemize)	3	0.
4	Add lines 1, 2, and 3	4	1,147,485.
5	Decreases not included in line 2 (itemize)	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,147,485.

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 ATTACHED - JPMORGAN CHASE	P	01/01/13	12/31/13
b SEE ATTACHED - JPMORGAN CHASE	P	12/30/12	12/31/13
c ROCKEFELLER GLOBAL EQUITY FUND I, LP		01/01/13	12/31/13
d ROCKEFELLER GLOBAL EQUITY FUND I, LP		12/30/12	12/31/13
e CAPITAL GAINS DIVIDENDS			

(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 139,238.		142,792.	<3,554.>
b 100,246.		98,615.	1,631.
c			10,526.
d			64,891.
e 18.			18.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<3,554.>
b			1,631.
c			10,526.
d			64,891.
e			18.

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	73,512.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	47,251.	902,011.	.052384
2011	58,978.	917,174.	.064304
2010	56,116.	909,848.	.061676
2009	51,790.	775,640.	.066771
2008	65,931.	1,059,438.	.062232

2 Total of line 1, column (d)	2	.307367
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	.061473
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	1,264,830.
5 Multiply line 4 by line 3	5	77,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	809.
7 Add lines 5 and 6	7	78,562.
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	22,664.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,618.
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	0.
3 Add lines 1 and 2		3	1,618.
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	1,618.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,320.	
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	1,320.	
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	298.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	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?	6	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	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> NY		
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	8b	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	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A
14 The books are in care of JAMES D. MILLER & CO. LLP Telephone no (212) 268-9888 Located at 350 FIFTH AVENUE - STE 4601, NEW YORK, NY ZIP+4 10118-4601
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 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 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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(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)
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here
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?
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? 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)
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?
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.)
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
EUGENE W. STETSON, III JAMES D. MILLER & CO LLP, 350 5TH AVE NEW YORK, NY 10118	PRESIDENT 0.00	0.	0.	0.
JANE WATSON STETSON JAMES D. MILLER & CO LLP, 350 5TH AVE NEW YORK, NY 10118	VICE PRESIDENT 0.00	0.	0.	0.
ERIK A. HANSON JAMES D. MILLER & CO LLP, 350 5TH AVE NEW YORK, NY 10118	SECRETARY/ TREASURER 0.00	0.	0.	0.
JAMES S. SLIGAR MILBANK, TWEED, HADLEY & MCCLOY 1 CHAS NEW YORK, NY 10005	DIRECTOR 0.00	0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	1,222,368.
b	Average of monthly cash balances	1b	61,723.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,284,091.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,284,091.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,261.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,264,830.
6	Minimum investment return. Enter 5% of line 5	6	63,242.

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	63,242.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,618.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,618.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	61,624.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	61,624.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	61,624.

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	22,664.
b	Program-related investments - total from Part IX-B	1b	0.
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	22,664.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	22,664.

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				61,624.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2013				
a From 2008	13,199.			
b From 2009	13,170.			
c From 2010	12,456.			
d From 2011	13,497.			
e From 2012	3,454.			
f Total of lines 3a through e	55,776.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$	22,664.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				22,664.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	38,960.			38,960.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,816.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	16,816.			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	13,362.			
d Excess from 2012	3,454.			
e Excess from 2013				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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 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))
- JANE WATSON STETSON
- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
- NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
- a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
VERMONT PUBLIC RADIO 365 TROY AVENUE COLCHESTER, VT 05446	N/A	PUBLIC CHARITY	GEN'L CONTRIBUTION	8,000.
THE ENVIRONMENTAL FILM FESTIVAL IN THE NATION'S CAPITAL 1228-1/2 31ST STREET, NW WASHINGTON, DC 20007	N/A	PUBLIC CHARITY	GEN'L CONTRIBUTION	10,000.
THE ENVIRONMENTAL LAW & POLICY 35 E WACKER DRIVE, SUITE 1600 CHICAGO, IL 60601	N/A	PUBLIC CHARITY	GEN'L CONTRIBUTION	2,000.
<hr/>				
Total				▶ 3a 20,000.
b Approved for future payment				
NONE				
<hr/>				
Total				▶ 3b 0.

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

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

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Content includes 'N/A'.

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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Content includes 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee: [Signature], Date: 5-7-14, Title: TREAS/SEC.

May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name: Kathleen M Rutch, Preparer's signature: [Signature], Date: 05/07/14, Check [] if self-employed, PTIN: P00140837, Firm's name: JAMES D. MILLER & CO. LLP, Firm's EIN: 13-5612327, Firm's address: 350 FIFTH AVE STE 4601 NEW YORK, NY 10118-4601, Phone no: (212) 268-9888

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990

OMB No 1545-0047

2013

Name of the organization

BOATWRIGHT FOUNDATION

Employer identification number

13-3048884

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

-
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)**

Name of organization BOATWRIGHT FOUNDATION	Employer identification number 13-3048884
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JANE WATSON STETSON C/O JAMES D. MILLER & CO., LLP, 350 5TH AVE, STE 4601 NEW YORK, NY 10118-4601	\$ 74,915.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
2	JANE WATSON STETSON C/O JAMES D. MILLER & CO., LLP, 350 5TH AVE, STE 4601 NEW YORK, NY 10118-4601	\$ 74,768.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

BOATWRIGHT FOUNDATION

13-3048884

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	343 SHARES OF LINKEDIN CORPORATION	\$ 74,915.	12/27/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	403 SHARES OF IBM CORPORATION	\$ 74,769.	12/27/13
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization BOATWRIGHT FOUNDATION	Employer identification number 13-3048884
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF	OTHER EXPENSES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	3,786.	3,786.		0.
NY LAW JNL	135.	68.		67.
ROCKEFELLER GLOBAL EQUITY FUND I, LP - NET EXPS	7,418.	7,418.		0.
ROCKEFELLER GLOBAL EQUITY FUND I, LP	7.	7.		0.
TO FORM 990-PF, PG 1, LN 23	11,346.	11,279.		67.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT 5
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
10M NY NASSAU 1.976 DUE 11/15/19		X	10,129.	9,571.
5M NY TRANS AUTH 3.823% DUE 11/15/19		X	5,551.	5,321.
5M US TREAS .625% 07/15/16	X		7,993.	8,010.
5M US TREAS 2.25% 01/31/15	X		5,127.	5,111.
5M US TREAS 5.375% 02/15/31	X		6,410.	6,127.
6M US TREAS NB 1.25% 04/15/14	X		6,085.	6,020.
6M US TREAS NB 3.25% 07/31/16	X		6,445.	6,407.
3M US TREAS 4.5% 05/15/38	X		3,452.	3,326.
3M US TREAS NB .875% 04/30/17	X		8,090.	7,976.
TOTAL U.S. GOVERNMENT OBLIGATIONS			43,602.	42,977.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			15,680.	14,892.
TOTAL TO FORM 990-PF, PART II, LINE 10A			59,282.	57,869.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
2,782 SHS VANGUARD GNMA FUND-INV	28,824.	28,987.	
1,310 SHS LINKEDIN CORPORATION	224,530.	358,420.	
403 SHS INT'L BUSINESS MACHINES	74,769.	75,591.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	328,123.	462,998.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
3M FANNIE MAE, 6.625% DUE 11/15/30	4,210.	3,902.	
5M TD BANK, 2.375% DUE 5/15/12	5,072.	5,191.	
4M BANK OF AMERI FLOAT\$ DUE 6/15/17	3,758.	3,924.	
5M JPMORGAN CHASE 6% DUE 10/01/07	5,884.	5,721.	
5M KEYCORP 5.1% DUE 3/24/12	5,491.	5,464.	
4M NVR INC 3.95% DUE 9/15/22	4,132.	3,781.	
5M PNC FUNDING 5.125% DUE 2/08/20	5,643.	5,616.	
3M CITIGROUP 4.45%	3,321.	3,251.	
3M COMCAST CORP 7.05%	3,694.	3,630.	
3M CSX CORP DEBT 6.25\$ 4/01/15	3,223.	3,207.	
4M DUKE ENERGY INC 3.75% 07/15/20	4,384.	4,146.	
5M FEDEX CORP NTS 8% 01/15/19	6,637.	6,214.	
10M FHLB 5% 11/17/17	11,473.	11,412.	
3M GENERAL ELECTRIC 6.75% 03/15/32	3,738.	3,715.	
3M GOLDMAN SACHS 6.125% 02/15/33	3,382.	3,374.	
4M LUBRISOL NTS 8.875% 02/01/19	5,424.	5,190.	
4M MORGAN STANLEY 6.25% 08/09/26	4,651.	4,623.	
3M UPS 5.125% 04/01/19	3,467.	3,412.	
3M VERIZON COMM 6.4% 09/15/33	3,216.	3,450.	
3M YUM! BRANDS 3.875% 11/01/23	2,938.	2,902.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	93,738.	92,125.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 8	
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ROCKEFELLER GLOBAL EQUITY FUND I, LP	COST	609,292.	901,215.
TOTAL TO FORM 990-PF, PART II, LINE 13		609,292.	901,215.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS / INTEREST RECEIVABLE	54.	67.	67.
INTEREST PURCHASED DEFERRED	90.	379.	379.
MISCELLANEOUS RECEIVABLE	1,000.	1,000.	1,000.
SECURITIES BASIS ADJUSTMENT	0.	160.	160.
TO FORM 990-PF, PART II, LINE 15	1,144.	1,606.	1,606.

THE BOATWRIGHT FOUNDATION
EIN 13-3048884

Date Acquired	Date Sold	Par Value/Shares	Proceeds	Tax Cost Basis	Gain or Loss
12/28/2012	5/16/2013	10	\$107 69	\$107 50	\$0 19
12/28/2012	5/16/2013	12	\$129 23	\$136 34	(\$7 11)
12/31/2012	5/16/2013	12	\$129 22	\$52 93	\$76 29
1/31/2013	5/16/2013	5	\$53 84	\$51 39	\$2 45
2/28/2013	5/16/2013	4	\$43 08	\$47 53	(\$4 45)
3/28/2013	5/16/2013	4	\$43 08	\$42 87	\$0 21
3/28/2013	5/16/2013	2	\$21 54	\$18 09	\$3 45
4/30/2013	5/16/2013	4	\$43 07	\$44 97	(\$1 90)
		Total	\$1,001.48	\$939.36	\$62.12
WACHOVIA 6% 11/15/17					
12/20/2012	7/16/2013	3000	\$3,457 17	\$3,604 65	(\$147 48)
		Total	\$3,457.17	\$3,604.65	(\$147.48)
		Total Covered Securities	\$139,238.24	\$142,792.31	(\$3,554.07)
		Total Short Term	\$139,238.24	\$142,792.31	(\$3,554 07)
Long Term					
Covered Securities					
CT BUILD AMERICAN 5 2% 12/1/22					
6/16/2011	2/25/2013	25000	\$30,324 25	\$28,248 00	\$2,076 25
		Total	\$30,324.25	\$28,248.00	\$2,076.25
FREDDIE MAC 1 375% 02/25/14					
9/16/2011	2/7/2013	1000	\$1,012 33	\$1,024 49	(\$12 16)
9/16/2011	2/13/2013	4000	\$4,048 52	\$4,097 96	(\$49 44)
		Total	\$5,060.85	\$5,122.45	(\$61.60)
GS GROUP 5 75% DUE 1/24/22					
8/29/2012	12/13/2013	3000	\$3,373 74	\$3,278 76	\$94 98
		Total	\$3,373.74	\$3,278.76	\$94.98
U S TREAS TIPS 1 25%, 4/15/14					
8/10/2012	11/5/2013	1000	\$1,110 55	\$1,131 66	(\$21 11)
		Total	\$1,110.55	\$1,131.66	(\$21.11)
US BANKCORP 2 2% 11/15/16					
3/21/2012	7/16/2013	5000	\$5,136 05	\$5,093 15	\$42 90
		Total	\$5,136.05	\$5,093.15	\$42.90
U S TREASURY NB 2 625%, 11/15/20					
6/14/2011	2/7/2013	2000	\$2,164 84	\$1,937 74	\$227 10
6/14/2011	7/11/2013	3000	\$3,111 91	\$2,906 60	\$205 31
		Total	\$5,276.75	\$4,844.34	\$432.41
U S TREASURY INFL 2 5%, 7/15/16					
8/10/2012	11/5/2013	3000	\$3,824 05	\$3,964 10	(\$140 05)
		Total	\$3,824.05	\$3,964.10	(\$140.05)
VANGUARD GNMA FUND-INV					
7/15/2011	2/12/2013	397	\$4,300 00	\$4,355 80	(\$55 80)
7/15/2011	5/16/2013	1198	\$12,900 74	\$13,146 58	(\$245 84)
7/15/2011	5/16/2013	2	\$21 54	\$21 85	(\$0 31)
8/10/2011	5/16/2013	891	\$9,594 79	\$10,000 00	(\$405 21)
8/31/2011	5/16/2013	6	\$64 61	\$68 13	(\$3 52)
9/30/2011	5/16/2013	7	\$75 38	\$78 38	(\$3 00)
10/30/2011	5/16/2013	7	\$75 38	\$77 53	(\$2 15)
11/30/2011	5/16/2013	7	\$75 38	\$73 33	\$2 05
12/29/2011	5/16/2013	5	\$53 84	\$50 30	\$3 54
12/29/2011	5/16/2013	24	\$258 45	\$271 64	(\$13 19)
12/30/2011	5/16/2013	7	\$75 38	\$75 11	\$0 27
1/31/2012	5/16/2013	6	\$64 61	\$69 97	(\$5 36)
2/29/2012	5/16/2013	6	\$64 61	\$70 20	(\$5 59)
3/30/2012	5/16/2013	6	\$64 61	\$70 01	(\$5 40)
3/30/2012	5/16/2013	2	\$21 54	\$17 95	\$3 59
3/30/2012	5/16/2013	5	\$53 84	\$53 84	\$0 00
4/30/2012	5/16/2013	6	\$64 61	\$64 59	\$0 02
		Total	\$27,829.31	\$28,565.21	(\$735.90)
VERIZON COMM 6 35% 4/01/19					
8/8/2011	1/16/2013	5000	\$6,298 70	\$6,137 20	\$161 50
		Total	\$6,298.70	\$6,137.20	\$161.50
WAL-MART STORES 5 8% 02/15/18					
1/11/2012	1/16/2013	5000	\$6,115 65	\$6,194 90	(\$79 25)
		Total	\$6,115.65	\$6,194.90	(\$79.25)
YUM! BRANDS 6 25% 03/15/18					
3/7/2012	11/20/2013	3000	\$3,557 82	\$3,621 21	(\$63 39)
3/7/2012	12/2/2013	2000	\$2,337 98	\$2,414 14	(\$76 16)
		Total	\$5,895.80	\$6,035.35	(\$139 55)
		Total Covered Securities	\$100,245.70	\$98,615.12	\$1,630.58
		Total Long Term	\$100,245.70	\$98,615.12	\$1,630.58
		Total Gains and Losses	\$239,483.94	\$241,407.43	(\$1,923.49)

THE BOATWRIGHT FOUNDATION
EIN 13-3048884

Date Acquired	Date Sold	Par Value/Shares	Proceeds	Tax Cost Basis	Gain or Loss
Gains and Losses					
Short Term					
Covered Securities					
COMCAST CORP 5 70% 05/15/18					
2/14/2013	4/25/2013	3000	\$3,638.85	\$3,598.98	\$39.87
		Total	\$3,638.85	\$3,598.98	\$39.87
DOUBLELINE TOTAL RETURN BND FD					
2/14/2013	9/9/2013	2643	\$28,574.54	\$30,000.00	(\$1,425.46)
2/28/2013	9/9/2013	10	\$108.11	\$113.00	(\$4.89)
3/15/2013	9/9/2013	10	\$108.11	\$116.93	(\$8.82)
4/30/2013	9/9/2013	10	\$108.11	\$114.29	(\$6.18)
5/31/2013	9/9/2013	11	\$118.93	\$118.34	\$0.59
6/28/2013	9/9/2013	11	\$118.93	\$119.19	(\$0.26)
7/31/2013	9/9/2013	11	\$118.93	\$123.37	(\$4.44)
8/30/2013	9/9/2013	11	\$118.92	\$123.31	(\$4.39)
		Total	\$29,374.58	\$30,828.43	(\$1,453.85)
GE CAP CORP 5 625% DUE 5/01/18					
8/27/2012	2/11/2013	2000	\$2,359.95	\$2,364.96	(\$5.01)
8/27/2012	3/15/2013	3000	\$3,550.26	\$3,547.44	\$2.82
		Total	\$5,910.21	\$5,912.40	(\$2.19)
GENERAL ELECTRIC 4 65% 10/17/2					
3/15/2013	12/13/2013	2000	\$2,182.02	\$2,248.48	(\$66.46)
		Total	\$2,182.02	\$2,248.48	(\$66.46)
GS GROUP 5 75% DUE 1/24/22					
8/29/2012	2/11/2013	2000	\$2,338.42	\$2,185.84	\$152.58
		Total	\$2,338.42	\$2,185.84	\$152.58
MORGAN STANLEY 1 75% 2/25/16					
2/21/2013	10/23/2013	3000	\$3,028.59	\$3,002.37	\$26.22
		Total	\$3,028.59	\$3,002.37	\$26.22
MORGAN STANLEY 6% 04/28/15					
3/15/2012	2/21/2013	5000	\$5,456.35	\$5,262.05	\$194.30
		Total	\$5,456.35	\$5,262.05	\$194.30
NBC UNIVERSAL 2 875% 1/15/23					
4/25/2013	9/17/2013	3000	\$2,784.96	\$3,089.31	(\$304.35)
		Total	\$2,784.96	\$3,089.31	(\$304.35)
U S TREAS TIPS 1 25%, 4/15/14					
8/10/2012	2/7/2013	2000	\$2,253.69	\$2,263.31	(\$9.62)
12/6/2012	11/5/2013	4000	\$4,442.18	\$4,507.34	(\$65.16)
7/22/2013	11/5/2013	1000	\$1,110.54	\$1,119.04	(\$8.50)
		Total	\$7,806.41	\$7,889.69	(\$83.28)
U S TREASURY 5 375 2/15/31					
7/11/2013	10/23/2013	4000	\$5,174.53	\$5,120.47	\$54.06
		Total	\$5,174.53	\$5,120.47	\$54.06
U S TREASURY NB 2 5% 8/15/23					
9/17/2013	10/1/2013	8000	\$7,915.00	\$7,758.75	\$156.25
		Total	\$7,915.00	\$7,758.75	\$156.25
US BANKCORP 4 125% 5/24/21					
7/16/2013	9/11/2013	3000	\$3,120.09	\$3,196.98	(\$76.89)
		Total	\$3,120.09	\$3,196.98	(\$76.89)
U S TREASURY INFL 2 125%, 8/15/21					
2/25/2013	4/17/2013	2000	\$2,115.39	\$2,086.33	\$29.06
2/25/2013	7/11/2013	26000	\$25,719.69	\$27,122.26	(\$1,402.57)
		Total	\$27,835.08	\$29,208.59	(\$1,373.51)
U S TREASURY INF LX 1 625%, 1/15/15					
1/16/2013	2/7/2013	1000	\$1,289.32	\$1,288.30	\$1.02
1/16/2013	11/6/2013	3000	\$3,785.93	\$3,864.88	(\$78.95)
2/13/2013	11/6/2013	2000	\$2,523.95	\$2,576.95	(\$53.00)
		Total	\$7,599.20	\$7,730.13	(\$130.93)
U S TREASURY INFL 2 5%, 7/15/16					
8/10/2012	2/7/2013	2000	\$2,639.05	\$2,642.73	(\$3.68)
1/16/2013	11/5/2013	1000	\$1,274.69	\$1,317.75	(\$43.06)
7/22/2013	11/5/2013	1000	\$1,274.68	\$1,288.78	(\$14.10)
		Total	\$5,188.42	\$5,249.26	(\$60.84)
U S TREASURY NB 625% 4/30/18					
5/16/2013	9/17/2013	8000	\$7,685.94	\$7,932.19	(\$246.25)
		Total	\$7,685.94	\$7,932.19	(\$246.25)
U S TREASURY NB 1 125% 5/31/19					
5/16/2013	7/11/2013	8000	\$7,740.94	\$8,034.38	(\$293.44)
		Total	\$7,740.94	\$8,034.38	(\$293.44)
VANGUARD GNMA FUND-INV					
5/31/2012	5/16/2013	6	\$64.61	\$63.97	\$0.64
6/29/2012	5/16/2013	7	\$75.38	\$72.04	\$3.34
7/31/2012	5/16/2013	6	\$64.61	\$66.30	(\$1.69)
8/27/2012	5/16/2013	6	\$64.61	\$61.88	\$2.73
9/28/2012	5/16/2013	5	\$53.84	\$58.74	(\$4.90)
11/1/2012	5/16/2013	5	\$53.84	\$59.45	(\$5.61)
11/30/2012	5/16/2013	5	\$53.84	\$55.36	(\$1.52)