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990-PF

Form

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

UD SETH SPRAGUE EDUC & CHAR FDN

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

A Employer identification number

13-6071886

B Telephone number (see instructions)

888-866-3275

C If exemption application is
pending, check here

D 1. Foreign organizations, check here

2. Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

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) \$ 74,952,995.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify)

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

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				
	4	Dividends and interest from securities	1,396,589.	1,396,589.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	2,616,625.			
	b	Gross sales price for all assets on line 6a	32,903,301.			
	7	Capital gain net income (from Part IV, line 2)		2,616,625.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	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)	100,076.	89,693.		STMT 2
	12	Total. Add lines 1 through 11	4,113,290.	4,102,907.		
	13	Compensation of officers, directors, trustees, etc.	414,581.	160,953.		253,628.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	85.	NONE	NONE	85.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	51,785.	10,992.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications	2.			2.
	23	Other expenses (attach schedule)	7,185.			7,185.
	24	Total operating and administrative expenses. Add lines 13 through 23	473,638.	171,945.	NONE	260,900.
	25	Contributions, gifts, grants paid	3,060,000.			3,060,000.
	26	Total expenses and disbursements. Add lines 24 and 25	3,533,638.	171,945.	NONE	3,320,900.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	579,652.			
	b	Net investment income (if negative, enter -0-)		3,930,962.		
	c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,561,783.	847,703.	847,703.
	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			
	10 a Investments - U.S. and state government obligations (attach schedule)	4,149,475.	2,235,620.	2,437,453.
	b Investments - corporate stock (attach schedule)	37,276,104.	38,527,944.	61,723,012.
	c Investments - corporate bonds (attach schedule)	7,320,116.	9,315,540.	9,944,827.
	11 Investments - land, buildings, and equipment, basis			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)				
14 Land, buildings, and equipment, basis				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	50,307,478.	50,926,807.	74,952,995.	
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 (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)		NONE		
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			
	25 Temporarily restricted			
	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	50,307,478.	50,926,807.	
	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)	50,307,478.	50,926,807.	
31 Total liabilities and net assets/fund balances (see instructions)	50,307,478.	50,926,807.		

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	50,307,478.
2 Enter amount from Part I, line 27a	2	579,652.
3 Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 11</u>	3	39,677.
4 Add lines 1, 2, and 3	4	50,926,807.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	50,926,807.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
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 32,903,301.		30,286,676.	2,616,625.		
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			2,616,625.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	2,616,625.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,165,752.	64,740,873.	0.048899
2011	3,005,224.	63,773,829.	0.047123
2010	2,775,908.	60,138,196.	0.046159
2009	2,797,185.	55,232,443.	0.050644
2008	3,394,296.	64,035,284.	0.053007
2 Total of line 1, column (d)			2 0.245832
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 0.049166
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 69,306,571.
5 Multiply line 4 by line 3			5 3,407,527.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 39,310.
7 Add lines 5 and 6			7 3,446,837.
8 Enter qualifying distributions from Part XII, line 4			8 3,320,900.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ 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 ☐ and enter 1% of Part I, line 27b		1	78,619.
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	78,619.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	78,619.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	84,241.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	84,241.	
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	5,622.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 5,622. Refunded ☐ ☐	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. ☐ \$ _____ (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
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ <u>NY</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	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 <u></u>				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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 <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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	
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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		414,581.		

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

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

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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	68,813,821.
b	Average of monthly cash balances	1b	1,548,180.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	70,362,001.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	70,362,001.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,055,430.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,306,571.
6	Minimum investment return. Enter 5% of line 5	6	3,465,329.

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	3,465,329.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	78,619.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	78,619.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,386,710.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	3,386,710.
6	Deduction from distributable amount (see instructions).	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,386,710.

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	3,320,900.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required).	3a	NONE
b	Cash distribution test (attach the required schedule).	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,320,900.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,320,900.

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				3,386,710.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			291,727.	
b Total for prior years 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>3,320,900.</u>				
a Applied to 2012, but not more than line 2a			291,727.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				3,029,173.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				357,537.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

SEE STATEMENT 14

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

N/A

c Any submission deadlines:

N/A

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

N/A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VARIOUS CHARITABLE ORGS SEE ATTACHED SCHEDULE BANK OF AMERICA, N.A. NEW YORK NY 10036	N/A	PC	CONTRIBUTION TO TAX EXEMPT CHAR ORG	3,060,000.
Total			3a	3,060,000.
b Approved for future payment				
Total			3b	

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	
		14	1,396,589.	
		14	92,351.	
		18	2,616,625.	
		1	7,725.	
			4,113,290.	

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

Line No. Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

- | | | | |
|---|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

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. 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. | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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**

Karen J. Kiser
 Secretary of office, no trustee

05/01/2014
Date

▶ SVP Tax

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

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

Firm's name

Firm's EIN ▶

Firm's address ►

Phone no

Posting Date	Amount	Distribution	Relationship	Purpose	Foundation Status of Recipient
6/3/2013	-5000	AMERICAN FOREIGN POLICY COUNCIL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-40000	BATTERY CONSERVANCY, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	BOYS' LATIN OF PHILADELPHIA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	CENTRAL PARK CONSERVANCY, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-25000	TRUSTEES OF COLUMBIA UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	COUDERT INSTITUTE VILLA DEI	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	ELIZABETH ARTS COUNCIL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	JUPITER MEDICAL CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	KING'S COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	LULABY HOUSE INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-8000	MARY MCDOWELL CENTER FOR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	METROPOLITAN OPERA ASSOCIATION,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	MONTPELIER FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	MUSEUM OF THE CITY OF NEW YORK	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	NEW YORK BOTANICAL GARDEN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	NEW YORK HORTICULTURE SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-30000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-25000	NEW-YORK HISTORICAL SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	OLD WESTBURY GARDENS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	PRESERVATION FOUNDATION OF PALM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	SOCIETY OF THE FOUR ARTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-32000	SOLOMON R. GUGGENHEIM FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	SOLOMON R. GUGGENHEIM FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	ST. JOHN'S CHURCH FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	WILDLIFE CONSERVATION SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-25000	WOODBERRY FOREST SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-6000	THE BOSTON CONSERVATORY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-25000	BOWDOIN COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	BROOKLINE CHORUS INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-3000	DOWN EAST SINGERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-3000	DUXBURY BAY MARITIME SCHOOL,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-15000	DUXBURY RURAL AND HISTORICAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	EPISCOPAL CHURCH OF ST. JOHN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-25000	FRIENDS OF CASCO BAY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-6000	HANDEL & HAYDN SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-30000	THE HOME FOR LITTLE WANDERERS,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	ISABELLA STEWART GARDNER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-3000	LINCOLN FESTIVAL OF THE ARTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	MAINE ISLAND TRAIL ASSOCIATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-25000	MANOMET, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-6000	NEW ENGLAND AQUARIUM CORPORATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-40000	NORTH BENNET STREET SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	OCEAN CLASSROOM FOUNDATION, INC,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-7000	PENOBSCOT MARINE MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-40000	RILEY SCHOOL, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	ST. MARK'S SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-1000	ST. MICHAEL'S EPISCOPAL CHURCH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-30000	TOWN OF CAMDEN OPERA HOUSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	ATLANTIC CHALLENGE FOUNDATION,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	NATURAL RESOURCES DEFENSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-14000	ALL ABOUT MUSIC SAN DIEGO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	THE ANGEL'S DEPOT	NONE	UNRESTRICTED GENERAL SUPPORT	PC

Posting Date	Amount	Distribution	Relationship	Purpose	Foundation Status of Recipient
6/3/2013	-10000	COMMUNITY RESOURCE CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	CRAFT EMERGENCY RELIEF FUND,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	CRAFT IN AMERICA INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-2000	DEL MAR FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-4000	EDUCATIONAL FOUNDATION OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-4000	FOSTERING OPPORTUNITIES DOLLARS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	FOUNDATION AT THE MANOR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	FRESH START SURGICAL GIFTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	GOOD SHEPHERD REHABILITATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	HDI, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-6000	HOSPICE ASSOCIATION OF CAPE COD,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	INTERNATIONAL UNIVERSITY AT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	THE KID'S COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	THEATRE & ARTS FOUNDATION OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-20000	FEEDING AMERICA SAN DIEGO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	LATHAM CENTERS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-12000	PENLAND SCHOOL OF CRAFTS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	PHILADELPHIA'S MAGIC GARDENS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-7000	PLYMOUTH CONGREGATIONAL CHURCH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	PRO MUSICIS FOUNDATION, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	A REASON TO SURVIVE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-3000	RIDDLE EDUCATION CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	SAMARITANS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	SAN DIEGO MUSEUM OF MAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-2000	SAN DIEGO NORTH COAST SINGERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-6000	SAN DIEGO RESCUE MISSION, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-9000	SAN DIEGO SYNERGY ARTS NETWORK,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-16000	SAN ELIJO LAGOON CONSERVANCY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-6000	SCRUMPTIOUS SCHOOLYARD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-2000	SEEQS SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-4000	STORYARTS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-30000	TILE HERITAGE FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	THE VILLAGE OF ARTS AND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	QUILT SAN DIEGO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-10000	VISTA HILL FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/3/2013	-5000	VOICES FOR CHILDREN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-25000	AMERICAN MUSEUM OF NATURAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-30000	BED-STUY CAMPAIGN AGAINST HUNGER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-35000	CITY HARVEST, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-25000	COMMUNITY-WORD PROJECT, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-10000	EAST SIDE HOUSE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-25000	FUND FOR PUBLIC SCHOOLS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-20000	HARLEM RBI, INCORPORATED	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-15000	LOWER EAST SIDE TENEMENT MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-25000	MOUNT SINAI MEDICAL CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-15000	NEW YORK CITY BALLET	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-35000	PHILHARMONIC - SYMPHONY SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-12500	PLAYWRIGHTS HORIZONS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-25000	RAMAPO FOR CHILDREN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-20000	SECOND STAGE THEATRE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-10000	SOHO REPERTORY THEATRE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
6/11/2013	-17500	THEATRE FOR A NEW AUDIENCE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
7/11/2013	-5000	PARTNERS IN HEALTH	NONE	UNRESTRICTED GENERAL SUPPORT	PC

Posting Date	Amount	Distribution	Relationship	Purpose	Foundation Status of Recipient
7/18/2013	-2000	FIFTH AVENUE COMMITTEE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-14000	ALL ABOUT MUSIC SAN DIEGO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	THE ANGEL'S DEPOT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-2000	LIBRARY ASSOCIATION OF LA JOLLA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	COMMUNITY RESOURCE CENTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	CORONADO SCHOOL OF THE ARTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	CRAFT EMERGENCY RELIEF FUND, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	EDUCATIONAL FOUNDATION OF FEEDING AMERICA SAN DIEGO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-4000	FOSTERING OPPORTUNITIES DOLLARS FOUNDATION AT THE MANOR	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	FRESH START SURGICAL GIFTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	GOOD SHEPHERD REHABILITATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	HDI, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-4000	HOSPICE ASSOCIATION OF CAPE COD,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	INTERNATIONAL UNIVERSITY AT THEATRE & ARTS FOUNDATION OF SAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	LATHAM CENTERS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-8000	MIRA COSTA COLLEGE FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	NATURAL RESOURCES DEFENSE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	NORTH COUNTY HEALTH SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-11000	PENLAND SCHOOL OF CRAFTS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	PHILADELPHIA'S MAGIC GARDENS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-15000	PRO MUSICIS FOUNDATION, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	A REASON TO SURVIVE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SAMARITANS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SAN DIEGO DANCE THEATRE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	SAN DIEGO MUSEUM OF MAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-2000	SAN DIEGO NORTH COAST SINGERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SAN DIEGO RESCUE MISSION, INC.	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-8000	SAN DIEGO SYNERGY ARTS NETWORK,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	SAN DIEGO RIVER VALLEY LAND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-25000	SAN ELIJO LAGOON CONSERVANCY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-3000	SCRUMPTIOUS SCHOOLYARD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	SEEQS SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SOLANA BEACH CIVIC AND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-4000	STORYARTS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	THE STUDIO POTTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SUPERFOOD DRIVE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-25000	TILE HERITAGE FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	THE VILLAGE OF ARTS AND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-15000	QUILT SAN DIEGO	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	VISTA HILL FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	VOICES FOR CHILDREN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	ATLANTIC CHALLENGE FOUNDATION,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	BOSTON BALLET, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	BOWDOIN COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	CAMDEN AREA DISTRICT NURSING	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	CLARKE SCHOOL FOR THE DEAF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-24000	COLLEGE OF THE ATLANTIC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	TRUSTEES OF COLUMBIA UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	CONSERVATION LAW FOUNDATION, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	TRUSTEES OF DARTMOUTH COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC

Posting Date	Amount	Distribution	Relationship	Purpose	Foundation Status of Recipient
10/30/2013	-2000	DOWN EAST SINGERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-3000	FRIDAY NIGHT SUPPER PROGRAM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	GEORGES RIVER LAND TRUST	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-2000	GUIDING EYES FOR THE BLIND, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	GULF OF MAINE RESEARCH INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	ISLAND INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	MAINE ORGANIC FARMERS &	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	MAINE PUBLIC BROADCASTING	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	MILTON ACADEMY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	NATURAL RESOURCES COUNCIL, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-15000	NEW ENGLAND CONSERVATORY OF	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-1000	PENOBSCOT BAY RINGERS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	PERKINS SCHOOL FOR THE BLIND	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	PINE STREET INN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	RAGGED MOUNTAIN RECREATIONAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-15000	LEARNING ALLY, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	RILEY SCHOOL, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	ROSIE'S PLACE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	ST. MARK'S SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-1000	SALT POND COMMUNITY BROADCASTING	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-1000	STATION MAINE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-1000	TREKKERS, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	THE TRUSTEES OF THE SMITH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	WELLESLEY COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-6000	WILDLANDS TRUST, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-1000	WOODS HOLE OCEANOGRAPHIC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	WORCESTER POLYTECHNIC INSTITUTE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-40000	BATTERY CONSERVANCY, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	THE BONE MARROW FOUNDATION, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	BOY'S LATIN OF PHILADELPHIA	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-25000	TRUSTEES OF COLUMBIA UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	HENRY MORRISON FLAGLER MUSEUM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	FOUNDATION FOR LANDSCAPE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	TRUSTEES FOR HARVARD UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	HOSPICE FOUNDATION OF PALM	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	KING'S COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	KIPS BAY BOYS AND GIRLS CLUB,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	METROPOLITAN OPERA ASSOCIATION,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	NATIONAL CENTER FOR THE AMERICAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-15000	NATIONAL SHINGLES FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-25000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-15000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-25000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-25000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	NEW YORK AND PRESBYTERIAN	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-10000	NEW YORK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-27500	NEW-YORK HISTORICAL SOCIETY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	OUR LADY QUEEN OF ANGELS SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SOCIETY OF THE FOUR ARTS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SOLOMON R GUGGENHEIM FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	SOLOMON R GUGGENHEIM FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	ST JOHN'S CHURCH FOUNDATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-7500	RECTOR & VISITORS OF THE	NONE	UNRESTRICTED GENERAL SUPPORT	PC

Posting Date	Amount	Distribution	Relationship	Purpose	Foundation Status of Recipient
10/30/2013	-5000	VISITING NURSE SERVICE OF NEW	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	WEILL CORNELL MEDICAL COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-5000	WOMEN IN NEED, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
10/30/2013	-20000	WOODBERRY FOREST SCHOOL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/12/2013	-5000	BOWDOIN COLLEGE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/12/2013	-5000	NATIVITY LUTHERAN CHURCH	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-30000	BRIDGE FUND OF NEW YORK, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-25000	CENTER FOR NYC NEIGHBORHOODS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-25000	COMMUNITY SOLUTIONS	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-20000	CYPRESS HILLS LOCAL DEVELOPMENT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-25000	FIFTH AVENUE COMMITTEE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-10000	GENERATION CITIZEN, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-20000	GODDARD RIVERSIDE COMMUNITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-20000	GOOD SHEPHERD SERVICES	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-20000	HENRY STREET SETTLEMENT	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-20000	JOBSFIRST NYC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-12500	MANHATTAN THEATRE CLUB	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-15000	METROPOLITAN OPERA ASSOCIATION,	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-25000	NATIONAL CENTER FOR FAMILY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-25000	THE CRENLATED COMPANY, LTD	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-30000	NEW YORK HALL OF SCIENCE	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-10000	NEW YORK SHAKESPEARE FESTIVAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-25000	SUNSET PARK HEALTH COUNCIL, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-7500	SYMPHONY SPACE, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-20000	UNION SETTLEMENT ASSOCIATION	NONE	UNRESTRICTED GENERAL SUPPORT	PC
11/20/2013	-15000	VINEYARD THEATRE AND WORKSHOP	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/4/2013	5000	STOP PAY CHECK #17455982	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/9/2013	-5000	THE STUDIO POTTER	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/19/2013	5000	STOP PAY CHECK # 17455958 DTD 10/30/2013	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/19/2013	10000	STOP PAY CHECK # 17456007 DTD 10/30/2013	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/19/2013	-5000	THE BONE MARROW FOUNDATION, INC	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/19/2013	-10000	NEW YORK UNIVERSITY	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/20/2013	10000	STOP PAY CHECK # 17477148 DTD 11/20/2013	NONE	UNRESTRICTED GENERAL SUPPORT	PC
12/20/2013	-10000	NEW YORK SHAKESPEARE FESTIVAL	NONE	UNRESTRICTED GENERAL SUPPORT	PC
TOTAL	-3060000				

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	8,507.	8,507.
FOREIGN DIVIDENDS	154,907.	154,907.
DOMESTIC DIVIDENDS	510,265.	510,265.
OTHER INTEREST	355,870.	355,870.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	122,542.	122,542.
NONDISTRIBUTIVE U.S. GOVERNMENT INTEREST	15,012.	15,012.
NONQUALIFIED FOREIGN DIVIDENDS	3,703.	3,703.
NONQUALIFIED DOMESTIC DIVIDENDS	225,783.	225,783.
	-----	-----
TOTAL	1,396,589.	1,396,589.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
NON-TAXABLE FOREIGN INCOME	2,658.	
OTHER INCOME	89,693.	89,693.
EXCISE TAX REFUND	7,725.	
	-----	-----
TOTALS	100,076.	89,693.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
ACCOUNTING & TAX PREPARATION	85.			85.
TOTALS	85.	NONE	NONE	85.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FOREIGN TAXES	5,029.	5,029.
EXCISE TAX ESTIMATES	40,793.	
FOREIGN TAXES ON QUALIFIED FOR	4,646.	4,646.
FOREIGN TAXES ON NONQUALIFIED	1,317.	1,317.
	-----	-----
TOTALS	51,785.	10,992.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	7,185.	7,185.
TOTALS	----- 7,185. =====	----- 7,185. =====

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13-6071886

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
912810FF0 UNITED STATES TREAS	1,596,406.	1,805,865.
912828BW9 UNITED STATES TREAS	639,214.	631,588.
	-----	-----
TOTALS	2,235,620.	2,437,453.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
464286103 ISHARES INC MSCI AUS		
464287234 ISHARES MSCI EMERGIN	690,123.	1,101,925.
78462F103 SPDR S&P 500 ETF TR		
46625H365 JPMORGAN ALERIAN MLP	1,518,809.	1,899,423.
03027X100 AMERICAN TOWER CORP		
81369Y605 SELECT SECTOR SPDR T	1,936,961.	2,300,546.
20825C104 CONOCOPHILLIPS COM	585,549.	802,584.
29250X103 ENBRIDGE ENERGY MGMT	165,192.	257,805.
30231G102 EXXON MOBIL CORP COM	26,620.	1,009,470.
74005P104 PRAXAIR INC COM	280,243.	1,185,223.
149123101 CATERPILLAR INC COM	212,161.	726,480.
244199105 DEERE & CO COM		
384802104 GRAINGER W W INC COM	288,657.	1,573,387.
445658107 HUNT J B TRANS SVCS	560,221.	1,024,225.
858912108 STERICYCLE INC COM	571,644.	1,594,433.
25470F104 DISCOVERY COMMUNICAT	274,619.	1,039,830.
437076102 HOME DEPOT INC COM	1,207,683.	1,689,205.
716768106 PETSMART INC COM		
824348106 SHERWIN WILLIAMS CO	584,894.	720,238.
872540109 TJX COS INC NEW COM	694,648.	1,301,367.
171340102 CHURCH & DWIGHT INC	1,271,814.	1,826,677.
25243Q205 DIAGEO PLC SPONSORED		
427866108 HERSHEY CO COM	1,107,722.	1,663,119.
718172109 PHILIP MORRIS INTL I		
015351109 ALEXION PHARMACEUTIC		
071813109 BAXTER INTL INC COM		
156782104 CERNER CORP COM	138,986.	1,308,218.
58155Q103 MCKESSON CORP COM	355,184.	1,614,000.
670100205 NOVO-NORDISK A S ADR		

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
717081103 PFIZER INC COM		
91324P102 UNITEDHEALTH GROUP I		
91911K102 VALEANT PHARMACEUTIC		
H0023R105 ACE LTD COM	937,364.	1,958,819.
902973304 US BANCORP DEL COM N	552,198.	776,993.
G1151C101 ACCENTURE PLC CL A C	607,558.	834,058.
037833100 APPLE INC COM	704,506.	1,644,400.
278642103 EBAY INC COM	511,938.	1,410,965.
38259P508 GOOGLE INC CL A COM		
57636Q104 MASTERCARD INC CL A	1,325,091.	3,188,420.
68389X105 ORACLE CORP COM	673,004.	2,961,706.
693390700 PIMCO TOTAL RETURN F		
693390841 PIMCO HIGH YIELD FD	501,990.	515,492.
N53745100 LYONDELLBASELL INDUS	1,927,451.	2,001,879.
34354P105 FLOWSERVE CORP COM	1,314,391.	1,568,671.
731068102 POLARIS INDS INC COM	1,217,403.	1,593,154.
741503403 PRICELINE COM INC CO	1,495,119.	2,189,697.
892356106 TRACTOR SUPPLY CO CO	673,433.	1,086,844.
90130A101 TWENTY-FIRST CENTY F	1,319,655.	1,740,119.
22160K105 COSTCO WHSL CORP NEW	1,040,434.	1,228,664.
966837106 WHOLE FOODS MKT INC	1,288,920.	1,432,406.
375558103 GILEAD SCIENCES INC	1,425,463.	1,404,980.
75886F107 REGENERON PHARMACEUT	654,859.	950,391.
025816109 AMERICAN EXPRESS CO	975,363.	1,142,246.
617446448 MORGAN STANLEY COM	664,874.	804,775.
675746309 OCWEN FINL CORP NEW	689,294.	777,258.
018581108 ALLIANCE DATA SYS CO	846,716.	906,053.
032095101 AMPHENOL CORP NEW CL	715,078.	761,182.
79466L302 SALESFORCE COM INC C	1,165,076.	1,235,143.
	709,506.	724,645.

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 FORM 990PF, PART II - CORPORATE STOCK
 =====

13-6071886

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
277902698 EATON VANCE ATLANTA	2,119,530.	2,245,897.
	-----	-----
TOTALS	38,527,944.	61,723,012.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
010392DZ8 ALABAMA PWR CO SR NT	748,020.	847,035.
149123BQ3 CATERPILLAR INC NT	804,735.	939,990.
209111EK5 CONSOLIDATED EDISON	513,885.	543,825.
428236AS2 HEWLETT PACKARD CO S	735,263.	834,098.
438516AS5 HONEYWELL INTL INC S	514,225.	556,875.
46625HHU7 JPMORGAN CHASE & CO	984,720.	1,060,040.
617446HR3 MORGAN STANLEY NT		
87612EAN6 TARGET CORP NT	473,590.	562,640.
913017BH1 UNITED TECHNOLOGIES	485,915.	528,400.
931142CT8 WAL-MART STORES INC	1,002,410.	1,026,450.
36203K7M0 GOVERNMENT NATL MTG	20,659.	23,396.
36206PSU5 GOVERNMENT NATL MTG	3,938.	4,453.
362152DM9 GOVERNMENT NATL MTG	7,369.	7,495.
0258M0DB2 AMERICAN EXPRESS CR	1,006,453.	1,003,470.
084670BA5 BERKSHIRE HATHAWAY I	1,008,225.	1,004,340.
46623EJH3 J P MORGAN CHASE & C	1,006,133.	1,002,320.
	-----	-----
TOTALS	9,315,540.	9,944,827.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
PRIOR YEAR INCOME ADJUSTMENT	39,524.
TIP ADJUSTMENT	153.

TOTAL	39,677.
	=====

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

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

114 W 47TH STREET, NY8-114-07-07

NEW YORK, SEE ATTACHED

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 121,929.

COMPENSATION EXPLANATION:

FOOTNOTE

OFFICER NAME:

PATRICIA M DUNNINGTON C/O US TRUST

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 19

COMPENSATION 97,551.

OFFICER NAME:

IRENE de WATTEVILLE C/O US TRUST CO

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 21

COMPENSATION 97,550.

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

=====

OFFICER NAME:

REBECCA CLAPP C/O US TRUST CO OF NY

ADDRESS:

114 WEST 47TH STREET

NEW YORK, NY 10036

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 21

COMPENSATION 97,551.

TOTAL COMPENSATION: 414,581.

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FORM 990PF, PART XV - LINES 2a - 2d
=====

13-6071886

RECIPIENT NAME:

BANK OF AMERICA, N.A.

E-MAIL ADDRESS: christine.l.o'donnell@ustrust.com

STATEMENT 14

FEDERAL FOOTNOTES

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